

3357:13-02-50 Chief Governance Officer's Role Policy (Governance Process)

The Chief Governance Officer (CGO), a specially empowered member of the board, assures the integrity of the board's process.

Accordingly:

2.51 The assigned result of the CGO's job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.

- a. Meeting discussion content will be on those issues which, according to board policy, clearly belong to the board to decide or to monitor.
- b. Information that is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.
- c. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.

2.52 The authority of the CGO consists in making decisions that fall within topics covered by board policies on Governance Process and Board-CEO Linkage, with the exception of (a) employment or termination of a CEO and (b) where the board specifically delegates portions of this authority to others. The CGO is authorized to use any reasonable interpretation of the provisions in these policies.

- a. The CGO is empowered to chair board meetings with all the commonly accepted power of that position, such as ruling and recognizing.
- b. The CGO has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the CGO has no authority to supervise or direct the CEO.
- c. The CGO may represent the board to outside parties in announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
- d. The CGO may delegate this authority, but remains accountable for its use.

Effective: August 25, 2010

Expires: March 1, 2023

Review Dates: 8/25/10, 7/30/11, 3/28/12, 4/24/13, 4/23/14, 4/22/15, 3/23/16, 3/22/17, 3/28/18