Policy Type:	Board-Management Relationship
Policy Title:	D1 – Unity of Control
Last Revised:	June 14, 2016

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

1. Decisions or instructions of individual directors, officers, or committees are not binding on the 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 GM can refuse any requests that, in the GM's opinion, may disrupt operations or that require too much staff time or resources.

Policy Monitoring

Definitions

Board authorization - Authority given by the Board through officially passed motions.

Interpretations

The D1 policy specifies that the General Manager may only be directed by the Board as a whole through official motions passed, which requires a vote by a majority of Board members in a quorum. These motions would need to occur in an official Board meeting, or by unanimous approval of motions distributed through email or other electronic means. Therefore, individual Board members may not direct the General Manager on any Co-op related business or activity.

Policy D1.1 adds an exception indicating that the Board may grant, through official motion, the authority of individual Board members or committees to direct the General Manager, but this is considered an authorization only to be used in rare situations. Otherwise, without Board authorization, individual Board members do not have authority over the General Manager.

Policy D1.2 gives the General Manager the authority to refuse any request from individual Board members or committees that lack Board approval, and that all requests for staff time and or other resources must be routed through the General Manager. The purpose of this subpolicy is to grant the General Manager the power to protect the Co-op from requests that disrupt or are costly, and are not in the best interest of the Co-op. However, the Board may give individual Board members this authority, through motion, if it deems appropriate.

Observations and recommendations

Policy D1 limits authority of the Board with respect to the General Manger to motions officially passed with the proper means. This is well recognized at the Board level and therefore we report compliance.

Policy D1.1 The General Manager can and does remind the Board of this process when necessary, and acts when the Board passes an official motion. For this policy, we report compliance.

Policy D1.2 In the past year, a prior Board member made multiple requests for support and services directly from the Marketing Manager instead of routing those requests through the General Manager. The General Manager reminded the Board member of the proper process on multiple occasions. As a Board, we need to remind ourselves that requests for action or information must go directly through the General Manager, and in a respectful manner. With this policy, we find ourselves to have been out of compliance.