

4 Council-CEO Relationship

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Council's sole official connection to the management and administration of the Institute will be through the CEO.

4.1 Unity of Control

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officially passed motions of Council are binding on the CEO.

4.1.1 Binding CEO Instructions.

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Decisions or instructions of individual Council members, officers, or committees are not binding on the CEO except in rare instances when Council has specifically authorized such exercise of authority.

4.1.2 CEO Resource Request.

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In the case of Council members or committees requesting information or assistance without Council authorization, the CEO can refuse such requests.

4.1.3 CEO Contract

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Only Council can employ, terminate, discipline, or change the contract with the CEO.

4.2 Accountability of the CEO

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

4.2.1 Staff Instructions

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Council will not give instructions to persons who report directly or indirectly to the CEO

4.2.2 Staff Evaluation

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Council will refrain from evaluating, either formally or informally, any staff other than the CEO.

4.2.3 CEO Evaluation

Council will view CEO performance as identical to organizational performance, so that organizational accomplishment of Council stated Ends and compliance with Executive Limitations will be viewed as successful CEO performance. Therefore the CEO's job contributions shall be accomplishment of the Ends while maintaining compliance with the Executive Limitations.

4.3 Delegation to the CEO

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

Accordingly:

4.3.1 Ends Policy Instructions

Council will develop policies directing the CEO to achieve certain results, for certain recipients at a reasonable cost. These policies will be called Ends policies. All issues that are not Ends issues as defined above are Means issues.

4.3.2 Executive Limitations Policies

Council will develop policies that limit the latitude the CEO may exercise in choosing the organizational means. These policies will be called Executive Limitations policies. These limiting policies will describe those practices, activities, decisions and circumstances that the Council would find unethical or imprudent, and therefore unacceptable, even if they were to be effective. The Council will never prescribe organizational means delegated to the CEO.

4.3.3 Policy Sizes

All policies will be developed systematically from the broadest, most general level to more defined levels.

4.3.4 Any Reasonable Interpretation

As long as the CEO uses any reasonable interpretation of the Council'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 develop all activities. Such decisions of the CEO shall have full force and authority as if decided by the Council.

4.3.5 Changing Policies

Council may change its Ends and Executive Limitations policies, thereby shifting the boundary between Council and CEO domains. By doing so, the Council changes the latitude of choice given to the CEO. But as long as any particular policy is in place, the Council will respect and support the CEO's choices. This does not prevent the Council from obtaining information from the CEO about the delegated areas, except for confidential data.

4.4 Monitoring Executive Performance

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

4.4.1 Purpose of Monitoring

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The purpose of monitoring is simply to determine the degree to which Council policies are being fulfilled. Only information that does this will be considered to be monitoring. Monitoring will be as automatic as possible, using a minimum of Council time so that meetings can be used to create the future rather than to review the past.

4.4.2 Methods of Monitoring

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A given policy may be monitored in one or more of three ways:

4.4.2.1 Internal Report

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Disclosure of compliance information by the CEO, along with his or her explicit interpretation of Council policy, and justification for the reasonableness of interpretation.

4.4.2.2 External Report

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Discovery of compliance information by an impartial, external auditor, inspector or judge who is selected by and reports directly to the Council..

4.4.2.3 Direct Council Inspection

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Discovery of compliance information by a Council member, a committee or Council as a whole. This is a Council inspection of documents, activities or circumstances directed by Council that allows a "prudent person" test of policy compliance. Such an inspection is only undertaken at the instruction of Council.

4.4.3 Standard for Compliance

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In every case, the standard for compliance shall be any reasonable CEO interpretation of Council policy being monitored. Council is the final arbiter of reasonableness, but will always judge with a "reasonable person" test rather than interpretations favoured by Council members, the disinterested third party, or even Council as a whole.

4.4.4 Frequency & Method

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Upon the choice of Council, any policy can be monitored by any of the above methods at any time. For regular monitoring, however, each Ends and Executive Limitations policy will be classified by the Council according to frequency and method.

| Policy | Method | Frequency |
|--|-------------------|-----------|
| 1. Ends | Internal Report | Annually |
| 1.1 Competent, Ethical Practice of Agrology | Internal Report | Annually |
| 1.2 Public Confidence | Internal Report | Annually |
| 1.3 Advancement of the Profession of Agrology | Internal Report | Annually |
| 3. Executive Limitations | Internal Report | Annually |
| 3.1 Treatment of Employees and Volunteers | Internal Report | Annually |
| 3.2 Planning | Direct Inspection | Annually |
| 3.3 Financial Conditions | Internal Report | Quarterly |
| | Direct Inspection | Annually |
| 3.4 Asset Protection | Internal Report | Annually |
| | Direct Inspection | Annually |
| 3.5 Treatment of Members and Public | Internal Report | Annually |
| 3.7 Compensation and Benefits | Internal Report | Annually |
| 3.8 Communication and Support to Council | Direct Inspection | Annually |
| 3.10 AIA Branches and Networks | Internal Report | Annually |
| 3.11 Development of Standards Governing Practice | Internal Report | Annually |
| 3.12 Development of Public Positions | Internal Report | Annually |
| 3.13 Amendment of Act, Regulations and Bylaws | Internal Report | Annually |
| 3.14 Fees | Internal Report | Annually |

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4.5 CEO Compensation

CEO compensation will be decided by Council as a body and based on performance evaluation and executive market conditions. Market conditions will be based on salary survey data provided by an appropriate HR service.