

3357:13-03-20 Delegation to the CEO (Board-CEO Linkage)

The board will instruct the CEO through written policies which prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies.

Accordingly:

3.21 The board will develop policies instructing the CEO to achieve specified results, for specified recipients at a specified relationship between cost and results. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies. All issues that are not Ends issues as defined above are Means issues.

3.22 The board will develop policies that limit the latitude the CEO may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions and circumstances that would be unacceptable to the board, even if they were to be effective. These policies will be developed systematically from the broadest, most general level to more defined levels; they will be called Executive Limitations policies.

3.23 The board will never prescribe organizational means of the CEO.

- a. Below the global level, a single limitation at any given level does not limit the scope of any foregoing level.
- b. Below the global level, the aggregate of limitations on a given level may embrace the scope of the foregoing level, but only if justified by the CEO to the board's satisfaction.

3.24 As long as the CEO uses *any reasonable interpretation* of the board's Ends and Executive Limitations policies, the CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the CEO shall have full force and authority as if decided by the board.

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

Effective: August 25, 2010

Next Review: May 28, 2025

Review Dates: 8/25/10, 7/30/11, 5/23/12, 6/26/13, 8/27/14, 8/26/15, 5/25/16, 5/24/17, 5/23/18, 5/22/19, 5/27/20, 5/26/21, 5/25/22, 5/24/23, 5/22/24