



<b>Policy Title:</b> <b>DELEGATION TO THE REGISTRAR &amp; CEO</b>		<b>Policy Section: III</b> Board-CEO Relationship	<b>Policy Number:</b> III-02
<b>Approved By:</b> Board of Directors	<b>Date Approved:</b> Jan 23, 1996	<b>Date Reviewed/ Revised:</b> Feb 6, 2007 Feb 9, 2010 Feb 8, 2013 Feb 6, 2017 Mar 22, 2021 May 27, 2024	<b>Board Chair's Signature:</b> 

## BACKGROUND

In keeping with the Board Governance Process Policy GP IV-01 Governance Philosophy / Approach, the Registrar & CEO has the responsibility for affecting specific results and the authority necessary to carry out this work. The purpose of this policy is to outline the scope of Board delegation to the Registrar & CEO and the manner in which the Board delegates 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 (see BCR III-03 Accountability of the Registrar & CEO).

## POLICY

The Board directs the Registrar & CEO through written policies that prescribe the organizational Ends (Critical Outcomes) Policies to be achieved and that limit the means (i.e., that describe organizational situations and actions to be avoided establishing governance risk tolerances through Executive Limitations). The Registrar & CEO has been delegated the authority 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, value, or priority. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends (Critical Outcomes) Policies. All issues that are not "Ends" issues as defined above are "CEO 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, inequitable, 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 Executive Limitations 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 direct the Registrar & CEO on means through limiting the means, i.e. through defining these boundaries of executive authority.

3. Once the Board establishes either an Ends (Critical Outcomes) Policy, or an Executive Limitation 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 Ends (Critical Outcomes) Policies, the Board will review the Registrar & CEO's interpretation for reasonableness prior to or at the beginning of the relevant business cycle. This interpretation will contain operating definitions, which include measurable operating outcomes including appropriate targets with the related rationale for these operating definitions and targets. The Ends Interpretation can be updated at any time by the Registrar & CEO, who should notify the Board of any material updates. For Executive Limitations 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. The Board expects that with all relevant Registrar & CEO interpretations of Board policy, that the interpretation will be aligned with CMLTO's expressed overriding values regarding equity, diversity, inclusion, and justice.
4. As long as the Registrar & CEO uses *any reasonable interpretation* of the Board's Ends and Executive Limitations 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 operational areas except those which the legislation identifies as confidential and/or personal information.
5. The "reasonableness" of a Registrar & CEO policy interpretation will be determined by whether the observable condition/operational outcome (the desired effect) is aligned with the policy direction and whether the planned target would be considered to represent reasonable achievement/compliance with the policy.



6. The Board may change its Ends (Critical Outcomes) and Executive Limitations Policies, thereby shifting the boundary between the Board and Registrar & CEO domains of authority. As long as any particular delegation is in place, and the Registrar & CEO's decisions are reasonable, the Board will support these decisions.
7. Only decisions of the Board acting as a body are binding upon the Registrar & CEO:
  - a) Decisions or instructions of individual Board Members, Board Officers, or Committees are not binding on the Registrar & CEO except in instances when the Board has specifically authorized that the party may exercise such authority.
  - b) In the case of Board Members or Committees requesting information or assistance without Board authorization, the Registrar & CEO can request that clarification and authorization of such requests go to the Executive Committee when in the Registrar & CEO's judgment a significant amount of staff time and/or unbudgeted money is required.