

 DISTRICT OF RAINY RIVER SERVICES BOARD	SECTION: Governance
	POLICY TITLE: Board-CAO Relationship
POLICY NO: G-2.0 (incorporates the previous G-2.0, G-2.1 and G-2.2)	POLICY AREA: Board-Executive Relationship
ORIGINAL DATE: January 14, 1999	OWNER: Corporate Secretary-Treasurer (CAO)
REVISION DATE: May 21, 2026	APPROVAL AUTHORITY: Board of Directors
NEXT REVIEW DATE: May 2030	APPROVED BY: Resolution #27/26

1. Purpose

To define the relationship between the Board and the Chief Administrative Officer (CAO), including delegation of administrative authority, Board oversight, and the Board's authority respecting the appointment and regular evaluation of the CAO.

2. Scope

This policy applies to the Board of Directors, the CAO, and the exercise of delegated administrative authority across the DRRSB.

3. Standards

3.1 The Board governs through applicable legislation, regulation, By-Law No. 1, and Board-approved policy:

- The Board sets strategic direction for the DRRSB and evaluates the CAO's performance against that direction.
- The Board delegates responsibility for the day-to-day administration of the DRRSB to the CAO, including management of operations and resources, subject to applicable law, Board-approved policy, and the approved budget.
- All staff authority and accountability flow through the CAO.
- The Board shall direct and evaluate the organization through the CAO.
- Board members shall not individually direct staff, contractors, or service providers except where authorized by law, Board policy, or Board resolution.

3.2 The CAO is accountable to the Board for the lawful, ethical, prudent, and effective administration of the DRRSB and for implementing Board decisions, strategic direction, and Board-approved policy. The CAO is responsible for administration, implementation, internal leadership, and operational decision-making within delegated authority.

4. Policy

4.1 The Board retains authority over matters reserved to it by law, By-Law No. 1, or Board policy, including:

- Board by-law(s) and Board governance policies;
- The DRRSB's Strategic Plan and major corporate priorities;
- The annual budget and material budget amendments requiring Board approval;
- Borrowing and other financial commitments requiring Board approval;
- Audited financial statements and auditor appointment or confirmation;
- Major real property transactions requiring Board approval; and
- The recruitment, appointment, evaluation, compensation, discipline, and termination of the CAO.

4.2 Where there is uncertainty about whether authority has been retained by the Board or delegated to the CAO, the matter shall be referred to the Board for direction or addressed through an approved authority matrix or related governance tool.

4.3 The CAO may establish internal structures, assign duties, approve operational procedures, and further delegate administrative authority as appropriate, unless the matter is reserved to the Board by law, by-law, or Board policy. Any such delegation does not remove the CAO's accountability to the Board.

4.4 The Board–CAO relationship shall be professional, respectful, and grounded in clear understanding of governance and administrative roles.

4.5 The Board Chair supports an effective working relationship between the Board and CAO and helps ensure the distinction between governance and administration is understood and respected.

4.6 The Board shall regularly monitor the performance of the CAO and conduct a formal review at least annually.

- The review shall be based on clear expectations established in advance
- The review should consider achievement of Board-approved goals and priorities, implementation of Board direction and policy, financial stewardship, risk management, organizational compliance, leadership, and the quality of advice and support provided to the Board.

- The review process shall be fair, appropriately documented, confidential, and shall include an opportunity for the CAO to provide self-assessment and comments before the review is finalized.
- The Board may assign the Chair, a committee, or an external advisor to support the review process, but final evaluation decisions remain with the Board.

4.7 The Board has exclusive authority to recruit, appoint, and, where necessary, dismiss the CAO, and to approve the terms and conditions of appointment, subject to applicable law, Board by-law, and any employment agreement.

4.8 Where a vacancy exists or is anticipated for the CAO role, the Board shall determine an appropriate recruitment and appointment approach.

4.9 Where an acting or interim appointment is required, the Board may appoint an Acting CAO and establish the scope, authority, term, and related conditions of that appointment.

5. Related Tools and Policies

- DRRSB By-Law No. 1
- DRRSB Strategic Plan
- DRRSB-CAO Employment Agreement