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Eastern Health

BOARD POLICY

Policy Name: Global Governance-
Management Connection

Number: BS-1

Policy Type: Board-Staff Relationship

Date Approved: May 24/06

Date Revised:

Date Reviewed: Sept 24/08/jp

The Board's sole official connection to the operational organization, its achievements and conduct will be through the President and Chief Executive Officer.

Eastern Health

BOARD POLICY

Policy Name: Delegation to Chief Executive Officer **Number:** BS-2

Policy Type: Board-Staff Relationship **Date Approved:** May 24/06
Date Revised:
Date Reviewed: Sept 24/08/jp

The Board will instruct the Chief Executive Officer through written policies which prescribe the organizational “Ends” to be achieved, and describe organizational situations and actions to be avoided, allowing the Chief Executive Officer to use any reasonable interpretation of these policies.

1. The Board will develop policies instructing the Chief Executive officer to achieve specified results, for specified consumers*, at a specified worth through the establishment of Ends policies. The Board will limit the latitude the Chief Executive Officer may exercise in practices, methods, conduct and other “means” to the ends through establishment of Executive Limitations policies.
2. As long as the Chief Executive Officer uses any reasonable interpretation of the Board’s Ends and Executive Limitations policies, the Chief Executive Officer is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities.
3. The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and Chief Executive Officer domains. By doing so, the Board changes the latitude of choice given to the Chief Executive Officer. But so long as any particular delegation is in place, the Board and its members will respect and support the Chief Executive Officer’s choices.

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BOARD POLICY

Policy Name: Unity of Control

Number: BS-3

Policy Type: Board-Staff Relationship

Date Approved: May 24/06

Date Revised:

Date Reviewed: Oct 2908/jp

Only officially documented decisions of the Board are binding on the Chief Executive Officer.

Accordingly, but not so as to limit the generality of the foregoing:

1. Decisions or instructions of individual Trustees, officers, or committees are not binding on the Chief Executive Officer except in rare instances when the Board has specifically authorized such exercise of authority.
2. In the case of Trustees or committees requesting information or assistance without Board authorization, the Chief Executive Officer can refuse such requests that require, in the Chief Executive Officer's opinion, a material amount of staff time or funds or is disruptive.

Eastern Health

BOARD POLICY

Policy Name: Accountability of Chief Executive Officer **Number:** BS-4

Policy Type: Board-Staff Relationship **Date Approved:** May 24/06
Date Revised:
Date Reviewed: Feb 27/08/jp
Feb 25/09/jp

The Chief Executive Officer 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 Chief Executive Officer.

Accordingly, but not so as to limit the generality of the foregoing:

1. The Board will never give instructions to persons who report directly or indirectly to the Chief Executive Officer.
2. The Board will not evaluate, either formally or informally, any staff other than the Chief Executive Officer.
3. The Board will view the Chief Executive Officer's performance as identical to organizational performance, so that organizational accomplishment of Board stated Ends and avoidance of Board proscribed means will be viewed as successful Chief Executive Officer performance unless other criteria have been specifically established.

Eastern Health

BOARD POLICY

Policy Name: Monitoring Executive Performance	Number: BS-5
Policy Type: Board-Staff Relationship	Date Approved: May 24/06
	Date Revised:
	Date Reviewed: June 25/08/jp
	June 24/09/jp

Monitoring executive performance is synonymous with monitoring organizational performance against Board policies on Ends and on Executive Limitations. Any evaluation of the Chief Executive Officer's performance, formal or informal, may be derived only from these monitoring data.

1. The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Information which does not do this will not be considered to be monitoring.
2. A given policy may be monitored in two ways:
 - a. Internal report: Disclosure of compliance information to the Board from the Chief Executive Officer.
 - b. External report: Discovery of compliance information by a disinterested, external auditor, inspector or judge who is selected by and reports directly to the Board. Such reports must assess executive performance only against policies of the Board, not those of the external party unless the Board has previously indicated that the party's opinion is to be the standard.
3. Upon the choice of the Board, any policy can be monitored by any method at any time. For regular monitoring, however, each Ends and Executive Limitations policy will be classified by the Board according to frequency and method.
 - a. Quarterly Internal reports for Policies.
 - b. Annual External reports for Policies.

4. In every case, the standard for compliance shall be any reasonable Chief Executive Officer interpretation of the Board policy being monitored. The Board is final arbiter of reasonableness, but will always judge with a “reasonable person” test rather than with interpretations favoured by Board members or even by the Board as a whole.

Eastern Health

BOARD POLICY

Policy Name: General Executive Constraint **Number:** EL-1

Policy Type: Executive Limitations **Date Approved:** May 24/06
Date Revised:

The Chief Executive Officer shall not cause or allow any practice, activity, decision or organizational circumstance which is either unlawful, imprudent or in violation of commonly accepted business and professional ethics.

Eastern Health

BOARD POLICY

Policy Name: Communication and Support to the Board **Number:** EL-2
Policy Type: Executive Limitations **Date Approved:** May 24/06
Date Revised:

The Chief Executive Officer shall not permit the Board to be uninformed or unsupported in its work.

Accordingly, but not so as to limit the generality of the foregoing, he or she shall not:

1. Neglect to submit monitoring data required by the Board (see policy on Monitoring Executive Performance) in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies monitored.
2. Let the Board be unaware of relevant trends, anticipated adverse media coverage, material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.
3. Fail to advise the Board if, in the Chief Executive Officer's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Staff Relationship, particularly in the case of Board behaviour which is detrimental to the work relationship between the Board and the Chief Executive Officer.
4. Fail to marshal for the Board as many staff and external points of view, issues and options as needed for fully informed Board choices.
5. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
6. Fail to provide a mechanism for official Board, officer or committee communications.

7. Fail to deal with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.
8. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board.
9. Fail to supply for the consent agenda all items delegated to the Chief Executive Officer yet required by law or contract to be Board-approved, along with the monitoring assurance pertaining thereto.

Eastern Health

BOARD POLICY

Policy Name: Emergency Executive
Succession

Number: EL-3

Policy Type: Executive Limitations

Date Approved: May 24/06

Date Revised:

In order to protect the Board from sudden loss of Chief Executive Officer services, the Chief Executive Officer must have at least one other executive familiar with Board and Chief Executive Officer issues and processes.

