



National Association of Pastoral Musicians

Governing Policy (*Section 3*): Board-Management Delegation

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

Approved: 10/8/18

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

Approved: 11/30/18

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

Approved: 11/30/18

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

Approved: 11/30/18

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.

3.4: CEO Monitoring

Approved: 5/28/19

Systematic and rigorous monitoring of CEO performance will be solely against the only expected CEO job outputs: organizational accomplishment of board policies on Ends and organizational operation within the boundaries established in board policies on Executive Limitations.

3.41: Monitoring CEO Performance

Approved: 5/28/19

Monitoring is simply to determine the degree to which board policies are being met. Information that does not do this will not be considered to be monitoring information.

The board will acquire monitoring information by one or more of three methods:

- a. By internal report, in which the CEO discloses interpretations and compliance information to the board.
- b. By external report, in which an external, disinterested third party selected by the board assesses compliance with board policies.
- c. By direct board inspection, in which a designated member or members of the board assess compliance with the appropriate policy criteria.

In every case, the board will judge the reasonableness of the CEO’s interpretation and whether data demonstrate accomplishment of the interpretation.

The standard of compliance shall be any reasonable CEO interpretation of the board policy being monitored. The board is the final arbiter of reasonableness, but will always judge with a “reasonable person” test rather than an interpretation favored by board members or by the board as a whole.

All policies that instruct the CEO will be monitored at a frequency and a method chosen by the board. The board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule:

<i>Policy (or policy grouping)</i>	<i>Method</i>	<i>Frequency (and approx. time)</i>
Ends (All EL)	Internal (CEO)	Quarterly
Financial Condition and Activity	Internal (CEO)	Quarterly
Financial Condition and Activity	External (Audit)	Bi-annual
Financial Constraints	Internal (CEO)	Annual (Winter)
Budgeting	Internal (CEO)	Annual (Fall)
External Relationships	Internal (CEO)	Annual (Winter)
External Relationships	Direct (Board)	Annual (Summer)
Treatment of Staff	Direct (Board)	Annual (Spring)
Emergency CEO Succession	Internal (CEO)	Annual (Winter)
Communication and Support to the Board	Internal (CEO)	Annual (Winter)
Ethics, Morals, Good Standing with the Church	Internal (CEO)	Annual (Summer)

3.42: CEO Performance Review

Approved: 4/3/19

The performance of the organization will be considered by the board as the performance of the CEO. The only criteria for evaluating the CEO will be the accomplishment of organizational Ends and operating within the boundaries established by Executive Limitations.

These criteria will be monitored according to the established schedule and at other times by the board.

There shall be no other performance review or evaluation by the board of the CEO.

3.5: Executive Compensation

Approved: 5/28/19

The board will establish the annual compensation for the CEO by November 30th for the following calendar year. The board will communicate said amount to the CEO by December 15th.

The CEO may not raise the compensation amount established by the board.

In time of crisis, the CEO may – with the prior approval of the board – lower his/her own compensation amount for a time period approved by the board.

The CEO is entitled to all benefits available to other employees within the boundaries established by Executive Limitations policies, but may not claim any additional benefits unless explicitly permitted by the board.