

Section 5: Board – Executive Director Linkage Policies

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Policy Section: Board – Executive Director Linkage	Policy Number: BL-1
Policy: Delegation to and Job Function of the Executive Director	Date Approved: April 24, 2003
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The Board primarily directs the Executive Director through written policies that prescribe the desired organizational directions and outcomes. The Board also develops policies that set the parameters within which the Executive Director must manage the organization, and deliver the programs and services of the organization.

The Executive Director is responsible for:

- a) Directing the day-to-day activities of staff, either directly or through delegation
- b) Human resource matters and hiring all staff, except for the Executive Director
- c) Financial management
- d) Monitoring financial and program performance and preparing summary reports for Board review
- e) Developing operational guidelines that are aligned with the Board's policies
- f) Liaising with the membership, public, other Executive Directors, and government staff
- g) Supporting Board committees

The Executive Director is responsible for the implementation of Board policies. He or she makes operational guidelines that are consistent with Board policies.

Parameters:

1. The Executive Director is authorized to make decisions, to take actions, and to develop activities that are consistent with Board policies.
2. The Board may change its policies by making policy at broader or more detailed levels in order to shift the boundary between the Board and the Executive Director areas of responsibility. In order to further define to the Executive Director its values, perspectives, and directions, the Board may change its policies to clarify its outcomes and directions, and re-define its parameters for the Executive Director's management of the organization.
3. The Executive Director may make decisions that are outside of Board policies in emergent or emergency situations. If the Executive Director is unable to comply with Board policy, he or she consults with the President before taking action. If this is not

possible, the Executive Director takes appropriate actions, and immediately reports, to the President, the action that was not in compliance with Board policy. The President relates the non-compliance to the Board.

4. At the next Board meeting, the Executive Director describes to the Board the actions that he or she is taking to realign with Board policy. If necessary, the Executive Director makes recommendations to change the policy that is relevant to the area of noncompliance.
5. Decisions or directions of individual Board members, officers, or committees are not binding on the Executive Director, except in rare instances when the Board has specifically authorized such exercise of authority.

Policy Section: Board – Executive Director Linkage	Policy Number: BL-2
Policy: Communication and Counsel to the Board	Date Approved: April 24, 2003
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In order to facilitate the effective governance and decision-making roles of the Board, the Executive Director must ensure that the Board is informed and supported in its work.

Parameters:

To carry out this key responsibility, the Executive Director must:

1. Inform the Board of relevant trends, anticipated adverse media coverage, staff changes, lawsuits against the AWWA, publicly visible external and internal changes, major contracts, contracts with high public visibility, and/or changes in the assumptions upon which any Board policy has previously been established.
2. Provide as many staff and external points of view, issues, and options as needed for fully informed Board choices.
3. Provide timely notification to the Board of events or circumstances that the Executive Director considers emergent or critical and which may require Board response.
4. Ensure that information presented to the Board is timely, accurate, complete, in a form useful for governance, and identified as to type of information: monitoring, decision preparation, and for information only.
5. Submit required monitoring information according to a schedule approved by Board in an understandable fashion that addresses the provisions of Board's policies and directions.
6. Advise the Board if the Board is not in compliance with its own policies on Board Process and the Board – Executive Director Linkage.

Provide reasonable administrative support for Board and Board committee activities. In the case of Board members or committees requesting information or assistance without Board authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, too much staff time.

Policy Section: Board – Executive Director Linkage	Policy Number: BL-3
Policy: Evaluation of the Executive Director	Date Approved: April 24, 2003
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The Board views the process of evaluating the performance of the Executive Director as an opportunity to:

- a) Recognize the Executive Director's accomplishments
- b) Provide the Executive Director with a clear picture of how the Board perceives the quality of the Executive Director's work
- c) Identify opportunities, challenges, and strategic issues that the Board and the Executive Director must address before problems arise
- d) Improve the performance of the Executive Director
- e) Build on the working relationship between the Board and the Executive Director

Parameters:

1. The Board monitors the Executive Director's performance on an ongoing basis throughout the year. By viewing evaluation as a development tool and an ongoing process, the Board ensures that successes are recognized in a timely manner, and that adjustments are made as needed throughout the year.
2. The Executive Committee develops a process for evaluating the performance of the Executive Director. The Executive Committee reviews the Executive Director's current job description, and conducts a formal performance appraisal of the Executive Director on an annual basis.
3. The performance evaluation is based on:
 - a) Fulfillment of the Executive Director's job description
 - b) Accomplishment of goals and outcomes previously set by the Board for the Executive Director
 - c) Assessment of core competencies of the Executive Director
 - d) Implementation of the Board's policies by the Executive Director
 - e) A self-assessment by the Executive Director
4. As the final step in the evaluation process, the Executive Committee reviews, with the input of the Executive Director, and makes recommendations to the Board about:
 - a) Changes to the job description
 - b) Goals and outcomes for the Executive Director for the next year
 - c) Changes to the performance appraisal process

Policy Section: Board – Executive Director Linkage	Policy Number: BL-4
Policy: Executive Director Compensation	Date Approved: April 23, 2003
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To attract and retain an Executive Director with the necessary management and leadership abilities to advance the mission of the organization, the Board sets a fair, comprehensive, and competitive compensation level. The compensation package must reflect both the job requirements, and the organization's ability to pay the desired salary and benefits.

Parameters:

1. The position of Executive Director is a contract position.
2. To determine the competitiveness of the organization's compensation package, the Executive Committee researches the compensation level of Executive Directors in comparable organizations. Factors to be considered in the comparison research includes:
 - Size and scope of the other organizations
 - Profiles of the area in which the other organizations operate
 - Qualifications, experience in the field, and length of service of other Executive Directors
 - The total compensation packages, including benefits and bonuses
3. The Board determines the limits of the compensation package that AWWA is able to offer in order to retain the Executive Director.
4. Any cost of living increase is included in the contract.
5. The Executive Committee negotiates the total compensation package with the Executive Director according to the length of the contract.
6. To encourage open dialogue, compensation is not discussed during a formal meeting to evaluate the Executive Director's performance. The Board must complete the compensation discussions with the Executive Director no later than one month after the annual performance review. The Executive Director take into account the most

recent performance review of the Executive Director when negotiating a new contract.

7. After meeting with the Executive Director, the Executive Committee recommends the agreed-upon compensation package to the Board for approval.
8. Only the Board, acting as a body, can employ, terminate, discipline, or change the conditions of the employment of the Executive Director.
9. If the Board is unable to offer additional financial compensation, either through salary or benefits, the Executive Committee may consider alternative forms of compensation, such as providing additional time off to be used for vacation, educational opportunities, or professional development.

Policy Section: Board – Executive Director Linkage	Policy Number: BL-5
Policy: Succession Planning	Date Approved: September 9, 2010
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“Succession planning” is a process for identifying and development internal people with the potential to fill key leadership positions in the company. Succession planning increases the availability of experienced and capable employees that are prepared to assume these roles as they become available.

Parameters:

1. The Executive Director is responsible for completing a succession planning document (Appendix C) that includes, but is not limited to the following:
 - Identifies key roles for succession or replacement planning;
 - Defines the competencies and motivational profile required to undertake those roles;
 - Assesses people against these criteria – with a future orientation;
 - Identifies pools of talent that could potentially fill and perform highly in key roles.
 - Develops employees to be ready for advancement into key roles – primarily through the right set of experiences.
2. The Executive Director reports to the board on significant milestones reached within the Succession Plan on an annual basis, prior to year-end.
3. The Executive Director meets with the Executive Committee on an annual basis to discuss the Succession Plan and update it as necessary.