POLICY TYPE: III BOARD—EXECUTIVE DIRECTOR RELATIONS

1. Delegation to the Executive Director

While the Board's job is generally confined to establishing the broadest policies, implementation of these policies is delegated to the Executive Director .

1. All Board authority delegated to staff is delegated through the Executive Director .
2. Ends (Mission, Vision and Guiding Principles – see Policy Type: I) direct the Executive Director to achieve certain results; Executive Director Limitations (see Policy Type: II) guide the Executive Director to act within acceptable boundaries of business practices, financial management, prudence and ethics.
3. The Executive Director is authorized to establish all further operational policies, make all decisions, take all actions and develop all activities consistent with Board policies.
4. The Executive Director must provide information to the Board in sufficient detail to allow the Board to review, assess and provide feedback to the Executive Director in the specified policy areas, except for confidential member information.
5. Except when a Board member or Board committee has been authorized by the Board as a whole to incur some amount of staff cost for study of an issue, no director, officer or committee person has authority over the Executive Director. Information may be requested by these individuals or groups, but if such request, in an Executive Director's judgement, requires a material amount of staff time or funds or is disruptive, it may be refused.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE:

2. Monitoring and Ongoing Reporting from the Executive Director

The purpose of monitoring and reporting is to: monitor the performance of ADRIA, compare the performance of ADRIA to the Ends, provide direction to the Executive Director and approval where required and make changes to the Ends where appropriate.

1. Monitoring can occur as:

    a) **Internal report**: A report to the Board from the Executive Director in accordance with templates approved by the Board or specific requests from the Board and any additional reports deemed appropriate by the ED.

    b) **External report**: A report from an independent third party who is selected by and reports directly to the Board. The information is gathered by a party who is selected by, and reports directly to the Board. Such reports must assess performance only against the Ends and policies enacted by the Executive Director in furtherance of the Ends, not of the external party, unless the Board has previously indicated that party's opinion is the standard.

    c) **Direct inspection**: Direct inspection by a Board member, a committee of the Board, or the Board as a whole . This is a direct inspection of ADRIA' documents, activities, or circumstance which allows a "prudent person" test of achievement of the Ends.

2. Should a breached policy be disclosed through monitoring, the Executive Director must immediately provide the Board with a written report detailing the non-compliance and, if it has not already been corrected a plan of action for correcting the breach complete with timelines or, in the alternative, suggestions and a request for feedback on potential changes to the policy or the Ends.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: FEBRUARY

3. Executive Director Position Description

The Executive Director's position requires performance in three areas:

1. Accomplishment of the Ends (Mission, Vision and Guiding Principles – see Policy Type: I).
2. Operation within the boundaries of the Executive Director Limitations (see Policy Type: II).
3. Demonstrating competent performance in all the knowledge, skills and attributes necessary to successfully perform all the items listed in the job description of the Executive Director (the job skills). The Executive Director's job description will be attached to this policy.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

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4. Performance Appraisal

Appraising an Executive Director's performance is synonymous with monitoring ADRIA's performance. The purpose of a performance appraisal is to ensure the efforts of the Executive Director are synchronized with the broader organizational objectives, with the goal of optimizing the performance of the Executive Director and providing the board with feedback from the Executive Director on the actual performance of the organization and the overall environment in which the Executive Director is working. This appraisal is done by comparing Executive Director performance with the requirements of the Ends (see Policy Type: I), how the Executive Director's performance stayed within the Executive Director Limitations (see Policy Type: II) and the Executive Director's competencies in the job skills.

1. The Board will review an Executive Director's performance annually in the 2nd quarter of the calendar year.
2. The review will be based on achievement of Ends, compliance with Executive Director Limitations and performance of the job skills.
3. The review will be performed by the President, Executive Committee or a person appointed by the Board.
4. The reviewer will prepare and submit to the Board a written report. This report, once reviewed and ratified by the Board, is the annual performance appraisal of the Executive Director. Should the Board choose to not ratify the report, they can direct such further actions as they deem appropriate.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: FEBRUARY

5. Executive Director Compensation Review

1. Executive Director compensation reflects the current and appropriate salary based on the geographic and the society market.
2. The Board determines the education, skills and core competencies required by an Executive Director of ADRIA and the market value and compensation of these competencies, education and skills reflects the same.
3. The regular setting of compensation does not preclude the Board recognizing extraordinary circumstances of Executive Director performance.

IMPLEMENTATION

1. The Board President and one other Director must form a committee at the beginning of the 4th quarter to review compensation.
2. Each Executive Director must prepare information for this committee including the current contract, current candidate profile and review of the (what is this) Survey of Benefits and Compensation.
3. The committee negotiates a contract with an Executive Director to mutual satisfaction.
4. The committee recommends a contract (or not) to Board by the end of the 4thquarter.

DATE APPROVED/REVISED: SEPTEMBER 1, 2012

MONITORING DATE: