

National Association of Pastoral Musicians

Governing Policy: Board-Management Delegation

Approved: 10/8/18

3.0: Global Board-Management Delegation (Relationship between the board and CEO)

The sole official connection of the Board of Directors to the operational organization of NPM, its achievements, and conduct, will be through the CEO.

The CEO also has authority and responsibilities given to him/her by the NPM Constitution and Bylaws.

3.1: Unity of Board Control

Only officially passed motions of the board are binding on the CEO.

- Decisions or instructions of individual board members or officers are not binding on the CEO except in rare instances when the board has specifically authorized such exercise of authority, or as clearly stated in governance process policies
- In the case of board members requesting assistance or information without board authorization, the CEO can refute such requests that require, in the CEO's opinion, a material amount of staff time or funds, or are disruptive

3.2: Accountability of the CEO

The CEO is the board's only link to operational activities and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the CEO.

- The board will never give instructions to persons who report directly or indirectly to the CEO
- The board will not evaluate, either formally or informally, any staff other than the CEO
- The board will view CEO performance as identical to organizational performance so that organizational achievement of board-stated Ends and avoidance of board-proscribed means will be viewed as successful CEO performance

3.3: Delegation to the CEO

The board will instruct the CEO through written policies that prescribe organizational Ends to be achieved and proscribe organizational situations and actions to be avoided, allowing the CEO to use any reasonable interpretation of those policies.

- The board will develop Ends policies instructing the CEO to achieve specified results for specified recipients. They will be developed systematically from the broadest, most general to more defined levels.
- The board will also develop Executive Limitations policies that limit the latitude the CEO may exercise in choosing organizational means. These limitations policies will describe

those practices, activities, decisions, and circumstances that would be unacceptable to the board even if they were to be effective. Policies will be developed systematically from the broadest, most general to more defined levels. The board will never prescribe organizational means delegated to the CEO.

- As long as the CEO uses any reasonable interpretation of the board's Ends and Executive Limitations policies, the CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and pursue all activities. Such decisions of the CEO shall have full force and authority as if decided by the board.
- The board may change its Ends or Executive Limitations policies, thereby shifting the boundary between board and CEO domains. By doing so, the board changes the latitude of choice given to the CEO. But as long as any particular delegation is in place, the board will respect and support the CEO's choices.