

February 4, 2010

To: LCOG Executive Committee

From: George Kloeppe

Subject: Board and Executive Committee Responsibilities, Item 7

In May 2004, the Board approved a rough division of responsibility between itself and the Executive Committee. This was as a result of a fairly substantial change in the Bylaws and, notably, in the Board's expressed desire for an opportunity to communicate at its (then six and now) five meetings a year. Clearly, the "division" is flexible. I have tried to follow the rule that the Executive Committee be made aware of virtually everything of a policy nature and that a conservative approach to what goes onto the Board agenda for action is preferred. At the same time, I am mindful that the full Board "owns" the organization, and its members should never feel cut out of the processes that are of importance to the agency. So, it is a balancing act; and we do our best.

As a new year begins, it seemed appropriate to revisit that six year old policy to see if it still fits. In the end, the "right" balance is that which is found acceptable to both the Committee and the Board. I am aware of no one at the Board level craving more involvement with what has been the work of the Committee. But it is well to remain vigilant on that score.

Here is the substance of the May 2004 AIS for the Board:

Background:

Note: This item responds to the Board's February action to realign decision-making responsibilities and to move to a six-meeting per year format in fiscal year 2004-05. The Executive Committee will present a more complete recommendation regarding the respective responsibilities of the two policy bodies after its discussion on May 20.

With only six Board meetings per year and a clear understanding that "routine" business items would be handled by the Executive Committee, rather than the Board, new ground rules are in order. The Executive Committee will consider the

following recommended disaggregation of functions this month and will offer a refined proposal under this agenda item.

The following bullets seek to clarify the roles of the two bodies, both by general statements of intent and by practical examples.

It is intended that the Board of Directors will:

- Explore regional issues, requesting additional information, as needed
- Establish agency policy and adopt plans or policies with clear regional impact
- Assure the efficient discharge of all responsibilities assigned to the agency under state and federal designations, including the metropolitan planning organization, the area agency on aging, the census data clearinghouse, etc.
- Approve official LCOG advocacy positions
- Receive and consider citizen input and conduct public hearings, as needed or required
- Receive and consider recommendations from the Executive Committee and advisory committees
- Adopt/amend LCOG Bylaws
- Elect a Chair and Vice Chair
- Confirm the Chair's appointments to Executive Committee
- Set Board goals and work plan
- Adopt agency's *Work Program and Budget*
- Adopt any revisions to the annual Budget
- Appoint or remove the Executive Director
- Approve Executive Committee's performance review of Director and employment agreement changes
- Adopt Member Dues Schedule
- Accept/approve quarterly fiscal reports, the annual financial statements/audit, and major program or project reports
- Receive informational reports from staff, the Executive Committee and advisory committees

It is intended that the Executive Committee will:

- Interpret agency policy and approve implementing procedures, as needed
- Establish agency policy and advocacy positions when time constraints preclude Board action
- Confirm Chair's appointment of Budget Committee and Nominating Committee and to other LCOG committees and advisory boards
- Adopt (S&DS) Area Plan and subsequent amendments (unless hearing is required)
- Approve Bylaws and subsequent amendments for LCOG committees and advisory boards
- Develop informational reports for submission to the Board
- Adopt Budget Assumptions and Process
- Assist the Chair in the performance review of Director and provide recommendation to Board regarding employment agreement changes
- Provide counsel to the Executive Director regarding administrative matters

These bulleted tasks for the two policy bodies serve as both an explicit delegation of responsibility and a general guide for decision-making obligations that are not presently foreseen. The Board's judgment and approval of this "division of labor" is urged.