



Executive Limitations Policy Register

Effective October 27, 2021

CONTENTS

Ends	A – Ends
Executive Limitations	B – Global Executive Constraint B1 – Financial Condition and Activities B2 – Planning and Financial Budgeting B3 – Asset Protection B4 – Membership Rights and Responsibilities B5 – Treatment of Customers B6 – Staff Treatment and Compensation B7 – Communication to the Board B8 – Board Logistical Support B9 – Emergency CEO/GM Succession
Board Process	C – Global Governance Commitment C1 – Governing Style C2 – The Board’s Job C3 – Agenda Planning C4 – Board Meetings C5 – Directors’ Code of Conduct C6 – Officers’ Roles C7 – Board Committee Principles C8 – Governance Investment C9 – Patronage Decisions
Board-Management Relationship	D – Global Board-Management Connection D1 - Unity of Control D2 – Accountability of the CEO/GM D3 – Delegation to the CEO/GM D4 – Evaluating the CEO/GM D4 – CEO/GM Treatment
Appendices	<i>Bylaws</i> <i>Board Annual Calendar and Monitoring Schedule</i> <i>Committee Charters</i> <i>Conflict of Interest Disclosure form</i> <i>Monitoring Decision Tree</i> <i>Statement on the Cooperative Identity</i> <i>4 Pillars of Cooperative Governance article</i> <i>Policy Governance Quick Guide</i>

Policy Type: Ends
Policy Title: A – Global End
Last Revised: **June 16, 2020**

The Board of Directors, CEO/GM and staff of the Erie Food Co-op shall work under the following guiding principles or ends, which define the purpose of the Erie Food Co-op.

Policy Type: Ends

Policy Title: A.1– Erie

Last Revised: **June 16, 2020**

Our Erie community will flourish as a result of our support for a local and value-based food system, our efforts to foster a culture of inclusion, and our commitment to a living wage.

Policy Type: Ends
Policy Title: A.2– Environment
Last Revised: **June 16, 2020**

Our environment will be minimally impacted by the Co-op's own practices, and our members, neighbors, and civic leaders will be able to follow our example toward a greener future.

Policy Type: Ends
Policy Title: A.3– Education
Last Revised: **June 16, 2020**

Our members, shoppers, and community will look to the Co-op as a trusted resource for information about nutrition, health, sustainability, and cooking practices. Our civic leaders will look to the Co-op as a trusted resource on the Cooperative business model.

Policy Type: Executive Limitations
Policy Title: B – Global Executive Constraint
Last Revised: **CBLD Template: November 22, 2008**
Adopted: **October 27, 2021**

The CEO/GM must not cause or allow any practice, activity, decision, or organizational circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices, or in violation of the Cooperative Principles.

Policy Type: Executive Limitations
Policy Title: B1 – Financial Condition and Activities
Last revised: **CBLD Template: July 5, 2017**
Adopted: **October 27, 2021**

With respect to the actual, ongoing financial conditions and activities, the General Manager must not cause or allow the Cooperative to be unprepared for future opportunities, the development of fiscal jeopardy, or key operational indicators to be below average for our industry.

The CEO/GM must not:

1. Allow sales growth to be inadequate.
2. Allow operations to generate an inadequate net income.
3. Allow liquidity (the ability to meet cash needs in a timely and efficient fashion) to be insufficient.
4. Allow solvency (the relationship of debt to equity) to be insufficient.
5. Allow growth in ownership and owner paid-in equity to be insufficient.
6. Default on any terms that are part of the Cooperative's financial obligations.
7. Allow late payment of contracts, payroll, loans or other financial obligations.
8. Incur debt other than trade payables or other reasonable and customary liabilities incurred in the ordinary course of doing business.
9. Acquire, encumber or dispose of real estate or enter into long-term real estate leases.
10. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.
11. Use restricted funds for any purpose other than that required by the restriction.
12. Allow financial record keeping systems to be inadequate or out of conformity with Generally Accepted Accounting Principles (GAAP).

Policy Type: Executive Limitations
Policy Title: B2 –Planning and Financial Budgeting
Last revised: **CBLD Template: May 22, 2014**
Adopted: **October 27, 2021**

The CEO/GM must not operate without annual and multi-year budgets and plans that address intentional and improved Ends accomplishment along with avoidance of fiscal jeopardy.

The GM must not:

1. Create plans or budgets that
 - a. Risk incurring those situations or conditions described as unacceptable in the Board policy “Financial Condition and Activities.”
 - b. Omit credible projection of revenues and expenses, owner investment and return, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
 - c. Do not address excellence in business systems and operations.
 - d. Have not been tested for feasibility.
2. Provide less for Board prerogatives during the year than is set forth in the board budget.

Policy Type: Executive Limitations
Policy Title: B3 – Asset Protection
Last revised: **CBLD Template: July 5, 2017**
Adopted: **October 27, 2021**

The CEO/GM must not allow assets to be unprotected, unreasonably risked, or inadequately maintained.

The CEO/GM must not:

1. Allow equipment and facilities to be inadequately insured, or otherwise unable to be replaced if damaged or destroyed, including coverage for any losses incurred due to business interruption.
2. Allow unnecessary exposure to liability or lack of insurance protection from claims of liability.
3. Allow deposits or investments to be unreasonably risked.
4. Allow inadequate security of premises and property.
5. Allow data, intellectual property, or files to be unprotected from loss, theft or significant damage.
 - a. Allow improper usage of member-owners' and customers' personal information.
6. Allow purchasing that is uncontrolled or subject to conflicts of interest.
7. Allow lack of due diligence in contracts.
8. Allow damage to the Cooperative's public image.

Policy Type: Executive Limitations
Policy Title: B4 – Membership Rights and Responsibilities
Last Revised: **CBLD Template: July 5, 2017**
Adopted: **October 27, 2021**

The CEO/GM must not allow member-owners to be uninformed or misinformed of their rights and responsibilities.

The CEO/GM must not:

1. Allow any individual to become a member-owner unless that individual meets the eligibility requirements described in our Bylaws, and pays the required \$100 equity (or begins an equity payment plan).
2. Create or implement a member-owner equity system without the following qualities:
 - a. Member-owners are informed that equity investments are a) at risk, and b) generally refundable, though the Board retains the right to withhold refunds when necessary to protect the Cooperative's financial viability.
 - b. Equity will not be refunded if such refunds would lead to a net decrease in total member-owner paid-in equity at the end of any reporting period, or would risk, cause or exacerbate non-compliance with any Financial Condition policy.
3. Implement a patronage dividend system that does not
 - a. Comply with IRS regulations.
 - b. Allow the Board to examine a range of options and implications, so the Board can make a timely determination each year concerning how much, if any, of the Cooperative's net profit will be allocated and distributed to member-owners.

Policy Type: Executive Limitations
Policy Title: B5 – Treatment of Customers
Last Revised: **October 27, 2021**
Adopted: **October 27, 2021**

The CEO/GM must not be unresponsive to customer needs.

The CEO/GM must not:

1. Operate without a system for soliciting and considering customer opinion regarding preferences, product requests, complaints and suggestions.
2. Allow an unsafe shopping experience for our customers.
3. Fail to utilize a disciplinary escalation procedure for member owners that is reasonable and applied equitably.

Policy Type: Executive Limitations
Policy Title: B6 - Staff Treatment and Compensation
Last revised: **CBLD Template: July 5, 2017**
Adopted: **October 27, 2021**

The CEO/GM must not treat staff in any way that is unfair, unsafe, or unclear.

The CEO/GM must not:

1. Operate without written personnel policies that:
 - a. Clarify rules for staff.
 - b. Provide for fair and thorough handling of workplace conflicts. The board should not be included as a participant in the conflict resolution process.
 - c. Are accessible to all staff.
 - d. Inform staff that employment is neither permanent nor guaranteed.
 - e. Encourage employees to report unethical or illegal behavior.
2. Prevent any employee from reporting unethical or illegal activity to the board, or discriminate or retaliate against any employee for reporting unethical or illegal behavior or activity.
3. Cause or allow personnel policies to be inconsistently applied.
4. Provide for inadequate documentation, security and retention of personnel records and all personnel related decisions.
5. Establish compensation and benefits that are internally or externally inequitable.
6. Change the CEO/GM's own compensation and benefits, except as those benefits are consistent with a package for all other employees.

Policy Type: Executive Limitations
Policy Title: B7 – Communication to the Board
Last Revised: **CBLD Template: August 10, 2017**
Adopted: **October 27, 2021**

The CEO/GM must not cause or allow the Board to be uninformed or unsupported in its work.

The CEO/GM must not

1. Submit monitoring reports that are untimely or inaccurate, or that lack operational definitions and verifiable data directly related to each section of the policy.
2. Report in an untimely manner any actual or anticipated noncompliance with any Board policy, along with a plan for reaching compliance and a proposed schedule regarding follow-up reporting.
3. Allow the Board to be unaware of relevant legal actions, media coverage, trends, public events of the Cooperative, or internal and external changes.
4. Withhold from the Board relevant information from or about key partners including NCG, including (but not limited to): reports about industry trends, operational audits, risk assessment and joint liability, program participation, and member agreements.
5. Withhold an opinion if the CEO/GM believes the Board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the CEO/GM.
6. Deal with the Board in a way that favors or privileges certain directors over others except when responding to officers or committees duly charged by the Board.

Policy Type: Executive Limitations
Policy Title: B8 –Board Logistical Support
Last Revised: **CBLD Template: July 5, 2017**
Adopted: **October 27, 2021**

The CEO/GM must not allow the Board to have inadequate logistical support.

The CEO/GM must not:

1. Provide the Board with insufficient staff administration to support governance activities and Board communication.
2. Allow the board to be without a workable mechanism for official board, officer or committee communications.
3. Allow directors to be without an updated copy of the Policy Register and the Bylaws.
4. Provide inadequate information and notice to member-owners concerning Board actions, meetings, activities and events.
5. Allow insufficient archiving of board documents.

Policy Type: Executive Limitations
Policy Title: B9 – Emergency GM Succession
Last revised: **CBLD Template: July 5, 2017**
Adopted: **October 27, 2021**

To protect the Cooperative from sudden loss of CEO/GM services, the CEO/GM must not have less than one other manager sufficiently familiar with Board and CEO/GM issues and processes to enable them to take over with reasonable proficiency as an interim successor.

Policy Type: Board Process
Policy Title: C – Global Governance Commitment
Last Revised: **October 27, 2021**
Adopted: **October 27, 2021**

Acting on behalf of our owners, the Board ensures the success of the cooperative by working together effectively, empowering and holding accountable professional management, providing strategic leadership for our cooperative, and perpetuating our democratic organization. The Board serves as trustees of member investment in and assets of the cooperative.

Policy Type: Board Process
Policy Title: C1 – Governing Style
Last Revised: **CBLD Template: July 5, 2017**
Adopted: **October 27, 2021**

We will govern in a manner consistent with the Four Pillars of Cooperative Governance (Teaming, Accountable Empowerment, Strategic Leadership, Democracy). In order to do this, we will:

1. Be a strategic leader by developing insight and foresight to set direction and facilitate movement in that direction.
2. Ensure effective systems of delegating authority to professional management, holding the use of that power accountable, and clearly distinguishing between board and management responsibilities.
 - Observe the 10 Policy Governance principles
 - Ownership, Position of Board
 - Board Holism
 - Board Means Policies
 - Clarity and Coherence of Delegation
 - Ends Policies
 - Executive Limitations Policies
 - Policy Sizes
 - Any Reasonable Interpretation
 - Monitoring
3. Maintain team discipline, authority and responsibility.
4. Practice the habits of a successful democracy.
5. Obey all relevant laws and bylaws.

Policy Type: Board Process
Policy Title: C2 – The Board’s Job
Last Revised: **CBLD Template: July 5, 2017**
Adopted: **October 27, 2021**

In order to govern successfully, we will:

1. Practice, protect, promote and perpetuate a healthy democracy for our Cooperative.
2. Hire, set compensation for, delegate responsibility to, and hold accountable a General Manager.
 - Use a strategic process to establish the value of CEO/GM compensation, and complete this process in a timely manner.
3. Assign responsibility in a way that honors our commitment to empowerment and clear distinction of roles.
4. Rigorously monitor operational performance in the areas of Ends and Executive Limitations.
5. Regularly evaluate our own Board performance in the areas of Board Process and Board-Management Relationship.
6. Perpetuate the Board’s leadership capacity using ongoing education and training, a robust recruitment, qualification and nomination process and fair elections.
7. Perform other duties as required by the bylaws or because of limitations on CEO/GM authority.

Policy Type: Board Process
Policy Title: C3 – Agenda Planning
Last Revised: **CBLD Template: January 2, 2014**
Adopted: **October 27, 2021**

We will follow a strategic multi-year work plan and annual agenda that focuses our attention upward and outward.

1. We will create, and modify as necessary, an annual calendar that includes tasks and events related to our multi-year work plan, membership meetings, Board training schedule, monitoring schedule, and the CEO/GM evaluation and compensation decisions as outlined in our Board-Management Relationship policies.
2. Board meeting agendas will be determined by the Board president, and may be modified at the meeting by a majority vote of the Board.

Policy Type: Board Process
Policy Title: C4 – Board Meetings
Last Revised: **CBLD Template: July 5, 2017**
Adopted: **October 27, 2021**

Board meetings are for the task of getting the Board's job done.

1. We will use Board meeting time only for work that is the whole Board's responsibility. We will avoid committee issues, operational matters, personal concerns and other topics that are not the highest and best use of our time.
2. Meetings will be open to the membership except when executive session is officially called.
 - We may occasionally use executive session to deal with confidential matters, as long as the purpose of the session is stated. When possible, announcement of the executive session should be on the published agenda.
3. We will seek consensus through discussion. We will then finalize and document decisions through the use of motions, seconds and majority vote.
4. If we must make a decision outside of a regular meeting, that decision must be unanimous and affirmed in writing by all directors. We will include a record of that decision in the minutes of the next regular meeting.

Policy Type: Board Process
Policy Title: C5 – Directors’ Code of Conduct
Last Revised: **October 27, 2021**
Adopted: **October 27, 2021**

We each commit ourselves to ethical, professional and lawful conduct.

1. Every director is responsible at all times for acting in good faith, in a manner which they reasonably believe to be in the best interests of the Cooperative, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.
2. Every director agrees to professional and cooperative conduct in all dealings related to board service and cooperative membership, including contact with the public.
3. Directors must demonstrate unconflicted loyalty to the interests of the Cooperative’s member-owners. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, membership on other Boards or staffs, and the personal interest of any director acting as an individual consumer or member-owner.
 - a. There will be no self-dealing or any conduct of private business or personal services between any director and the Cooperative except as procedurally controlled to assure openness, competitive opportunity and equal access to “inside” information.
 - b. Every year, every director will complete the Code of Conduct Agreement form and will verbally report to the whole board all actual and potential conflicts. Every director will immediately report any subsequent actual or potential conflicts to the whole board.
 - c. When the Board is to decide on an issue about which a director has an unavoidable conflict of interest, that director shall abstain from the conversation and the vote.
 - d. A director who applies for employment at the Cooperative must first resign from the Board.
4. Directors may not attempt to exercise individual authority over the organization.
 - a. When interacting with the CEO/GM or employees, directors must carefully and openly recognize their lack of authority.
 - b. When interacting with the public, the press, or other entities, directors must recognize the same limitation and the inability of any director to speak for the Board except to repeat explicitly stated Board decisions.
5. Directors will respect the confidentiality appropriate to issues of a sensitive nature and must continue to honor confidentiality after leaving Board service.
6. Directors will prepare for attend, and participate fully in all Board meetings and trainings.
7. Directors will support the legitimacy and authority of the Board’s decision on any matter, irrespective of the director’s personal position on the issue.
8. Any director who does not follow the code of conduct policy can be removed from the Board by a 2/3 majority vote of the remaining Board.

Policy Type: Board Process
Policy Title: C6 – Officers’ Roles
Last Revised: **October 27, 2021**
Adopted: **October 27, 2021**

The Board will elect officers in order to help us accomplish our job.

1. No officer has any authority to supervise or direct the GM.
2. Officers may delegate their authority but remain accountable for its use.
3. The president ensures the Board functions well and in accord with our policy agreements.
 - a. The president is authorized to make decisions that are consistent with Board Process and Board-Management Relationship policies in order to facilitate the Board’s functioning.
 - b. The president will chair and set the agenda for Board meetings.
 - c. The president plans for leadership (officer) perpetuation.
 - d. The president may represent the Board to outside parties.
4. The vice-president will perform the duties of the president if the president is unable to do so.
 - a. The vice president is also responsible for the orientation of new directors.
 - b. The vice president will interpret and advise the board regarding points of order or procedure.
 - c. The vice president will greet and welcome guests to board meetings.
5. The treasurer is responsible for supporting the board in all finance-related board work.
 - a. The treasurer will lead the Board’s process for creating and monitoring the Board’s (not the Cooperative’s) budget.
 - b. The treasurer will facilitate the Board’s understanding of the financial condition of the Cooperative.
 - c. The treasurer will regularly review activity regarding new member equity and members requesting return of their equity.
6. The secretary will make sure the Board’s documents are accurate, up to date, and appropriately maintained.
 - a. The secretary will ensure that drafts and final versions of any new policy or committee charter are produced, approved and entered into the record.
 - b. In addition, the secretary will work with cooperative staff and other board members to ensure the maintenance of Board documents.

Policy Type: Board Process
Policy Title: C7 – Board Committee Principles
Last Revised: **CBLD Template: January 2, 2014**
Adopted: **October 27, 2021**

We will use Board committees only to help us accomplish our job.

1. Committees will reinforce and support Board holism.
 - In particular, committees help the whole Board move forward when they research alternatives and bring back options and information.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.
3. The Board will establish, regularly review and control committee responsibilities in written committee charters.
 - We will carefully state committee expectations and authority to make sure they do not conflict with authority delegated to the GM.

Policy Type: Board Process
Policy Title: C8 – Governance Investment
Last Revised: **CBLD Template: August 10, 2017**
Adopted: **October 27, 2021**

We will invest in the Board’s governance capacity.

1. We will make sure that Board skills, methods and supports are sufficient to allow us to govern with excellence.
2. We will incur governance costs prudently, though not at the expense of endangering the development and maintenance of superior capability.
 - a. We will use training and retraining liberally to orient new directors and board candidates, as well as to maintain and increase existing directors’ skills and understanding.
 - b. We will arrange outside monitoring assistance as necessary so that the Board can exercise confident control over organizational performance.
 - c. We will use outreach mechanisms as needed to ensure our ability to listen to member-owner viewpoints and values.
 - d. We will use professional and administrative support.
3. We will develop the Board’s annual budget in a timely way so as to not interfere with the development of the Cooperative’s annual budget. We will complete this work no later than May.

Policy Type: Board Process
Policy Title: C9 – Patronage Decisions
Last Revised: **June 16, 2020**
Adopted: **October 18, 2017**

One of the core purposes of the Board of Directors is to ensure that members benefit from the success of the Co-op. Member-owners share in the costs and profits of the Cooperative in equal measure. This policy outlines the procedures used to deliberate and calculate the patronage refund.

1. The Finance Committee shall review the financial statements of the Cooperative each year after the close of the fiscal year, and determine if a profit has been generated from the business conducted with our members. The determination of profitability (net income) shall be made on a book value basis with the following parameters:
 - a. The cost of state and federal taxes shall be excluded from the calculation of operating costs.
 - b. Other income sources such as rents shall be excluded from the calculation of net income. Passive income from investments shall be excluded unless a clear relationship exists between our members' patronage and the passive income source, and same can be documented by a competent financial professional.
 - c. Patronage refunds from other cooperatives shall be included in the calculation of net income.
2. The CEO/GM shall make a proposal to the Finance Committee regarding patronage every year. The Board's recommendation to declare patronage or to forego declaring patronage shall be made prior to the annual meeting each year. The Finance Committee is responsible for making this recommendation to the board, although the Finance Committee may (and should) request the General Manager's assistance.
3. If a recommendation to declare patronage is made by the Finance Committee, the Finance Committee shall further make a recommendation for the cash portion of the refund, in collaboration with the General Manager and taking into account the financial resources available to the Cooperative. In no case will a cash distribution amount to less than 20% of the total patronage amount, or whatever minimum amount is provided by law.
4. The Board shall consider the recommendation of the Finance Committee alongside the recommendations of the General Manager and pass a motion either declaring patronage or declining to declare patronage, and specifying the cash portion. In making this decision, the Board may consider:

- The recommendation of the General Manager and the needs of Operations
 - The financial situation of the Cooperative
 - Anticipated future expenses
 - Membership goals
 - The average, median, and maximal refund amounts under various formulations
 - The total percentage of the membership that would be eligible for a distribution of patronage under various formulations
 - Other factors as deemed appropriate by the Board
5. In a year in which the Co-op sustains a loss, the Board will solicit the advice of the General Manager or Co-op accountants as to the best way to manage the tax implications of losses. The Board and the General Manager will cooperate as needed to maximize the tax benefits attendant with a loss year, including allocation of losses to retained patronage equity as appropriate. Any determination affecting retained patronage amounts will be voted on the Board and recorded in the minutes.
 6. The Board shall make all required notices to the members regarding patronage decisions.

Policy Type: Board-Management Relationship
Policy Title: D – Global Board-Management Connection
Last Revised: **CBLD Template: November 22, 2008**
Adopted: **October 27, 2021**

The Board's sole official connection to the operations of the cooperative will be through the CEO/GM.

Policy Type: Board-Management Relationship
Policy Title: D1 – Unity of Control
Last Revised: **CBLD Template: November 22, 2008**
Adopted: **October 27, 2021**

Only officially passed motions of the Board are binding on the CEO/GM.

1. Decisions or instructions of individual directors, officers, or committees are not binding on the CEO/GM except in rare instances when the Board has specifically authorized this power.
2. In the case of directors or committees requesting information or assistance without Board authorization, the CEO/GM can refuse any requests that, in the CEO/GM's opinion, may disrupt operations or that require too much staff time or resources.

Policy Type: Board-Management Relationship
Policy Title: D2 – Accountability of the GM
Last Revised: **CBLD Template: January 2, 2014**
Adopted: **October 27, 2021**

The CEO/GM is the Board's only link to operational achievement and conduct.

1. The Board will view CEO/GM performance as identical to organizational performance so that organizational accomplishment of Ends and organizational operation within Executive Limitations will be viewed as successful CEO/GM performance.
2. The Board will not instruct or evaluate any employee other than the CEO/GM.

Policy Type: Board-Management Relationship
Policy Title: D3 – Delegation to the GM
Last Revised: **CBLD Template: October 27, 2010**
Adopted: **October 27, 2021**

The Board delegates authority to the ceo/GM through written Ends and Executive Limitations policies.

1. As long as the CEO/GM uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the CEO/GM is authorized to establish all further policies, practices and plans for the cooperative.
2. The Board will respect and accept the CEO/GM's choices as long as those choices are based on reasonable interpretations of Board policies.
3. If the Board changes an Ends or Executive Limitations policy, the change only applies in the future.

Policy Type: Board-Management Relationship
Policy Title: D4 – Evaluating the CEO/GM
Last Revised: **CBLD Template: July 5, 2017**
Adopted: **October 27, 2021**

The Board will systematically and rigorously monitor and evaluate the CEO/GM's job performance compared to expectations set forth in Board policies.

1. The Board's policy monitoring process is the foundation of our annual evaluation of the CEO/GM.
 - In September of each year the Board will review a summary of the monitoring reports received during the previous 12 months. Based on that review, the Board will present an evaluation letter to the CEO/GM. That letter will constitute our full evaluation, and it will be delivered no later than October 31.
2. The Board will acquire monitoring information by one or more of three methods: (a) by internal report, in which the CEO/GM discloses policy 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; or (c) by direct Board inspection, in which a designated director or committee assesses compliance with the policy.
3. The Board's standard for compliance will be any reasonable CEO/GM interpretation (as described by operational definitions and metrics) of the Board policy being monitored. The Board is the final arbiter of reasonableness but we will always judge with a "reasonable person" test rather than with interpretations favored by individual directors or by the Board as a whole.
4. The Board will accept that the CEO/GM is compliant with a policy if the monitoring report includes a reasonable interpretation and adequate data that demonstrate accomplishment of that interpretation.
5. The Board will monitor all policies that instruct the CEO/GM. The Board can monitor any policy at any time by any method listed above but will ordinarily follow the schedule outlined in the Board Annual Calendar.

Policy Type: Board-Management Relationship
Policy Title: D5 – CEO/GM Treatment
Last Revised: **October 27, 2021**
Adopted: **October 27, 2021**

The Board will not cause or allow the CEO/GM to be treated in any way that is unfair, unsafe, or unclear. Toward that end, the Board will not fail to have an Employment Agreement with the CEO/GM that:

1. Establishes compensation and benefits that are internally and externally equitable.
2. Provides for fair, safe and thorough handling of grievances. (See procedure)
3. Provides for a fair and clear method of performance evaluation, in keeping with Policy D 4 “Evaluating the CEO/GM”.
4. Is reviewed as part of monitoring this policy.