



Board Governance Committee

Agenda Item 5a

September 15, 2020

Item Name: Proposed Change to Board Governance Policy: Reporting Investigations to Board

Program: Board Governance

Item Type: Information

Executive Summary

At the Board President's request, management has prepared revisions to the Governance Policy to document the procedures for full board notification in cases of executive team level personnel investigative matters.

Background

The Board's Governance Policy sets forth the policies that govern the Board and enumerates powers that are reserved for the full Board. Powers not reserved to the full Board are delegated to committees of the Board. The Governance Policy provides the following descriptive taxonomy of powers reserved to the Board:

- *Conduct:* the Board performs the tasks described.
- *Set:* the Board is actively engaged in developing the strategies and plans for the delegated activities and has final approval authority.
- *Approve:* the Board has final decision authority on delegated activities.
- *Oversee:* the Board requires adequate information to monitor and provide direction and support, as appropriate, on delegated activities.

Analysis

Management has prepared draft revisions to the Governance Policy for the Committee's discussion and consideration. The proposed revisions are set forth in Attachment 1 (see page 9 of 25). The revised policy adds paragraph 18 to Section V.B to clarify that the full Board retains authority to oversee any investigation of alleged misconduct by the enumerated members of the Executive Team. In addition, it makes clear that the full Board will be notified upon the commencement of any such investigation. As a matter of practice the CEO currently notifies the Board President and Committee Chairs of impacted committees when an investigation of an executive member is opened with full board notification when the investigation is completed and contains findings.

Budget and Fiscal Impacts

N/A

Benefits and Risks

For Committee discussion.

Attachments

Attachment 1 – Proposed Revisions to Board Governance Policy

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