

**ISSUE BRIEF:**  
**Monitoring Report 2.9 Emergency Succession**

**Service Committee Review Date: June 3, 2020**

**Board Meeting Review Date: June 18, 2020**

<b>INFORMATION TYPE:</b>
Decision
<b>RECOMMENDED ACTION(S):</b>
<p>Board considers accepting this monitoring report in May as either level:</p> <ul style="list-style-type: none"> <li>• A – Is in compliance OR</li> <li>• B – In compliance, except for item(s) noted, OR</li> <li>• C – Making reasonable progress toward compliance.</li> <li>• D – Is <i>not</i> in compliance <u>or</u> is <i>not</i> making reasonable progress toward compliance</li> <li>• E – Cannot be determined</li> </ul>
<b>ISSUE SUMMARY:</b>
<p>TheRide’s Board of Directors establish policies that define what methods are unacceptable to use to achieve expected results, called Executive Limitations. This monitoring report provides the CEO’s interpretations of those policies, evidence of achievement, and an assertion on compliance with the Board’s written goals. As with other monitoring reports, the Board decides whether the interpretations are reasonable, and the evidence is convincing.</p> <p>I certify that the information is true and complete, and I request that the Board accept this as indicating an acceptable level of compliance.</p>
<b>BACKGROUND:</b>
<p>Monitoring Reports are a key Policy Governance tool to assess organizational/CEO performance in achieving Ends (1.0) within Executive Limitations (2.0). A Policy-Governance-consistent Monitoring Process is:</p> <ol style="list-style-type: none"> <li>1. CEO sends Monitoring Report to all board members</li> <li>2. At Board meeting, board accepts Monitoring Report through majority vote (or if not acceptable, determines next steps)</li> </ol>
<b>IMPACTS OF RECOMMENDED ACTION(S):</b>
Governance: Perform key Policy Governance process
<b>ATTACHMENTS:</b>
1. Policy Monitoring Report for Policy 2.9 Emergency Succession

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 Fully Compliant    
  Partially Compliant    
  Non-Compliant

## CEO Interpretations and Evidence

### EXECUTIVE LIMITATIONS POLICY 2.9:

In order to protect the Board from sudden loss of CEO services, the CEO may have no fewer than one, and preferably two, other executives who are sufficiently familiar with Board and CEO issues and processes to be able to temporarily assume the duties of CEO.

Degree of Compliance: Compliant

### EXECUTIVE LIMITATIONS POLICY 2.9: Interpretation

Compliance will be demonstrated when there are one or two senior staff members that could temporarily function as CEO for the AAATA if the CEO position is suddenly vacant, for example due to illness, death, disability, etc. These individuals must be able to maintain all key AAATA functions without my guidance including:

- Leadership of organization’s operations and administration
- Working knowledge of board policies, processes, and staff obligations

I further interpret this policy to mean that while the CEO is required to maintain a state of readiness, the Board retains the right to appoint anyone as acting CEO should the CEO not be available. The CEO can appoint an acting CEO for planned absences (e.g. vacations, minor illness, being out of town, etc.)

### EXECUTIVE LIMITATIONS POLICY 2.9: Evidence

There are three Deputy CEO positions. The deputies work closely together, with the CEO and the Board in part to be able to step into the CEO’s role should the need arise. The three positions are:

- Deputy CEO of Operations
- Deputy CEO of Finance and Administration
- Deputy CEO of Planning and Innovation

During this monitoring period, these three positions have been filled except one (Planning) which was vacant for part of the period. There have always been at least two positions filled.

Each of the deputies has sufficient professional qualifications to lead the organization. As AAATA’s Executive Team, the CEO and deputies meet regularly to discuss the organization’s business and ensure that we are collectively well informed and well prepared. They are familiar with all department managers and their responsibilities. They all attend board meetings and have all received training in Policy Governance.

## Monitoring Policy 2.9 Emergency Succession

### Guidance on Determining “Reasonableness” of CEO Interpretations

The International Policy Governance Association has developed the following guidance for Board members to use in deciding whether a CEO’s interpretation is “reasonable”:

*An interpretation is deemed to be reasonable when it provides an operational definition which includes defensible measures and standards against which policy achievement can be assessed...*

*Defensible measures and standards are those that:*

- *Are objectively verifiable (e.g., through research, testing, and/or credible confirmation of observable phenomena.)*
- *Are relevant and conceptually aligned with the policy criteria and the board’s policy set.*
- *Represent an appropriate level of fulfillment within the scope of the policy.*

- *“What makes an Interpretation Reasonable and What are the Expectations for the Operational Definition: Policy Governance Consistency Framework Report Number 2”*. International Policy Governance Association. June 11, 2016. Available on the IPGA website.

### Board’s conclusion on monitoring report

The Finance Committee has received and reviewed the CEO’s Monitoring Report references above. Following the Finance Committee’s review and discussion with the CEO, the committee makes the following conclusions:

#### **Executive Limitations Report (select one)**

The Finance Committee finds that the CEO:

- A. [Is in compliance](#)
- B. Is in compliance, except for item(s) noted.
- C. Is making reasonable progress toward compliance.
- D. Is *not* in compliance or is *not* making reasonable progress toward compliance
- E. Cannot be determined

### Service Committee notes: (If applicable)

The Board voted unanimously that the CEO is in compliance (A) at the June 18th, 2020 AAATA Board meeting.