

**BOARD-MANAGEMENT RELATIONSHIP
POLICY C1**

DELEGATION TO MANAGEMENT

The Board will instruct the General Manager (GM) through written policies that prescribe the organizational ends to be achieved and describe organizational situations and actions to be avoided, allowing the GM to use any reasonable interpretation of these policies.

Accordingly:

1. The Board will develop policies instructing the GM to achieve specified results, Ends (A) Policies.
2. The Board will develop policies that limit the latitude the GM may exercise in choosing the organizational means and that constrain the GM to act within established boundaries of prudence and ethics, Executive Limitations (B) Policies.
3. As long as the GM uses any reasonable interpretation of the Board's Ends and Executive Limitations Policies, the GM is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and pursue all activities. Such decisions of the GM shall have full force and authority as if decided by the Board. The Board may request information regarding any of Management's policies and actions.
4. The Board may change its Ends and Executive Limitations Policies, thereby shifting the boundary between Board and GM domains. By doing so, the Board changes the latitude of choice given to the GM. But as long as any particular delegation is in place, the Board will respect and support the GM's choices.
5. Only officially passed motions of the Board are binding on the GM. Decisions or instructions of individual board members, officers, or committees are not binding on the GM except in rare instances when the Board has specifically authorized such exercise of authority.
6. Board authority over staff is exercised through the GM. The GM is accountable to the Board for the actions of the staff.
7. If, because of an unforeseen circumstance, the GM deems it necessary to violate board policy, the GM shall notify a board member. The full Board will review this action at the next board meeting.
8. The duties and responsibilities of Management shall be defined in a job description prepared by the Board that is in compliance with all board policies.

This policy is to be reviewed and monitored annually by the Board in February.

Adopted 03/17/1999
Modified 03/05/2008