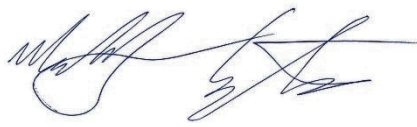


**Monitoring Report: 2.11 Communication and Support to the Board**








**Monitored Period: April 2019 – August 2020**

**Meeting: Board of Directors**

**Meeting Date: October 22, 2020**

<b>INFORMATION TYPE</b>
Decision
<b>RECOMMENDED ACTION(S):</b>
Board consider accepting the Monitoring Report as level B – Compliant except for items noted.
<b>ISSUE BRIEF</b>
<p>In accordance with the Board’s Policy Manual, I present the Monitoring report on Executive Limitation Policy 2.11 Communication and Support to the Board. This report consists of internal report information from staff. This report covers the period of April 2019 until the end of August 2020. This includes the first six months of the COVID-19 global pandemic. This report is scheduled to go directly to the Board without first going through a committee.</p> <p>I certify that the information is true and complete, and I request that the Board accept this as indicating an acceptable level of compliance.</p> <div style="display: flex; justify-content: space-between; align-items: flex-end; margin-top: 20px;"> <div style="text-align: center;">               _____         </div> <div style="text-align: center;">             October 1, 2020              _____         </div> </div> <p><b>New Addition:</b> The Governance Coach has reviewed this report and provided feedback on the policies at the end of this document.</p>
<b>BACKGROUND:</b>
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.
<b>ATTACHMENTS:</b>
<ol style="list-style-type: none"> <li>Monitoring report for Policy 2.11 Communication and Support to the Board.</li> </ol>

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<b>2.11.1.1</b> 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.	5	
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POLICIES:	Page #	Compliance
2.11.1.6 Fail to provide Board education on the business of the agency relevant to the public at the request of the Board or in anticipation of the Board's need to be responsive to community concerns.	11	●
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2.11.2 Withhold from the Board and its processes logistical and clerical assistance.	13	●
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2.11.2.2 Allow the Board to be deprived of pleasant, productive and efficient settings and arrangements for Board and committee meetings.	14	●
2.11.2.3 Hinder access to the Board for any person who alleges unethical or unlawful action or circumstance in the organization or by its representatives.	15	●
2.11.2.4 Neglect to transfer policy updates to the official record of the Board's Policy Manual in a timely manner.	16	●

● Fully Compliant      ● Partially Compliant

**POLICY 2.11.** The CEO will not permit the Board to be uninformed or unsupported in its work

**Degree of Compliance: Partial Compliance**

**Interpretation**

The Board has fully interpreted this policy in the policies below. Compliance with those policies will constitute compliance with this policy.

**POLICY 2.11.1** The CEO shall not...Withhold, impede, or confound information relevant to the Board's informed accomplishment of its job.

**Degree of Compliance: Partial Compliance**

**Interpretation**

Since the board has comprehensively addressed the three types of information it requires for the informed accomplishment of its job – decision information, monitoring information, and incidental information – in the lower levels of this policy, compliance with them collectively will demonstrate compliance with this policy statement.

**POLICY 2.11.1.1** 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: Partial Compliance**

**Interpretation**

Timeliness with this policy will be demonstrated when complete Monitoring Reports are submitted for the Board’s consideration on the schedule determined by the Board in appendix A of the Policy Manual. Accuracy and comprehensibility will be determined by the Board acceptance of the CEO’s interpretation and evidence.

**Evidence**

During the monitoring period, the submission of monitoring reports has been disrupted. Prior to January 2020, reports were on schedule. Since then more urgent work for staff has created deferrals and a backlog of monitoring reports. While reports continue to come through to the Board, they are off schedule. One report has been effectively skipped (Policy 2.3: Compensation and Benefits). All monitoring reports submitted during this monitoring period were as shown below. The table below illustrates the scoring for each monitoring reports required during the monitoring period up to date.

Report Number	Scheduled Monitoring Date	Actual Monitoring Date	Board Conclusion
1.0	December, 2019	April, 2020	C. Is making reasonable progress towards compliance.
2.1	January, 2020	February, 2020	B. Is in compliance, except for items noted.
2.2	November, 2019	November, 2019	B. Is in compliance, except for items noted.
2.3	March, 2020	July, 2020	Unreviewed.
2.4	September, 2020	September, 2020	To be reviewed as scheduled.
2.5	February, 2020	April, 2020	B. Is in compliance, except for items noted.
2.6	April, 2020	May, 2020	A. Is in Compliance
2.7	December, 2019	December, 2019	A. Is in Compliance
2.8	March, 2020	June, 2020	B. Is in compliance, except for items noted.
2.9	June, 2020	June, 2020	A. Is in Compliance
2.10	June, 2020	October, 2020	To be reviewed in October 2020.
2.11	April, 2020	October, 2020	To be reviewed in October 2020.

**POLICY 2.11.1.2** 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: In Compliance**

**Interpretation**

Compliance with this policy will be demonstrated when there is a record of written notice or a record in board minutes of verbal notice provided to the Board or Governance Committee of policy non-compliance of which they become aware done at the soonest practical time.

**Evidence**

During the monitoring period the CEO has noted several minor instances of non-compliance in written monitoring reports. The table below shows instances where the CEO has reported non-compliance with Executive Limitations or Ends during the monitoring period.

<b>Non-Compliant item</b>	<b>Date of Board report</b>	<b>Manner of report</b>	<b>Audience</b>
Ends Policy 1.1, 1.2 & 1.3	April 16, 2020	Monitoring report	Full board
Policy 2.1.3 and 2.1.5	February 20, 2020	Monitoring report	Full board
Policy 2.2.2 and 2.2.4	November 21, 2019	Monitoring report	Full board
Policy 2.5.7	April 16, 2020	Monitoring report	Full board
Policy 2.8.5.6	June 18, 2020	Monitoring report	Full board

**POLICY 2.11.1.3** 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: In Compliance**

**Interpretation**

Compliance with this policy will be demonstrated when staff provide adequate information for Board members when the Board is making a decision it has reserved for itself via policy (as opposed to staff decisions). Those Board decisions are changes to policy, millage (tax) rate, or fares; and approval of annual budgets, meeting schedules, CEO compensation and employment contract, real estate transactions, and Costs of Governance (3.8.3).

The presence of information is determined by the inclusion of information in Board meeting packets, and via the verbal discussions surrounding those decisions. The adequacy of the information, including context and implications, is determined by 1) whether the Board suggests that its decisions were impaired by the lack of adequate information and 2) by whether a decision was successfully made. This is reasonable because, while staff can provide what we believe to be adequate information, only the Board will know if it is sufficient to aid in decisions. While individual board members may want more information, adequacy is determined by the full Board (4.1.2).

**Evidence**

During the monitoring period, a review of minutes indicates that there are no instances where the Board has delayed a decision because of inadequate information and/or recorded request for further information.

The following information was provided in Board meeting packets and the following decisions made.

Board Decision	Date	Was information included in the Board Packet? (Y/N)	Was a Decision Made?
New ends policy	12/19/2019	Y	Y
Construction Policy added	5/21/2020	Y	Y
Budget Approval	9/19/2019	Y	Y
Meeting Schedule	9/19/2019	Y	Y
Millage Rate (No Changes Discussed)	NA	NA	NA
Fares (No Changes Discussed)	NA	NA	NA
CEO Contract & Compensation	5/21/2020	Y	Y

**POLICY 2.11.1.4** 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: In Compliance**

**Interpretation**

Compliance with this policy will be demonstrated when

- A. Concise, effective briefing summaries accompany most agenda items in meeting packets,
- B. Agenda items are labeled as M, D or O; and
- C. Information presented for discussion is effectively communicated with the proper level of context, emphasis, and detail.

**Evidence**

Evidence is contained in the committee and board meeting packets that have been sent during the monitoring period. Board packets are available on-line. In reviewing the packets, the CEO submits the following conclusions for the Board's judgment:

- A. The Board and the committees have not requested information be resubmitted in a shorter or less complex form,
- B. Review of meeting agendas on date confirmed that all items are classified as M, D or O; and
- C. Background information in packets is always as brief as possible and, in the CEO's estimation reasonably well presented. A review of minutes and meeting videos confirms that the Board did not indicate the need for improvement in information packages.

The CEO has received no complaints from Board members suggesting the presented information was unclear, inadequately contextualized or otherwise ineffective.



**POLICY 2.11.1.5** 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. updates on capital improvement projects,
- D. quarterly budget to actual financial reports,
- E. timely notification of execution of budgeted items over \$250,000 and grant requests or awards over \$100,000.
- F. unbiased information on industry norms for CEO compensation at least every two years.
- G. advance notification of intended changes to staff rules (unionized or non-unionized), procurement manual, benefits, or compensation structure.
- H. 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.

**Degree of Compliance: In compliance**

#### **Interpretation**

(This policy is informally known as the "No Surprises" clause.)

Compliance with this policy will be demonstrated when the CEO makes the Board aware of important developments, whether internal or external. My interpretation is that important developments include significant updates, unusual risks, or issues that could be significantly controversial. This is reasonable as daily operations require numerous minute changes which will not have significant implications. The following information is reported as scheduled:

- A. Service performance and financial metrics are submitted quarterly.
- B. Customer satisfaction metrics are shared quarterly and any other emergent risks to the public perception of the agency, political support, possible lawsuits, or changes to legislation.
- C. Updates on capital improvement projects are shared under CEO report. Information on construction projects is provided at least once a year.
- D. Budget to actual financial reports are provided quarterly. Significant financial impacts that could cause the annual budget to go into deficit or draw down the reserve in an unanticipated manner are reported as soon as they are realized.
- E. Notification within two months of execution of a budgeted of single purchases over \$250,000
- F. Information on CEO compensation from an independent and reliable source at least every two years.
- G. Advance notice to staff rules or compensation changes, as necessary.
- H. CEO Expenses are provided quarterly.

## Evidence

Throughout the past year staff has brought to the attention of the Board or committees' information about important developments as follows:

**Routine Information:** Specifically requested information is provided via a set of regular reports:

- A. **Operational performance metrics** - Provided via quarterly Service Reports to the Board in August 2019 (FY 2019 Q3), November 2019 (FY 2019 Q4), February 2020 (FY 2020 Q1), May 2020 (FY 2020 Q2)
- B. **Customer satisfaction metrics** - Provided via quarterly Service Reports to the Board in August 2019 (FY 2019 Q3), November 2019 (FY 2019 Q4), February 2020 (FY 2020 Q1), May 2020 (FY 2020 Q2)
- C. **Capital Project Updates** – There were no construction projects in progress during the period.
- D. **Quarterly budget to actual financial reports & financial performance metrics** – Provided via Quarterly Financial Reports to the Board in August 2019 (FY 2019 Q3), November 2019 (FY 2019 Q4), February 2020 (FY 2020 Q1), May 2020 (FY2020 Q2).
- E. **Notification of award for budgeted items over \$250,000** – Provided via the CEO's Report to the Board monthly. Awards over that threshold were to NOVA Bus, Michigan Flyer for D2A2, paratransit vans, and the control center remodel. A fuel purchase in late 2019 exceeded the \$250,000 threshold when conducted through multiple orders. To ensure compliance with this policy, it was corrected by calling out the contract award specifically in the 2020 budget contract list.
- F. **CEO Compensation** – During the monitoring period, the Governance Committee worked with Korn Ferry to receive information on executive compensation. This work was facilitated by the Human Resources department. The CEO was not personally involved and did not see the resulting information.
- G. **Advance notice to staff rules or compensation changes** - There were no significant changes to staff rules, compensation or benefits during the monitoring period. However, as noted in monitoring reports on the Treatment of Staff, the CEO has already given notice of his intent update the compensation and benefits structures and non-union rules. Implementation has been delayed by the pandemic. The Board was also informed in advance of the 2020 layoffs resulting from the pandemic following existing staff rules.
- H. **CEO Expenses-** During the monitoring period, three Quarterly CEO expense reports were scheduled for July 2019, October 2019, and January 2020. These were provided to Governance Committee on the following dates: June 27, 2019, October 28, 2019, and January 23, 2020.
- I. **Others**
  - A. **Pandemic-Drive Decisions:** Review of board documents in April, confirmation that in early 2020 the CEO updated the Board and committees on his decision to reduce transit service due to the pandemic and economic uncertainty. It was acknowledged that this step could hurt TheRide's reputation or affect political support, impact agency finances, and forced a greater emphasis on staff and passenger safety. While rushed, most of these decisions were shared with the Board prior to implementation via emails or committees.
  - B. **Lawsuit:** The Governance Committee was updated a few times about one possible lawsuit during the period. The suit was ultimately settled by insurance companies with no negative impacts to TheRide.

**POLICY 2.11.1.6** The CEO shall not... Fail to provide Board education on the business of the agency relevant to the public at the request of the Board or in anticipation of the Board's need to be responsive to community concerns.

**Degree of Compliance: In Compliance**

**Interpretation**

The Board has partially interpreted "education in the business of the agency" in 2.11.1.6.1. Compliance with

Compliance with this policy will be demonstrated when

- A. regular formal education on relevant topics identified by the Board or the CEO is scheduled. Such education can be on policy-related matter or on Means/optional matters.
- B. the CEO provides regular updates on more routine matters and seek to answer any question from the Board, committees, or individual board members.
- C. Board members have necessary information in advance to respond to questions from the public

I interpret this Policy to mean that staff is to assist the Board in being knowledgeable about how the agency works (management, operations, and administrative practices) and pursues its goals, either by request of the Board or because staff believes the knowledge will aid the Board in being prepared for public questions. While there may be overlap with education related to the Board's policy-development work, this policy is specific to a perceived need to be prepared for public questions regarding Means issues that have been delegated.

**Evidence**

- A. **Formal Education** – During the monitoring period, the Board identified several topics it wished to learn more about. The following formal education opportunities were provided:

Topic	Speaker(s)	Date
Funding Options	John Metzinger	January 16, 2020
U-M Land Use Planning and Transportation System.	Sue Gott & Steve Dolen	January 16, 2020
Y Lot update	Smith Group	February 20, 2020
Policy Governance	Govern for impact	June 18, 2020

- B. **CEO Report** – Every monthly board packet has included a written CEO Report that provides brief updates on routine operational matters or initiatives.
- C. **Responses to Questions** – The CEO does not attempt to keep a record of every question asked of staff. However, at the end of every meeting, there is a Board self-assessment questionnaire that asks the question, "Did the materials you received prior to the meeting adequately prepare you to participate in the discussion? Yes or no? If no, please explain." Based on returned questionnaires during the monitoring period, participating board members have answered yes to this question.

**POLICY 2.11.1.6.1** The CEO shall not... Fail to periodically update the Board regarding the longer-term strategic context in which delegated decisions are being made.

**Degree of Compliance: In Compliance**

#### Interpretation

Compliance with this policy will be demonstrated when the CEO 1) seeks Board feedback on an annual Corporate Business Plan which included a multi-year perspective, and 2) submits an annual budget which includes a multi-year capital plan and forecast of operating expenses and revenues.

I further interpret this policy to mean that the CEO will help the Board to understand why and how staff decisions are being made by providing a transparent context that helps to illustrate how delegated decisions advance compliance with Board policies. As evidence, I will present a multi-year corporate planning document annually that describes the situational context of the agency, relevant background, and considerations, and provides a broad explanation for how the agency will pursue compliance with the Board's policies.

#### Evidence

The first FY2020 Corporate Business Plan was presented in mid-2019, and formally presented to the Board for discussion at the September 2019 Board meeting. That document contained the elements outlined above.

The FY2020 Budget, including a rolling 10-year capital plan and operating forecasts, was presented to the Board on July 18, 2019, and approved by the Board on September 19, 2019.

After the emergence of the COVID-19 pandemic, the CEO updated the Business Plan to reflect the new reality. The COVID-19 Recovery Plan developed in April 2020 and presented to the Board on May 21, 2020. It remains on TheRide's website. This updated business plan included a shorter timeframe suited to the immediate challenge of managing resources and decisions through the pandemic.

**POLICY 2.11.1.7** 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: In Compliance**

**Interpretation**

Compliance with this policy will be demonstrated when the CEO reports any perceived non-compliance with policies 3.0 or 4.0 on the part of board members to the Chair (3.5.1) or Governance Committee (3.7.1). If the CEO has concerns with the Chair or Governance committee themselves, the CEO will report those concerns with the full Board (3.1.7). I further interpret this policy to be referring to incidents of more than passing or inconsequential non-compliance.

**Evidence**

The CEO did not report any perceived non-compliance to the policies.

**POLICY 2.11.2** The CEO shall not... Withhold from the Board and its processes logistical and clerical assistance.

**Degree of Compliance: In Compliance**

**Interpretation**

The Board has partially interpreted “logical and clerical assistance” in its policies 2.11.2.1 to 2.11.2.4. Compliance with these policies along with the following will constitute compliance with this policy. when the Board has 1) administrative staff support necessary to conduct its business, 2) has necessary governance coaching support, and 3) has unfettered access to legal counsel.

**Evidence**

1. **Administrative Assistance:** During the monitoring period the CEO’s own Administrative Assistant has been available to provide whatever assistance the Board requires. This is a part of the job description for this position
2. **Governance Support:** A contract for board training and facilitations services (Rose Mercier) was renewed in 2018 and continued during 2019/2020. Ms. Mercier has been utilized on several occasions during this period.
3. **Legal Counsel:** Board members were involved in the selection of the corporate general counsel (i.e.a lawyer) in 2018 and a contract with Dykema continued in 2019/2020. The Board Chair has occasionally contacted our counsel without the involvement of the CEO or staff.

**POLICY 2.11.2.1** The CEO shall not... Allow the Board to be deprived of a legal, workable, user-friendly mechanism for official Board, officer, or committee communications.

**Degree of Compliance: In Compliance**

**Interpretation**

Compliance with this policy will be demonstrated when staff effectively arrange Board and committee meetings, including scheduling, location/virtual location, well-organized advance reading material (minimum 5 days in advance). Further, staff will ensure that all board meeting information meets the requirements of the Open Meetings Act: that agenda, time date, and location are posted at least 18 hours before a meeting, are publicly available, and that minutes are kept. A similar process will be provided for confidential committee meetings.

I further interpret this policy to mean that staff will assist the Board in arranging their annual Retreat.

As evidence, I will provide information on how staff has administratively supported the Board and committee meetings. Additionally, I will present the average time provided between when the agendas were sent out to when the meeting occurred.

**Evidence**

During the monitoring period all scheduled Board meetings occurred, and all agenda packets have been publicly available at least three days before the meeting. In all committee and board meetings in the monitoring period, staff supported the board by taking meeting minutes, disseminating agendas, and uploading public packets on the website in a timely manner.

**POLICY 2.11.2.2** 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: In Compliance**

**Interpretation**

Compliance with this policy will be demonstrated when

- A. Monthly board/committee meetings and retreats are held in a publicly accessible facility that is accessible by public transit.
- B. Other locations are used for off-site retreats are publicly accessible and accessible by public transport.
- C. Meeting spaces will be conducive to a productive meeting and will include whatever furniture and Audio/Visual and presentation equipment is needed.
- D. Light refreshments may be provided.

Due to the pandemic and in compliance with the state mandate on social distancing and the need to limit large group gatherings, Committee and Board meetings currently, occur virtually.

**Evidence**

- A. During this monitoring period Board and committee meetings were held at the downtown library or Blake Transit Center in Ann Arbor, until March when all meeting switch in virtual settings due to the pandemic. Members of the public are notified in advance on how to participate in virtual Board meetings and allowed time to make comments at the beginning and end of all board meetings
- B. Off-site retreats were easily accessible.
- C. Furniture, lighting, audio and visual devices were all functional and conducive for in person meetings. Audio-visual capabilities during the current virtual platforms have also been accessible.
- D. Light refreshments were served when meetings were in person.

**POLICY 2.11.2.3** 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: In Compliance**

**Interpretation**

Compliance with this policy will be demonstrated when the CEO does not limit speakers during public comment periods and takes reasonable steps to create official channels for whistleblower actions.

- A. All Board meetings during the monitoring period allow for public comments at beginning and closing.
- B. Speakers are not required to identify themselves or their comments in advance.
- C. The Board Chair’s information is available to the public
- D. There is a formal whistleblower policy that is publicly available

**Evidence**

During the monitoring period,

- A. All Board meetings during the monitoring period have allowed for public comments at beginning and closing.
- B. Speakers do not identify themselves or their comments in advance unless they wish to do so.
- C. There is an on-line form where anyone can contact the Chairperson directly via email
- D. CEO has been working with Human Resources and corporate counsel to develop a formal whistleblower procedure.



**POLICY 2.11.2.4** 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: In Compliance**

**Interpretation**

Compliance with this policy will be demonstrated when, within two months, any official 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.

**Evidence**

During the monitoring period, the Board updated its Ends policies. This change was documented on Appendix E: History of Policy Changes of the Policy Manual. The website was also updated to include this revision and electronic copies sent to out to the Board

Update	Date of Change	Posted on the website and circulated to the Board within two months
Ends policies	12/19/2019	Yes
Construction update (new policies)	5/21/2019	Yes
Former policy 3.6.4 eliminated and policy 3.6 renumbered	7/23/2020	Yes
Former policy 2.8.5.2 eliminated and policy 2.8.5 renumbered	7/23/2020	Yes

All updates are reflected in Appendix E.



## Monitoring Policy 2.11 Communication and Support to the Board.

### Guidance on Determining “Reasonableness” of CEO Interpretations

The International Policy Governance Association has developed the following guidance for Board members to use in deciding whether a CEO’s interpretation is “reasonable”:

*An interpretation is deemed to be reasonable when it provides an operational definition which includes defensible measures and standards against which policy achievement can be assessed...*

*Defensible measures and standards are those that:*

- *Are objectively verifiable (e.g., through research, testing, and/or credible confirmation of observable phenomena.)*
- *Are relevant and conceptually aligned with the policy criteria and the board’s policy set.*
- *Represent an appropriate level of fulfillment within the scope of the policy.*

- “What makes an Interpretation Reasonable and What are the Expectations for the Operational Definition: Policy Governance Consistency Framework Report Number 2”. International Policy Governance Association. June 11, 2016. Available on the IPGA website.

### Board’s conclusion on monitoring report

The Board has received and reviewed the CEO’s Monitoring Report references above. Following the Board’s review and discussion with the CEO, the Board makes the following conclusions:

#### Executive Limitations Report (select one)

The Board finds that the CEO:

- A. Is in compliance
- B. **Is in compliance, except for item(s) noted.**
- C. Is making reasonable progress toward compliance.
- D. Is *not* in compliance or is *not* making reasonable progress toward compliance
- E. Cannot be determined.

### Board notes: (If applicable)

**The Board voted unanimously that the CEO is in compliance , except for item(s) noted (B) at the October 22, 2020 AAATA Board meeting.**

**Governance Coach Notes:**

1. 2.11.1.6 feels a bit like it should be part of 2.11.1.5. it is also “means-y”. The unacceptable condition feels like it be [The CEO shall not} Allow the board to be unprepared to be responsive to community concerns or public questions. If it were written in this way, the interpretation could address board education, but it could address other ‘means’ than those prescribed in the policy.
2. 2.11.1.6.1 is not a further interpretation of 2.11.1.6. And it is a “prescription” – what is the unacceptable condition? “Allow the Board to be uninformed of the longer-term strategic context in which delegated decisions are made.” – but again this could be part of the incidental information which is required by the Board as part of 2.11.1.5. The interpretation could be part of the interpretation for 2.11.1 possibly for that which the board has not already fully interpreted below.
3. In Policy 2.11.2.1 you do not need to say “legal”. The CEO is prohibited from doing anything illegal.
4. Is there a reason why the following policies are not included in 2.11? This is a standard part of the Communication and Support to the Board policy. It would in some ways better contain some of the items in this policy.
  - 1.11.3 Impede the Board’s holism, misrepresent its processes and role, or impede its lawful obligations.
    - 1.11.3.1 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.
    - 1.11.3.2 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.