

## POLICY TYPE: BOARD - STAFF RELATIONSHIP

### 3-12 Delegation to the Registrar, CEO

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#### **BACKGROUND**

In keeping with the Governance Approach Policy, 4-01, the Registrar, CEO has the responsibility for achieving specific results and the authority necessary to carry out this work. The purpose of this policy is to outline the manner in which the Board delegates authority to the Registrar, CEO.

All Board authority delegated to staff is delegated through the Registrar, CEO, so that all authority and accountability of staff is considered to be the authority and accountability of the Registrar, CEO.

#### **POLICY**

The Board instructs the Registrar, CEO through written policies that prescribe the organizational Strategic Outcomes to be achieved and that limit the means (i.e., that describe organizational situations and actions to be avoided establishing governance risk tolerances). The Registrar, CEO is to use any reasonable interpretation of these policies.

#### **Accordingly:**

1. The Board will develop policies directing the Registrar, CEO to achieve specified results, for specified recipients at a specified worth or priority. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Strategic Outcomes policies. All issues that are not “Strategic Outcomes” issues as defined above are “Means” issues.
2. The Board will develop policies that limit the latitude the Registrar, CEO may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions and circumstances that the Board would find unethical or imprudent, and therefore unacceptable, even if they were to be effective. These limitations policies will be developed systematically from the broadest, most general level to more defined levels and they will be called Operational Boundaries policies.

The Board will not prescribe organizational means (i.e., prescribe what means to use or how to do the job) delegated to the Registrar, CEO. The Board will instruct the Registrar, CEO on means through limiting the means, i.e. through identifying the boundaries of executive authority.

3. Once the Board establishes either a Strategic Outcomes or an Operational Boundaries Policy, the Registrar, CEO is expected to develop an interpretation of that policy in order to develop the approach to ‘operationalize’ the policy. In the case of Strategic Outcomes Policies, the Board will review the Registrar, CEO’s interpretation for reasonableness. This interpretation will contain operating definitions, which include measurable operating outcomes including appropriate targets where applicable. The Strategic Outcomes interpretation can be updated at any time by the Registrar, CEO, who should notify the Board of any material updates. For Operational Boundaries Policies, the Registrar, CEO’s interpretation can be provided at the time the Monitoring Report is delivered to the Board for review and evaluation for reasonableness.

4. As long as the Registrar, CEO uses *any reasonable interpretation* of the Board's Strategic Outcomes and Operational Boundaries policies, the Registrar, CEO is authorized to establish all further operational policies, make all decisions, take all actions, establish all practices, and develop all activities. Such decisions of the Registrar, CEO shall have full force and authority as if decided by the Board. This does not prevent the Board from obtaining information in the delegated areas except that which the legislation identifies as confidential and/or personal information.
5. The Board may change its Strategic Outcomes and Operational Boundaries policies, thereby shifting the boundary between the Board and Registrar, CEO domains of authority. As long as any particular delegation is in place, and as long as the Registrar, CEO's decisions are reasonable, the Board will support these decisions.