

3357:13-04-10 Communication and Support to the Board (Executive Limitations)

The CEO will not permit the board to be uninformed or unsupported in its work.

The CEO will not

4.11 Withhold, impede, or confound information relevant to the board's informed accomplishment of its job.

a. Neglect to submit monitoring data required by the board in Board-CEO Linkage policy "Monitoring CEO Performance" in a timely, accurate and understandable fashion, directly addressing provisions of board policies being monitored, and including CEO interpretations consistent with Board-CEO Linkage policy "Delegation to the CEO," as well as relevant data.

b. Allow the board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policy, regardless of the board's monitoring schedule.

c. Allow the board to be without decision information required periodically by the board or let the board be unaware of relevant trends.

d. 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.

e. Let the board be unaware of any supplemental information it requires including anticipated media coverage, threatened or pending lawsuits and material internal changes.

f. Let the board be unaware if, in the CEO's opinion, the board is not in compliance with its own policies on Governance Process and Board-CEO Linkage, particularly in the case of board behavior that is detrimental to the work relationship between the board and the CEO.

4.12 Withhold from the board and its processes logistical and clerical assistance.

a. Allow the board to be deprived of a workable, user-friendly mechanism for official board, officer, or committee communications.

b. Allow the board to be deprived of pleasant and efficient settings and arrangements for board and committee meetings.

4.13 Impede the board's holism, misrepresent its processes and role, or impede its lawful obligations.

a. Deal with the board in a way that favors or privileges certain board members over

others except when (1) fulfilling individual requests for information or (2) responding to officers or committees with respect to duties charged to them by the board.

b. Allow the board to do its work without the necessary items on its Required Approvals agenda. Necessary items are those decisions delegated to the CEO yet required by law, regulation, or contract to be board-approved, along with applicable monitoring information.

Effective: August 25, 2010

Next Review: September 24, 2025

Review Dates: 8/25/10, 7/30/11, 9/26/12, 9/25/13, 10/29/14, 9/23/15, 9/21/16, 9/20/17, 9/26/18, 9/25/19, 9/23/20, 9/22/21, 9/28/22, 9/27/23, 9/25/24