

**CYA Governance Policy – Board-Executive Director Relationship**  
**Approved by the Board of Directors: April 11, 2010**

**Board - Executive Director Relationship**

These policies define the linkages and relationships between the Board and the Executive Director (ED) including the assessment of ED performance.

**B-ED: THE BOARD and ED**

Because the Board of Directors is a policy making body, the link between the Board and the operation and administration of the Canadian Yachting Association (CYA) is limited to its communication with, and direction of, the Executive Director through the President and the Secretary, as specified in section 15 of the CYA By-laws.

**B-ED 1: Unity of Control**

Only decisions of the Board acting as a body are binding on the ED. Accordingly,

B-ED 1.1: Decisions or instructions of individual Board members or Board committees are not binding on the ED except in rare instances when the Board has specifically delegated such exercises of authority.

B-ED 1.2: In the case of Board members or Board committees requesting information or assistance without Board authorization, the ED can refuse such requests that require, in the ED's opinion, a material amount of staff time or funds, or are disruptive.

**B-ED 2: Accountability of the ED**

The ED is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the ED. Accordingly,

B-ED 2.1: The only employee who will receive instructions from the Board is the ED.

B-ED 2.2: The Board will refrain from evaluating, either formally or informally, any staff other than the ED.

B-ED 2.3: The Board will view ED performance as vital to organizational performance. The organizational accomplishment of Board-stated Ends measured against benchmarks set out in the Strategic Plan, and avoidance of Board-proscribed limitations will be viewed as successful ED performance.

**B-ED 3: Delegation to the ED**

The Board will instruct the ED through written policies that prescribe the organizational Ends to be achieved and describe organizational limitations. The ED may use any reasonable interpretation of these policies. Accordingly,

B-ED 3.1: The Board will develop policies instructing the ED to achieve certain results, for certain recipients. These policies will be called Ends policies.

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B-ED 3.2: The Board will develop policies that limit the latitude the ED may exercise in choosing organizational means. These policies will be called Executive Limitations policies.

B-ED 3.3: As long as the ED uses any reasonable interpretation of the Boards Ends and Executive Limitations policies, the ED is authorized to establish all further policies, make all decisions, establish all practices, and develop all activities.

B-ED 3.4: The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and ED domains. By doing so, the Board changes the latitude of choice given to the ED. But as long as any particular delegation is in place, the Board will respect and support the ED's choices.

#### **B-ED 4: Monitoring ED Performance**

Systematic and rigorous monitoring of ED performance will be solely against the expected ED job outputs: organizational accomplishment of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations. Accordingly,

B-ED 4.1: Monitoring is simply to determine the degree to which Board policies are being met. Data that are not relevant to Board policies will not be considered.

B-ED 4.2: The Board will acquire monitoring data by at least one of the following three methods: (a) by internal report, in which the ED discloses compliance information to the Board; (b) by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies, and (c) by direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.

B-ED 4.3: In every case, the standard for compliance shall be any reasonable ED interpretation of the Board policy being monitored.

B-ED 4.4: All policies that instruct the ED will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend upon a routine schedule.