

WENATCHEE VALLEY
COLLEGE

BOARD OF TRUSTEES

POLICY MANUAL

The Board of Trustees (“Board”) of Wenatchee Valley College (“College”) adopts this manual as guidance in its development and monitoring of policies and procedures that relate to the governance of the college.

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GOVERNANCE

G1: Purpose

The purpose of governance is that the Board, on behalf of the citizens of Chelan, Douglas, and Okanogan Counties, ensure the accountability of the college by assuring that it (a) achieves appropriate results for the appropriate recipients at an appropriate cost, and (b) avoids unacceptable activities, conditions, and decisions.

Accordingly,

1. The Board serves as the link between the organization and the ownership by:
 - a. Advocating for the college and its students at local, state and national levels;
 - b. Representing the needs, interests and concerns of the community to the CEO.
2. The Board maintains written governing policies that address each category of organizational decision:
 - a. Governance: how the Board conceives, implements, and monitors its own tasks;
 - b. Mission and Core Themes: recipients and organizational outcomes;
 - c. Board-Staff Linkage: how Board authority is delegated and its proper use monitored;
 - d. Executive Limitations: constraints on executive authority that establish the boundaries within which all executive activity and decisions must take place.

G2: Policy Governance

The Board adheres to the principles of Policy Governance, which emphasizes (1) outward vision rather than internal preoccupation, (2) encouragement of diversity in viewpoints, (3) strategic leadership rather than administrative detail, (4) clear distinction between Board and CEO roles, (5) collective rather than individual decision-making, (6) a focus on the future, and (7) proactive rather than reactive behavior.

Accordingly,

1. The Board cultivates a sense of group responsibility. The Board uses the expertise of individual members to enhance the ability of the Board as a body rather than to substitute individual judgements for the Board's values. The Board will allow no officer, individual, or committee to hinder the accomplishment of Board commitments.
2. The Board is the initiator of policy. The Board directs, controls, and inspires the organization through the establishment of policies reflecting the Board's values and perspectives about ends to be achieved and means to be avoided. The Board's major focus is on the intended long-term effects outside the organization; not on the administrative programmatic means of achieving those effects.
3. The Board is responsible for excellence in governing, and enforces upon itself whatever discipline is needed to govern with excellence. Discipline applies to such matters as attendance, preparation, maintaining focus on policy rather than administration, and ensuring continuance of governing capability. Continual Board development includes orientation of new Board members in the Board's policy governance process and periodic discussion of process improvement.
4. The Board annually evaluates its own performance using the criteria established in its Governance and Board-Staff Linkage Policies.

G3: Chairperson's Role

The chairperson assures the integrity of the board's process and may represent the Board to outside parties. While Board members may simply report Board decisions, the Chairperson is the only Board member authorized to speak for the Board, other than in specifically authorized instances.

Accordingly,

1. The Chairperson's basic duties are outlined in the By-Laws, Policy G9.
2. The Chairperson assures that meeting discussions focus on issues which, according to Board policy, clearly belong to the Board to decide or examine, not the CEO.
3. The Chairperson has no authority to supervise or direct the CEO.

G4: Board Members' Code of Ethics

The board commits itself and its members to ethical, businesslike, and lawful conduct. This includes proper use of authority and appropriate decorum when acting as board members.

Accordingly,

1. Members must represent unconflicted loyalty to the interests of the community. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any board member acting as a consumer of the organization's services.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
 - a. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
 - b. When the board is to decide upon an issue, about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberation.
 - c. Board members must not use their positions to obtain employment in the organization for themselves, family members or close associates. Should a member desire employment, he or she must first resign.
 - d. Members will annually disclose their involvement with other organizations, with vendors, or any other associations that might produce a conflict.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
 - a. Members' interaction with the chief executive or with staff must recognize the lack of authority vested in individuals except when explicitly board-authorized.
 - b. Members' interaction with public, press or other entities must recognize the same limitation and the inability of any board member to speak for the board.
 - c. Members will give no voice to individual judgments of CEO or staff performance.
4. Members will respect the confidentiality appropriate to issues of a sensitive nature.

G5: Cost of Governance

Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

Accordingly,

1. Board skills, methods, and supports will be sufficient to assure governing with excellence.
 - a. Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.
 - b. Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes, but is not limited to, fiscal audit.
 - c. Outreach mechanisms will be used as needed to ensure the board's ability to listen to the citizens of Chelan, Douglas and Okanogan counties' viewpoints and values.
2. Costs shall be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.

G6: Conferring Recognition

The Board of Trustees retains its authority to confer recognition in the name of the college upon individuals and organizations.

Accordingly,

1. The Board of trustees retains final authority for the naming of all college facilities and sites, including buildings, rooms, wings, parks, and other areas on campus, or owned by the college off campus. The naming protocol includes the following considerations:
 - a. Consideration will be given to geographical, functional, and historical themes, with a historical timeline that includes the original inhabitants of the college service area.
 - b. Consideration will be given to organizations who have donated to the college considerable funds, property, or equipment, without which a building, program, or activity may not have been possible.
 - c. Consideration will be given to individuals, normally who are deceased, who devoted a considerable amount of time and effort, beyond normal expectations, to the betterment of the college or who made a sizeable donation toward the completion of a site or facility.
 - d. During public capital campaigns for new facilities, the board may grant naming rights for rooms, portions of rooms, building wings, lobbies, courtyards, etc. within or adjacent to a building based on contributions to that specific campaign. Such action will be coordinated with the WVC Foundation.
2. When it is deemed that a building or facility or a portion of a building or facility is to be named or renamed, the Board of Trustees may appoint a committee to assist in researching possible names to be considered. The committee will bring its recommendations to the Board for selection and approval.
3. Building names are intended to be permanent. Granting naming rights for a stipulated period of time based upon a donor's contribution will not be considered. All agreements pertaining to the naming of a facility shall include the stipulation that the name may be retired under certain circumstances which include the following:
 - a. The facility is demolished, or converted to an entirely different function, or is remodeled or renovated to such an extent as to present a significantly different footprint or appearance.
 - b. The board has determined that the name is no longer appropriate to be displayed on campus.
4. All facilities named for an individual or organization shall exhibit a plaque on public display describing the

contribution of the individual or organization to the college.

G6: Conferring Recognition (continued)

5. Honorary degrees recommended by the CEO may be awarded with the prior approval of the Board.
6. The Board may from time to time confer recognition in a form it deems appropriate to any organization or individual, including, students, staff, and community members

G7: Board Self-Evaluation

The Board evaluates its own performance on an annual basis.

Accordingly,

1. The Board evaluation may include:
 - a. Policy Governance: Review Board adherence to the terms of its Governance Policy;
 - b. Strategic Direction: Review the organization's compliance with mission and Core Theme Policies, and the Compliance Indicators used to report on them;
 - c. Direction to the CEO: Review the status of Board-Staff Linkage and Executive Limitations Policies, and the Compliance Indicators used to report on them;
 - d. Special Projects: Review compliance with any other items of special interest singled out by the Board.
2. The Board self-evaluation is reviewed annually at the Board retreat. The Board Chairperson is charged with assuring timely follow-up on any revisions or other items marked for further discussion.

G8: Amendments

The Board shall review the terms of this manual annually in a single session or by sections in multiple sessions. Any changes recommended by at least two Board members shall be placed on the agenda for discussion and action at the next regularly-scheduled Board meeting.

G9: By-Laws

The Board of Trustees of Community College District 15, under the authority vested in said Board by the Laws of the State of Washington, hereby adopt the following By-Laws.

Article I OFFICES

- Section 1. The Board of Trustees shall maintain an office at 1300 Fifth Street, Wenatchee, Washington, where all regular meetings shall be held unless otherwise announced and all records, minutes, and the official college seal shall be kept. This office shall be open during all normal business hours to any resident taxpayer of the State of Washington.
- Section 2. Correspondence or other business for the Board shall be sent to the Secretary of the Board, who is located in this office.

Article II MEETINGS

- Section 1. The Board of Trustees shall hold at least one regular meeting each month, unless dispensed by the Board of Trustees, and such special meetings or study sessions as may be requested by the Chair of the Board or by a majority of the members of the Board.
- Section 2. All regular meetings, special meetings, and study sessions of the Board of Trustees shall be publicly announced at least 24 hours prior to the meeting. The announcement shall contain the time, date, and location of the meeting. The meeting shall be open to the general public.
- Section 3. No official business shall be acted upon by the Board of Trustees except during a regular or special meeting held at a pre-announced time and place.
- Section 4. Information and materials pertinent to the agenda of all regular meetings of the Board shall be sent to Trustees electronically or via first class mail if requested prior to each meeting. Any matter of business or correspondence must be received by the Secretary of the Board by 12 noon six days before the meeting in order to be included on the agenda. The Chair or Secretary may, however, present a matter of urgent business received too late for inclusion on the agenda if, in his/her judgment, the matter is of an emergency nature.
- Section 5. All materials to be considered by the Board must be submitted in sufficient quantities to provide each member of the Board and the Secretary with appropriate copies.
- Section 6. The agenda of a special meeting will be determined at the time of the official call of such meeting. No other business shall be transacted or official action taken, other than the purpose, or purposes for which the special meeting was called.
- Section 7. All items that are within the President's prerogative as set forth in Board Policy BSL-2:2, but require Board approval by RCW and/or WAC codes, shall be placed on a Consent Agenda. The Consent Agenda shall be voted upon without discussion. However, any member of the Board may request the removal of any item on the Consent Agenda for discussion at the next meeting of the Board.
- Section 8. Each regular meeting of the board shall provide members of the public an opportunity to address the board on any item of business as provided in WAC 132W-105-060.

Article III
EXECUTIVE SESSIONS

- Section 1. The Board of Trustees may convene in Executive Session whenever it is deemed necessary to discuss any matter authorized by state law.
- Section 2. No official business of the Board of Trustees shall be formally acted upon in Executive Session

Article IV
RECORDS OF BOARD ACTION

- Section 1. All business transacted in official Board meetings shall be recorded in minutes and filed for reference.

Article V
PARLIAMENTARY PROCEDURE

- Section 1. Three members of the Board of Trustees shall constitute a quorum, and no action shall be taken by less than a majority of the Board Members. With approval of the Board Chair, members may be considered present via telephone or other electronic means.
- Section 2. The Board may adjourn from time to time any regular or special meetings at which a quorum is not present. The Secretary of the Board shall, in person or in writing notify the absent members of the time, date and place set for the adjourned meeting.
- Section 3. Normally, voting shall be viva voce. However, a roll call vote may be requested by any member of the Board for the purposes of the record.
- Section 4. In question of parliamentary procedure, the actions of the Board shall be conducted according to the Robert's Rules of Order unless specified otherwise by State Law or Regulation of the State Board or By-Laws of the Board of Trustees.

Article VI
ADOPTION OR REVISION OF POLICIES

- Section 1. Policies of the Board are established for Executive Limitations, Board Governance Process, Board Staff Linkage and Core Themes. In order to achieve a consistent pattern of administration, such policies should be reflected in continuous decision making.
- Section 2. Proposed written policies, or revision of existing written policies, shall be presented to the Board one month prior to the intended date of formal action to provide ample time for consideration and possible revisions.

Article VII
OFFICERS OF THE BOARD

- Section 1. At the first regular meeting of the board following July 1 of each year, the board shall elect from its membership a Chair and Vice-Chair to serve for one-year terms. In Addition, the President of Wenatchee Valley College shall serve as Secretary to the Board of Trustees as specified by State Law. The Secretary may, at his/her discretion, appoint the administrative assistant or other appropriate college staff member to act as recording secretary for all regular and special meetings of the Board.
- Section 2. The Chair, in addition to any duties imposed by Rules and Regulations of the State Board, shall preside at each regular or special meeting of the Board, sign all legal and official documents recording action of the Board, and develop in concurrence with the Board

Secretary, an agenda for each meeting of the Board. The Chair shall, while presiding at official meetings, have full rights of discussion and vote.

Section 3. The Vice-Chair, in addition to any duties imposed by Rules and Regulations of the State Board, shall act as Chair of the Board in the absence of the Chair.

Section 4. In case of the absence of the Chair and Vice-Chair from any meeting of the Board of Trustees or in case of the inability of both of the two to act, the Board of Trustees shall elect for the meeting a chair Pro Tempore, and may authorize such Chair Pro Tempore to perform the duties and acts authorized or required by said Chair or Vice-Chair to be performed, as long as the inability of these said officers to act may continue.

Section 5. The Secretary of the Board shall in addition to any duties imposed by Rules and Regulations of the State Board, keep the official seal of the Board, maintain all records of meetings and other official action of the Board.

Section 6. The Secretary shall also be responsible for Board correspondence, compiling the agenda of meetings, and distributing the minutes of the meetings and related reports.

Section 7. The Secretary, or the designee must attend all regular and special meetings of the Board, and official minutes must be kept of all such meetings.

Article VIII COMMITTEES

Section 1. The Board of Trustees shall act as a Committee of the Whole for the conduct of its business.

Section 2. Special committees of Board members may be appointed by the Chair of the Board upon authority of the Board with such powers and duties and for such term as the Board may determine.

Section 3. Minutes of the proceedings of each committee shall be kept and as soon as practical after a meeting a copy of said minutes shall be delivered electronically or by first class mail if requested to each member of said committee and remaining members of the Board of Trustees and the President of the college.

Article IX FISCAL YEAR

Section 1. The fiscal year of the Board shall conform to the fiscal year of the State of Washington and shall be from July 1 to June 30 inclusive.

Article X OFFICIAL SEAL

Section 1. The Board of Trustees shall maintain an official seal for use upon any or all official documents of the Board. The seal shall have inscribed upon it the name of the college which shall be

WENATCHEE VALLEY COLLEGE
District 15
State of Washington

MISSION AND CORE THEMES

MC1: Mission

Wenatchee Valley College enriches North Central Washington by serving educational and cultural needs of communities and residents throughout the service area. The College provides high-quality transfer, liberal arts, professional/technical, basic skills and continuing education for students of diverse ethnic and economic backgrounds.

MC2: Educational Achievement

Students will achieve their goals for education and employment through preparation for successful transfer to the baccalaureate level, development of the professional/technical expertise for successful entry into the workforce, or proficiency in college readiness skills needed to pursue goals for further education and employment.

MC3: Support for Learning

WVC's non-instructional programs and services will support students' attainment of their educational goals and promote access to all of the college's educational opportunities.

MC4: Responsiveness to Local Needs

WVC's degrees, programs, courses and services will be responsive to local demand and community needs. WVC will actively seek community input through its foundations, advisory committees, and collaboration with external organizations.

MC5: Diversity and Cultural Enrichment

Students and staff will be supported by practices and policies that create an inclusive environment for learning and work. The college community and residents of District 15 will have opportunities to experience diverse and multiculturally rich perspectives through curriculum, educational programs, and special events.

BOARD-STAFF LINKAGE

BSL1: Chief Executive Role

The President, as chief executive officer, is accountable to the board acting as a body. The board will instruct the chief executive through written policies, delegating to him or her interpretation and implementation of those policies.

BSL2: Delegation to CEO

All Board authority delegated to the operating organization is delegated through the chief executive, so that all authority and accountability of the operating organization – as far as the Board is concerned – is considered to be the authority and accountability of the chief executive.

Accordingly,

1. The Board directs the CEO to achieve specific results for specified recipients through Mission and Core Theme Policies. The Board limits the latitude the CEO may exercise through Executive Limitations Policies.
2. As long as the CEO uses any reasonable interpretation of the Board's Mission and Core Themes and Executive Limitations Policies, the chief executive is authorized to make decisions, take actions, establish practices, and develop activities in furtherance of those policies.
3. The board may change its Mission and Core Themes and Executive Limitations Policies, thereby shifting the boundary between board and chief executive domains. By so doing, the board changes the latitude of choice given to the chief executive. But so long as any particular delegation is in place, the board and its members will respect and support the chief executive's choices.
4. Only decisions of the board acting as a body are binding upon the chief executive.
 - a. Decisions or instructions of individual board members are not binding on the chief executive except in rare instances when the board has specifically authorized such exercise of authority.
 - b. In the case of individual board members requesting information or assistance without board authorization, the chief executive can refuse such requests that require – in the CEO's judgment – a material amount of staff time or funds or is disruptive.

BSL3: Chief Executive Evaluation

As the Board's single official link to the operating organization, the CEO's performance is considered to be synonymous with organizational performance as a whole.

1. Consequently, the CEO's job performance is evaluated by criteria in only two areas:
 - a. Organizational accomplishment with respect to Mission and Core Theme Policies
 - b. Organizational operation within the boundaries of prudence and ethics as described in Executive Limitations Policies.
2. A formal, written evaluation of the CEO's performance is conducted at least once yearly, presented to the CEO for discussion and response if desired, and filed in the CEO's personnel record.
3. A formal evaluation of the CEO's performance may be conducted at any time by the Board or at the request of the CEO.

BSL4: Monitoring

The purpose of monitoring is to determine the degree to which Board policies are being fulfilled.

Consequently,

1. The Board may choose to monitor any policy at any time.
2. Monitoring may be directed at procedures, activities, or programs only insofar as they may affect a Board policy.
3. Ongoing monitoring activity includes:
 - a. Reports in compliance with Board Policies EL5 through EL8 at all regularly-scheduled meetings;
 - b. Reports on one or more of the items contained in the Board's Mission and Core Theme Policy.
 - c. Annual comprehensive report on core themes.
4. Special monitoring activity may include:
 - a. External report: Review of compliance information by a disinterested, external auditor, inspector or judge who is selected by and reports directly to the board. Such reports must assess executive performance only against policies of the board, not those of the external party unless the board has previously indicated that party's opinion to be the standard.
 - b. Direct board inspection: Review of compliance information by a board member or the board as a whole. This is a board inspection of documents, activities or circumstances directed by the board which allows a "prudent person" test of policy compliance.

BSL5: Reduction and Elimination of Programs

WVC programs may from time to time become candidates for reduction or elimination due to a variety of considerations, including enrollment and cost, among others. A "program" for the purpose of this section is an ongoing service or activity funded in whole or in part by WVC for students or the public. Examples of programs include but are not limited to academic transfer departments, Running Start, ABE/ESL, organized sports, student housing, and professional/technical (vocational) departments. The CEO shall not allow the Board to be unformed of substantial program changes (at least 50% of a program's annual budget or 50% reduction of a program's curriculum).

Accordingly:

1. The Board may initiate the discussion of elimination or substantial reduction of a program at any time.
 - a. Consistent with BSL 2 (3) and BSL 4, the Board should cite its reasons for participating in a normally administrative manner. Such reasons may include overriding community interest or financial emergency;
 - b. The discussion must occur in an open public meeting and with the participation of the CEO;
 - c. The Board may secure the participation of students, faculty, or community members, as it deems appropriate;
 - d. A minimum notice as defined by bargained agreements, other regulations or accreditation standards must be given to the public and affected employees and students prior to Board action on the substantial reduction or elimination of a program.

2. The CEO may initiate the discussion of elimination or substantial reduction of a program at any time. The CEO may not:
 - a. Fail to follow applicable policies and procedures outlined in the NWCCU Accreditation Standards, the current AHE (faculty) contract, current SBCTC guidelines, and other legal requirements that may apply;
 - b. Fail to inform the Board of a substantial reduction or elimination of a program, at least 60 days prior to the proposed action. The Board may:
 - ii. Delegate the decision to the CEO;
 - iii. Seek the opinion of an external auditor or other authority;
 - iv. Seek greater community input before making the decision.

EXECUTIVE LIMITATIONS

EL1: General Executive Constraint

The chief executive officer shall not allow in or by the operating organization any practice, activity, decision or situation which is unlawful, imprudent, or in violation of commonly accepted business practices and professional ethics.

EL2: Treatment of Community Members and Students

With respect to staff interaction with community members and students or those applying to be students, the CEO shall not cause or allow conditions, procedures, or decisions which are unsafe, disrespectful, unduly undignified, unnecessarily intrusive, or which fail to provide appropriate confidentiality and privacy.

Accordingly, she or he may not:

1. Use application forms or procedures that elicit information for which there is no clear necessity.
2. Use methods of collecting, reviewing, transmitting, or storing client information that fail to protect against improper access to the information elicited.
3. Fail to establish with community members and students a clear understanding of what may be expected and what may not be expected from the service offered.
4. Fail to provide a grievance process to those students who believe that they have not been accorded a reasonable interpretation of rights established pursuant to this policy.
5. Operate without written procedures which clarify the rules for students.

EL3: Treatment of Employees

With respect to treatment of paid and volunteer staff, the chief executive may not cause or allow conditions which are unfair or undignified, or are in violation of agreements with the Association for Higher Education (AHE) and Washington Public Employees Association (WPEA).

Accordingly, she or he may not:

1. Operate without written personnel procedures which clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions, such as nepotism and grossly preferential treatment for personal reasons.
2. Discriminate against any staff member for expressing an ethical dissent.
3. Restrict the exercise of academic freedom.
4. Prevent staff from grieving to the board when (a) internal grievance procedures have been exhausted and (b) the employee alleges either (1) that board policy has been violated to his or her detriment or (2) that board policy does not adequately protect his or her human rights.
5. Hinder employees from becoming acquainted with their rights under this policy.

EL4: Compensation

With respect to employment, compensation to employees, consultants, contract workers and volunteers, the chief executive may not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, he or she may not:

1. Change his or her own compensation and benefits.
2. Promise or imply permanent or guaranteed employment.
3. Create compensation obligations over a longer term than revenues can be reasonably projected, in no event longer than one year.

EL5: Treatment of Asset Protection

The chief executive may not allow assets to be unprotected, inadequately maintained nor unnecessarily subjected to risk.

Accordingly, he or she may not:

1. Unnecessarily expose the organization, its board or staff to claims of liability.
2. Fail to protect intellectual property, information and files from loss or significant damage.
3. Receive, process or disburse funds under controls which are insufficient to meet the auditor's standards.
4. Endanger the organization's public image or credibility, particularly in ways that would hinder the accomplishment of its mission.
5. Name college facilities including buildings, rooms, wings, parks, landscaped areas or other significant locations.

EL6: Financial Planning

Fiscal planning shall not deviate materially from board Mission and Core Themes Policies or risk fiscal jeopardy.

Accordingly, he or she may not cause or allow financial planning which:

1. Contains too little information to enable:
 - credible projection of revenues and expenses,
 - separation of capital and operational items,
 - description of cash flow,
 - disclosure of planning assumptions,
 - description of status of unrestricted reserve funds.
2. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period, plus allocated reserve.
3. Reduces the current assets, including state board allocations, at any time to less than twice current liabilities.

EL7: Financial Condition and Activity

With respect to the actual, ongoing condition of the organization's financial health, the chief executive may not cause or allow the development of fiscal jeopardy or a material deviation from Board Mission and Core Theme Policies.

Accordingly, he or she may not:

1. Expend more funds than have been received in the fiscal year to date, plus the allocated reserves, unless the board-approved debt guideline is met.
2. Conduct inter-fund shifting in amounts greater than can be restored within 90 days without board approval.
3. Fail to settle payroll and debts in a timely manner.
4. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
5. Acquire, encumber, or dispose of real property without prior board approval.
6. Fail to pursue receivables after a reasonable grace period.
7. Make a single purchase, commitment or obligation of greater than \$150,000.
8. Expend any amount from unallocated reserve funds.

EL8: Communication and Support to the Board

With respect to providing information and counsel to the board, the CEO may not permit the board to be uninformed. Accordingly, he or she may not:

1. Neglect to submit monitoring data required by the board in a timely, accurate and understandable fashion, directly addressing provisions of the board policies being monitored.
2. Let the board be unaware of relevant trends, anticipated media coverage, material external and internal changes, particularly changes in the assumptions upon which any board policy has previously been established.
3. Fail to advise the board if, in the CEO's opinion, the board is not in compliance with its own policies on Governance Process and Board-Staff Linkage, particularly in the case of board behavior which is detrimental to the work relationship between the board and the CEO.
4. Fail to marshal for the board as many staff and external points of view, issues and options as needed for fully informed board choices.
5. Fail to provide a mechanism for official board communications.
6. Fail to deal with the board as a whole, except when fulfilling individual board member requests for information.
7. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the board.
8. Fail to secure the prior approval of the board for the elimination of a service or program when such action would not be consistent with Board Mission and Core Theme Policies.

EL9: Emergency Executive Succession

In order to protect the board from sudden loss of chief executive services, the chief executive may not have fewer than two other executives familiar with board and chief executive issues and processes.