

BOARD POLICY - Board Linkage

Board/CEO Relationship

Policy No. 100.3.1

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- 1 The OPTIONS Family of Services, Inc. Board of Directors sole connection to the operation of the organization, its achievement, and conduct will be through the Chief Executive Officer (CEO).
- 2 Only decisions of the board acting as a body are binding on the CEO. Accordingly:
 - 2.1 Decisions or instructions of individual board members, officers, or committees are not binding on the CEO except in rare instances when the board has specifically authorized such exercise of authority.
 - 2.2 In the case of board members or committees requesting information or assistance without board authorization, the CEO can refuse such requests that require, in the CEO's opinion, a material amount of staff time or funds, or are disruptive to day-to-day operations.
- 3 The CEO 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 CEO. Accordingly:
 - 3.1 The board will never give instructions to persons who report directly or indirectly to the CEO.
 - 3.2 The board will refrain from evaluation, either formally or informally, of any staff member other than the CEO.
 - 3.3 The board will view CEO performance as identical to organizational performance, so that organizational accomplishment of board stated outcomes and adherence of board-prescribed direction will be viewed as successful CEO performance. The CEO will be held to the same standard regarding criminal clearance and expected standards of conduct as any other OPTIONS' employee (see code of conduct in the employee handbook).
- 4 In the event of a sudden, unexpected vacancy of the CEO, the succession policy shall be that the COO, if any, shall perform the duties of the CEO in their absence on an interim basis. If the organization does not employ a COO, the most senior Program Director shall assume the duties of the CEO on an interim basis. The board will have the authority to take whatever action is necessary to find a permanent replacement in a timely manner (i.e. the issue will be addressed at each board meeting until resolved).

Adopted: 3-16-04

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