



Monitoring Report: 2.9 Communication and Support to the Board

Monitoring Period (Jan-Dec 2022)

Meeting: Board of Directors

Board Meeting Date: May 18, 2023

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| INFORMATION TYPE |
| Decision |
| RECOMMENDED ACTION(S): |
| <p>The board reviews the interpretation and evidence provided in this policy report and votes to accept as one of the following:</p> <ul style="list-style-type: none">A. The Board has assessed the monitoring report for policy x.x and finds that it provides a reasonable interpretation for all policy items and that the evidence demonstrates compliance with the interpretations. B. The Board has assessed the monitoring report for policy x.x and finds that it provides a reasonable interpretation for all policy items and that the evidence demonstrates compliance with the interpretations, except for the CEO's stated non-compliance with item(s) x .x, which the Board acknowledges and accepts the proposed dates for compliance. C. The Board has assessed the monitoring report for policy x.x and finds the following:<ul style="list-style-type: none">1. For policy items x.x.x – there is evidence of compliance with a reasonable interpretation2. For policy items x.x.x – the interpretation is not reasonable3. For policy items x.x.x – the interpretation is reasonable, but the evidence does not demonstrate compliance4. For policy items x.x.x – the Board acknowledges and accepts the CEO's stated non-compliance and the proposed dates for compliance |
| BACKGROUND: |
| <p>TheRide's Board of Directors establishes policies that define what methods are unacceptable to use to achieve expected results, called Executive Limitations. This monitoring report provides the CEO's interpretations of those policies, evidence of achievement, and an assertion on compliance with the Board's written goals. As with other monitoring reports, the Board decides whether the interpretations are reasonable, and the evidence is convincing.</p> |

ISSUE BRIEF

In accordance with the Board's Policy Manual, I present the Monitoring report on Executive Limitation Policy 2.9 Communication and Support to the Board. This report consists of internal report information from staff and the Board and covers the calendar year 2022. Per Appendix A of the Board Policy Manual, this report was scheduled for monitoring in March and was submitted to the Board in April.

I certify that the information is true and complete, and I request that the Board accept this as indicating an acceptable level of compliance.

CEO's Signature










Date











April 7, 2023

ATTACHMENTS:

1. Monitoring report for Policy 2.9 Communication and Support to the Board.

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 Fully Compliant
  Partially Compliant
  Incomplete

POLICY 2.9. The CEO will not permit the Board to be uninformed or unsupported in its work.

Degree of Compliance: Partially Compliant

Interpretation

Measure/Standard & Level of Achievement

Compliance with policies 2.9.1 – 2.9.3 will demonstrate compliance with this policy.

Rationale

This is reasonable because the Board has fully articulated its expectations in the policies below.

Evidence

Policy 2.9.1 and 2.9.2 are partially compliant and hence this policy is partially compliant. Compliance timelines are provided in respective policies.

POLICY 2.9.1 The CEO shall not...Withhold, impede, or confound information relevant to the Board's informed accomplishment of its job.

Degree of Compliance: Partially Compliant

Interpretation

Measure/Standard & Level of Achievement

Compliance with policies 2.9.1.1 – 2.9.1.7 will demonstrate compliance with this policy.

Rationale

This is reasonable because the Board has fully articulated its expectations in the policies below.

Evidence

Policy 2.9.1.1 and Policy 2.9.1.5 are partially compliant and hence this policy is partially compliant. Compliance timelines are provided in respective policies.

POLICY 2.9.1.1 The CEO shall not...Neglect to submit monitoring data required by the Board in Board-Management Delegation 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-Management Delegation policy “Delegation to the CEO,” as well as relevant data.

Degree of Compliance: Partially Compliant

Interpretation

Measure/Standard & Level of Achievement

Compliance will be demonstrated when:

- A) 90% of monitoring reports are submitted for the Board’s consideration on the schedule determined by the Board in Appendix A of the Policy Manual.
- B) 100% of monitoring reports include a signed attestation from the CEO attesting the accuracy of the information, and
- C) Board minutes show no records of the Board not accepting a monitoring report because information was not factually correct, or did not provide evidence of reasonable interpretations for each policy item.

Rationales

This is reasonable because:

- A) Timeliness can be objectively determined by comparing the scheduled date of submission with the actual date of submission. 90% is a reasonable degree of compliance as operational needs and staffing limitations sometimes impact development and submission of reports.
- B) Attestation clarifies the CEO’s accountability for the accuracy of the information. While inaccurate information can sometimes does appear in reports, the CEO’s accountability encourages quick corrections.
- C) The comprehensibility and comprehensiveness of reports is determined by the full Board and not individual Board members. The board records its decision in the minutes which is the official record of the board’s assessment of the monitoring report

Evidence

A review of board agendas and packets by the Executive Administrative Assistant (Holt, 04/03/2023) confirms that:

- A) 33% of reports were submitted on time. Late submissions were due to staff shortage and board capacity. During this time the Board worked on the millage, reviewed, and approved the Long-Range Plan and approved labor negotiations contract. The Board was made aware of instances where reports would be late in a timely manner. However, since this is below 90%, the CEO reports partial compliance.

Compliance Timeline: The CEO expects to reach compliance by the next monitoring period.

- B) 93% of reports included a signed CEO attestation
- C) 100% of the monitoring reports were accepted and there were no records of the Board concluding that reports were unclear or included inaccurate information

POLICY 2.9.1.2 The CEO shall not... 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.

Degree of Compliance: Compliant

Interpretation

Measure/Standard & Level of Achievement
 Compliance with this policy will be demonstrated when there are no documented Board concerns that the CEO has not notified the Board, its officers, or other delegates in an appropriate manner and within a reasonable time after the CEO becomes aware that noncompliance has occurred or is likely to occur.

Rationale
 This is reasonable as noncompliance may not be important enough for the board to be concerned between monitoring periods, and noncompliance may not be apparent until the report is being prepared.

Evidence

A review of meeting minutes by the Executive Administrative Assistant (Holt, 03/31/23) found no records that the Board had raised concerns with the reporting of noncompliance.

POLICY 2.9.1.3 The CEO shall not...Allow the Board to be without decision information required periodically by the Board, including the agency and situational context and implications for a decision.

Degree of Compliance: Compliant

Interpretation

Measure/Standard & Level of Achievement

Compliance with this policy will be demonstrated when a review of Board meeting minutes and board packet confirms that

- A) Board decisions have been supported by relevant and/or requested support material; and
- B) There is no record in the minutes that the Board determined that *any* of its decisions were impaired or unreasonably delayed by the lack of adequate information for which staff were responsible.

This applies only to decisions the Board has reserved for itself (i.e., changes to policies, tax rates, or fares; accepting monitoring reports; approving collective bargaining agreements, annual budgets, CEO compensation, real estate transactions, and Costs of Governance (3.8.3)).

Rationale

This is reasonable because the Board has identified each decision that it has reserved for itself and for which it may require information. All other decisions are delegated to the CEO (4.3.3) and not covered by this policy. Staff can anticipate and prepare information for Board decisions. Challenges or delays with such decisions should appear in the minutes and no Board decision should be undermined by lack of information, although reasonable delays may be acceptable to the Board. It is reasonable to use the full Board to judge adequacy of the information as the policy refers to “the Board” rather than board members, and staff cannot write for 10 separate preferences. The CEO as also already been authorized by the Board to disregard individual preferences under certain circumstances (4.1.2).

Evidence

A review of Board minutes by the Executive Administrative Assistant (Holt, 03/31/23) finds

- A) Relevant material was provided to support the Board in making decisions
- B) There were no records of unreasonable delays or concerns with the quality or timing of information from staff in support of Board decisions.

POLICY 2.9.1.4 The CEO shall not... 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.

Degree of Compliance: Compliant

Interpretation

Measure/Standard & Level of Achievement

Compliance with this policy will be demonstrated when:

- A) Concise summary briefs (max 5 pages) accompany 95% of agenda items in all board and committee meeting packets,
- B) A review of meeting minutes finds no records of the Board determining that summary information was complex or lengthy, and
- C) Agenda items are labeled as M (Monitoring), D (Decision preparation) or O (Other); and

Rationales

This is reasonable because:

- A) Short briefing force summarization, and 95% is reasonable because most items should have such summaries unless the accompanying information is so self-explanatory that a summary is not needed,
- B) It is the Board as a whole rather than individual members that judge clarity as staff cannot be expected to write for 10 different individual preferences.
- C) Labeling M, D, or O is easy to see.

Evidence

A review of meeting packets by the Executive Administrative Assistant (Holt, 04/04/2023) found that:

- A) 96% of agenda items included an Issue Brief summary – 51 agenda items were reviewed that would require an issue brief and 49 of those included one. None of the issue briefs were longer than 5 pages.
- B) A review of meeting minutes found no records that the Board found deficiencies with the clarity or length of information presented by staff
- C) 100% of agenda items were labeled M, D, or O

POLICY 2.9.1.5 The CEO shall not... Let the Board be unaware of material internal changes, including changes in policy interpretation, significant reputational, legal, political, or financial risks, developments that have significant negative implications for the budget, threatened or pending lawsuits, relevant trends and any other incidental information requested by the Board. Incidental information includes:

- A. operational and financial performance metrics
- B. customer satisfaction metrics,
- C. quarterly budget to actual financial reports,
- D. timely notification of execution of budgeted items over \$250,000.
- E. unbiased information on industry norms for CEO compensation at least every two years.
- F. advance notification of intended changes to staff rules (unionized or nonunionized), procurement manual, benefits, or compensation structure.
- G. CEO's personal expense report to the Governance Committee of the Board at least quarterly, with explicit notation of the expenses of any other employee which benefited the CEO, aside from group expenses where the CEO's participation was incidental.
- H. Annually, a presentation to the Board about relevant emerging trends and technologies with applicability to the transit authority and its services, and innovations trialed or introduced to Authority operations over the past year.
- I. Strategic context.

Degree of Compliance: Partially Compliant

Interpretation

Measure/Standard & Level of Achievement

In this context I define material changes to mean emergent risks significant enough to affect the agency's ability to pursue its goals or policy compliance. This includes: legal jeopardy or lawsuits, political risks, financial/budgetary risks, and any other information the CEO deems pertinent. It does not include all issues that may be of interest, or the multitude of small challenges experienced in regular business operations. The CEO can use their professional judgement in judging the risks, and when and how to transmit the information.

Compliance with this policy will be demonstrated when

- A) There are no records in board or committee meetings that indicate that the Board, or its officers, felt uninformed of key risk information in a timely manner if the CEO was aware of that information.

Additionally,

- B) Operational and financial performance and customer satisfaction metrics, budget-to-actuals are reported in quarterly reports published in regular board packets. This is reasonable because it is what the Board has requested.

- C) Notification to the Board within two months of expenditures on single purchases over \$250,000. This is reasonable because it allows enough time for staff to be aware of such small sums.
- D) Information on CEO compensation, including relevant comparable, is provided to the Chair or Governance Committee every two years. In this context unbiased means reflecting realistic ranges and peer comparisons for the appropriate industries (e.g., transit, municipal government, etc.) and geographies (Midwest and national), and not slanted towards higher compensation. This is reasonable as the Governance Committee has delegated responsibility for the relationship with the CEO. (The Board may choose to supplement this with additional information.)
- E) Notification to the Board within two months of changes to union contracts, staff handbooks, or compensations and benefit programs. This is reasonable because two months is sufficient.
- F) CEO expenses (as defined above) are provided to the Governance Committee quarterly. This is reasonable as the Governance Committee has delegated responsibility for the relationship with the CEO. Quarterly is the period specified by the board.
- G) Innovation presentation is provided at a board meeting. This requirement is self-explanatory. This is reasonable because it is what the Board has requested.
- H) The CEO and staff attempt to place discussions and decisions within a multi-year context addressing opportunities, trade-offs, priorities, longer-term goals, and risks. Compliance will be judged by the presence of documented concerns from the Board that such contextualization has been *inadequate*. This is reasonable as such context is required in most discussions and is not itemized in separate specific documents.

Rationale

In addition to the rationale provided for each item above, this interpretation is reasonable given the large volume of operational information, a CEO's professional expertise in judging risk, the sensitivity of some information, and because it measures the feelings of the full Board and delegates.

Evidence

- A) A review of board and committee minutes by the Executive Administrative Assistant (Holt, 03/31/23) confirm there were no records indicating that the Board or its officers were uninformed of key risk information
- B) Review of Board agendas and packets found that all quarterly reports were published.
- C) A review of minutes (Carpenter, 3/23/2023) found that there were several such purchases but no notifications. The CEO is reporting partial compliance for this policy and expects compliance by the next monitoring report at the latest (see CEO Notes below).
- D) Review of CEO emails (Carpenter, 03/31/23) found the required instance of notification of the board Chair of CEO compensation information (Nov 16 2022) The Chair raised no concerns about the quality of the information.
- E) Review of meeting minutes found that the Board was notified of the new collective bargaining agreement before they approved the agreement on March 17, 2022. Reviews also found notifications of changes to the non-unionized handbook and compensations structures on July 29, 2022
- F) Review of Governance Committee minutes and packets by the Executive Administrative Assistant (Holt, 03/31/23) found that all CEO quarterly expense reports were submitted, with slight delays in some circumstances.
- G) A review of meeting minutes found that the CEO made a presentation on innovation on September 28, 2022.
- H) A review of meeting minutes found no suggestions that strategic context was absent, although individual board members often request additional information.

POLICY 2.9.1.6 The CEO shall not... Allow the Board to be unprepared to be responsive to community concerns or public questions.

Degree of Compliance: Compliant

Interpretation

Measure/Standard & Level of Achievement

Compliance with this policy will be demonstrated when a review of Board minutes finds no records that the Board was left without staff assistance in responding to community comments.

Rationale

This is reasonable as the Board may want assistance in providing information. The limitation to the full Board is reasonable to avoid conflict with 4.1.2 which allows the CEO to defer requests for information from individuals.

Evidence

A review of Board minutes by the Executive Administrative Assistant (Holt, 03/31/23) found no requests for assistance in responding to community comments

POLICY 2.9.1.7 The CEO shall not... Let the Board be unaware if, in the CEO's professional opinion, the Board or individual Board members may not be in compliance with the Board's own policies on Governance Process and Board Management Delegation, particularly in the case of Board behavior that could be detrimental to the agency's reputation or the working relationship between the Board and the CEO.

Degree of Compliance: Compliant

Interpretation

Measure/Standard & Level of Achievement

Compliance will be demonstrated when the CEO provides notice to the board as a whole, or to the board chair when it concerns an individual board member of instances of non-compliance with the Board's own policies (3.0-4.4) in instances of serious or repeated lapses of non-compliance or where earlier interventions have proven ineffective.

Rationales

This is reasonable because the policy already explicitly defers to the CEO's personal judgment as the key judgment factor. Compliance and degree of risk can be subjective, and over-reporting can lead to interpersonal conflict which can be counterproductive. The CEO witnesses minor lapses regularly and chooses to treat them as learning opportunities, especially if intentions are in good faith and public reporting could undermine constructive development of board capacity

Evidence

The CEO attests that they are satisfied that, in their professional opinion, they have reported all concerns regarding behavior in a constructive manner (Carpenter, 3/24/2023). There were no instances of the CEO feeling it necessary to report any behaviors as serious.

POLICY 2.9.2 The CEO shall not... Withhold from the Board and its processes logistical and clerical assistance.

Degree of Compliance: Partially Compliant

Interpretation

Measure/Standard & Level of Achievement

Compliance with this policy will be demonstrated when

- A) Policies 2.9.2.1-2.9.2.4 are compliant.
- B) The Board and its delegates raise no concerns about obtaining access to clerical support from Executive Administrative Assistant to the CEO or other staff.

Rationale

This interpretation is reasonable because the Board has fully articulated its expectations in 2.9.2.1-2.9.2.4, except for clerical assistance. The Board is best suited to knowing whether clerical support is adequate.

Evidence

- A. Policy 2.9.2.3 was partially compliant, so this policy is partially compliant. See Policy 2.9.2.3 for the compliance timeline.
- B. A review of Board minutes by the Executive Administrative Assistant (Holt, 03/31/23) finds no concerns expressed by the Board or its delegates pertaining to clerical support. The CEO attests that they are not aware of any concerns with the level of clerical support (Carpenter, 03/23/2023)

POLICY 2.9.2.1 The CEO shall not... Allow the Board to be deprived of a workable, user-friendly mechanism for official Board, officer, or committee communications.

Degree of Compliance: Compliant

Interpretation

Measure/Standard & Level of Achievement

Compliance with this policy will be demonstrated when staff circulate, to the Board, contact lists of each board member with their phone numbers and email addresses. The sheet will be updated whenever needed, and circulated when board members change or upon request.

Rationale:

This is reasonable as it allows Board members direct access to its officers or fellow committee members and/or board members without relying on staff to make those connections each time a need arises. Staff and logistical support are addressed elsewhere in the policy.

Evidence

A review of emails by the Executive Administrative Assistant (Holt, 03/31/23) found that the board member contact sheet was circulated in 02/24/22 and 10/26/22

POLICY 2.9.2.2 The CEO shall not...Allow the Board to be deprived of pleasant, productive, and efficient settings and arrangements for Board and committee meetings.

Degree of Compliance: Compliant

Interpretation

Measure/Standard & Level of Achievement

Compliance with this policy will be demonstrated when

- A. A review of Board minutes finds no records of Board dissatisfaction with meetings.
This includes:
 - a. Staff and professional support for scheduling, reservations, paperwork, audio-visual technology etc.,.
 - b. Applicable reading material and agendas are provided in advance,
 - c. Locations (physical or virtual) that are easily accessible to transit riders and professionally appointed.

- B. All Board meetings comply with the Open Meetings Act (OMA) provisions regarding notice of meetings and posting of agendas.

Rationale

This is reasonable because the Board can note in Board meetings of any collective dissatisfaction with meeting arrangements.
Further, compliance with the OMA may be necessary for decisions to be legal and staff can handle the compliance steps necessary.

Evidence

- A review of Board minutes and actions by the Executive Administrative Assistant (Holt, 03/31/23) found
- A) No records of the Board expressing dissatisfaction with meetings arrangements.
 - B) No violation of the Open Meeting Act.

POLICY 2.9.2.3 The CEO shall not... Hinder access to the Board for any person who alleges unethical or unlawful action or circumstance in the organization or by its representatives.

Degree of Compliance: Partially Compliant

Interpretation

Measure/Standard & Level of Achievement

Compliance with this policy will be demonstrated when:

- A. The CEO does not limit any person from speaking during the Board public comment period, and
- B. A mechanism for staff whistleblowing exists, is well known to staff and is easily accessible.

Rationale

This is reasonable because any person can speak directly to the Board during public comment periods. Further, “any person” with information of malfeasance could reasonably include staff, so a mechanism for staff whistleblowing should exist.

Evidence

- A) A review of Board meeting minutes by the Executive Administrative Assistant (Holt, 03/31/23) finds no attempts by the CEO to prevent anyone from speaking during the public comment period.
- B) A review of staff whistleblower practices (Carpenter, 3/23/2023) found that while whistleblower procedures do exist, there is a lack of clarity about how concerns about the CEO himself should be handled. Due to this ambiguity, the CEO is reporting partial compliance with this element.

Compliance Timeline: The CEO expects to have additional whistleblower procedures in place before the end of 2023.

POLICY 2.9.2.4 The CEO shall not... Neglect to transfer policy updates to the official record of the Board’s Policy Manual in a timely manner.

Degree of Compliance: Compliant

Interpretation

Measure/Standard & Level of Achievement

Compliance with this policy will be demonstrated when, within two months, any approved changes to the Policy Manual are made to the document, posted on TheRide’s website, and circulated electronically to Board members. Amendments will be recorded in Policy Manual Appendix E.

Rationale

This interpretation is reasonable as two months is adequate for staff to update the manual under normal circumstances. Hardcopies can be made available upon request.

Evidence

A review of meeting minutes, actions and records, and policy manual distributions by the Executive Administrative Assistant (Holt, 03/31/23) confirm that there were no changes made to the Policy Manual in 2022.

POLICY 2.9.3 The CEO shall not... Impede the Board’s holism, misrepresent its processes and role, or impede its lawful obligations.

Degree of Compliance: Compliant

Interpretation

Measure/Standard & Level of Achievement

Compliance with this policy will be demonstrated when

- A) Policy 2.9.3.1 and 2.9.3.2 are compliant and
- B) There were no records indicating that the CEO impeded on Board holism by requesting Committee and Taskforces, or their chairs to make decisions that rightfully belong to the whole Board
- C) The CEO did not publish or present any information that contradicts the Board’s roles and processes as stated in the Governance Policies or the Board -Management Delegation Policies.
- D) There are no records of the Board raising concerns that CEO or staff actions are inhibiting the board.
- E) Agents of the Board (auditors, legal counsel, etc..) certify that they have seen no examples of staff impeding board-sponsored work. Staff can request reasonable delays to accommodate the workload.

Rationale

This is reasonable because none of the Board’s needs should ever be prevented by staff, the Board and its agents are best positioned to determine whether staff actions are in any way impeding the Board’s role, and staff may need time accommodate requests without affecting business operations.

Evidence

- A) Policies 2.9.3.1 and 2.9.3.2 are compliant.
- B) A review of Taskforce and Committee minutes and/or decisions (Holt, 03/31/23) found no instances where they or their chairs made decisions set for the Board
- C) A review of CEO presentations to the Public (Holt, 03/31/23) shows no instance where the CEO presented any information that contradicted the Board’s role and processes as set in Governance Process Policies and the Board-Management Policies.
- D) A review of Board minutes (Holt, 03/31/23) show no instances where the Board expressed concerns about staff involvement, or failure to achieve Board work in general.
- E) A review of the FY 2022 audits by the Deputy CEO, Finance and Administration (Reed, 04/03/23) confirm that the auditors reported no challenge working with staff to conduct the work. Corporate counsel Dykema has certified that they have seen no concerns with staff impeding any board-sponsored work or legal requirements (Moskovitz 04/03 /2023)

POLICY 2.9.3.1 Interact with the Board in a way that favors or privileges certain board members over others, except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.

Degree of Compliance: Compliant

Interpretation

Measure/Standard & Level of Achievement

Compliance with this policy will be demonstrated when a review of Board minutes finds no instances when the full Board has found that CEO or staff actions were biased for or against any individual board members (outside of allowances outlined above) that impacted the member’s ability to conduct their work.

Rationale

This interpretation is reasonable because the full Board is best situated to judge concerns from individual members as to whether the policy has been violated. No degree of personal favoritism is allowable.

Evidence

A review of meeting minutes by the Executive Administrative Assistant (Holt, 03/31/23) found no discussion about violations of this policy and no suggestions of favoritism.

POLICY 2.9.3.2 Neglect to supply for the Required Approvals agenda all items delegated to the CEO, yet required by law, regulation, or contract to be Board-approved, along with the applicable monitoring information.

Degree of Compliance: Compliant

Interpretation

Measure/Standard & Level of Achievement

Compliance with this policy will be demonstrated when

- A) The CEO provides and recommends decisions on *all* outside Required Approvals for the Board’s consideration. Those required approvals are listed below.
 - State operational funding (annual)
 - Agency safety plan (annual)
 - Title VI policies and plans (every three years)
- B) Places approval requests in the consent agenda in a manner that meets outside deadlines,
- C) Provides accompanying context or monitoring data as needed.

Rationale

This is reasonable because these outside approvals are generally routine, and staff must craft agency responses to comply with Executive Limitations. As new outside requirements are made, they will be added to this interpretation.

Evidence

A review of board agendas and minutes by the Executive Administrative Assistant (Holt, 03/31/23) confirm the following

| | State Operating Grant | Public Transit Agency Safety Plan | Title VI |
|---|--|--|--|
| A) Did the CEO make a recommendation? | Yes | Yes | Title VI review is conducted every three years. It was not reviewed during this monitoring period. |
| B) Was the deadline met? | Yes, Submitted to board on Feb 24 th , 2022 Deadline was end of February | Yes, Submitted to board in November 2022 Deadline was December 2022 | |
| C) Was context accompanying required approval provided? | Yes | Yes | |

CEO NOTES

Policy 2.9.1.5 is significantly different from the original boilerplate policy. The Board may want to revisit their additional (strikethrough) and add media coverage back in.

The CEO asks the Board to review policies 2.9.1.5 D. Notifications of already-approved expenditures may be unnecessary when regular quarterly reports cover the same information. Such reporting is also expected to be burdensome for staff and will slow down other work.

The CEO asks the Board to review policies 2.9.1.5 I. The expectations around “strategic context” is not clearly articulated.

The CEO asks the Board to review policy 2.9.1.6 as it is not part of the boilerplate Carver template. It may reflect 2017 insecurities with delegation of operational matters. It may conflict with delegation to the CEO by implying the board members are to be briefed on operational matters. While staff can provide information, how can the CEO ensure other individuals are prepared? Is this a backdoor Means prescription?

Policies 2.9.2, 2.9.2.1 and 2.9.2.2 all address meetings. It might be possible to consolidate them and reduce the number of policies.

GOVERNANCE COACH NOTES

Consider revising Policy 2.9.1.1 to ‘...Neglect to submit timely monitoring data including interpretations of board policies that provide the observable metrics or conditions that would demonstrate compliance, rationale for why the interpretations are reasonable and evidence of compliance’

Policy 2.9.1.6 might be reasonably considered redundant if 2.10.1.5 remains as comprehensive as it is, in that the information that the board is provided should prepare it to be responsible for community concerns and questions.

Policy Trendline

| Policy | FY 20 | FY 21 | FY 22 | FY 23 |
|---------|-------|-------|-------|-------|
| 2.9 | 2 | 2 | 2 | 2 |
| 2.9.1 | 2 | 2 | 2 | 2 |
| 2.9.1.1 | 2 | 2 | 2 | 2 |
| 2.9.1.2 | 3 | 3 | 3 | 3 |
| 2.9.1.3 | 3 | 3 | 3 | 3 |
| 2.9.1.4 | 3 | 3 | 3 | 3 |
| 2.9.1.5 | 3 | 3 | 3 | 2 |
| 2.9.1.6 | 3 | 3 | 3 | 3 |
| 2.9.1.7 | 3 | 3 | 3 | 3 |
| 2.9.2 | 3 | 3 | 2 | 2 |
| 2.9.2.1 | 3 | 3 | 3 | 3 |
| 2.9.2.2 | 3 | 3 | 3 | 3 |
| 2.9.2.3 | 3 | 3 | 3 | 2 |
| 2.9.2.4 | 3 | 3 | 2 | 3 |
| 2.9.3 | | 2 | 2 | 3 |
| 2.9.3.1 | | 2 | 3 | 3 |
| 2.9.3.2 | | 3 | 2 | 3 |

| LEGEND | |
|--------|------------------------------|
| 3 | Compliant policies |
| 2 | Partially compliant policies |
| 1 | Non-compliant policies |

Board's Conclusion on Monitoring Report

- A. The Board has assessed the monitoring report for policy x.x and finds that it provides a reasonable interpretation for **all** policy items and that the evidence demonstrates compliance with the interpretations.
- B. The Board has assessed the monitoring report for policy x.x and finds that it provides a reasonable interpretation for all policy items and that the evidence demonstrates compliance with the interpretations, except for the CEO's stated non-compliance with item(s) x .x, which the Board acknowledges and accepts the proposed dates for compliance.
- C. The Board has assessed the monitoring report for policy x.x and finds the following:
 - 5. For policy items x.x.x – there is evidence of compliance with a reasonable interpretation
 - 6. For policy items x.x.x – the interpretation is not reasonable
 - 7. For policy items x.x.x – the interpretation is reasonable, but the evidence does not demonstrate compliance
 - 8. For policy items x.x.x – the Board acknowledges and accepts the CEO's stated non-compliance and the proposed dates for compliance

For policy items cited in 2) and 3) the Board expects follow up by the following dates:

| | | |
|--|---|-------------------------|
| Policy items without reasonable interpretations | Follow up requested (e.g., report resubmission interpretation update, etc.) | Expected follow up date |
| Policy items without evidence demonstrating compliance | Follow up requested (e.g., report resubmission interpretation update, etc.) | Expected follow up date |

NOTE: For Motion C, the board can choose any or all of 1, 2, 3 and 4 if they apply.

Board notes (if any)

The Board accepted the report as B) a reasonable interpretation for all policy items and that the evidence demonstrates compliance with the interpretations, except for the CEO's stated non-compliance with item(s) 2.9.21.5 and 2.9.2.3, which the Board acknowledges and accepts the proposed date of September for compliance is making reasonable progress towards compliance.