

Executive Limitations Policies

Each policy will receive its own unique number once governing board has completed this review.

Purpose of this quadrant of policies: To place constraints on the executive director that establish the boundaries within which all administrative activities and decisions must take place. The Executive Director is empowered to pursue any actions within the bounds of these limitations. Note: the use of negative language (“shall not”) is intentional and a critical part of Policy Governance. Limitations policies are not intended to tell the ED what to do, they are used to specify the concerns that are deemed important enough to state explicitly and monitor on a regular schedule to assess compliance. Therefore, avoid the use of phrases such as “shall not fail to” which is a prescription **for** a specific behavior rather than a behavior **prohibition**.

Global Executive Constraint

The Executive Director shall not cause or allow any practice, activity, decision, or organization circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices, enterprise-wide policies established by the state of Minnesota/Department of Commerce, or the organization’s mission and values.

Asset Protection

The Executive Director will not cause or allow the organization’s non-data assets to be unprotected, inadequately maintained, or unnecessarily exposed to risks. Accordingly, the Executive Director shall not:

Physical Assets

Deviate from the state’s facilities and equipment maintenance and replacement plan or allow agency materials to be stored or maintained unsafely or in a disorganized fashion.

Electronic and Information Assets

Allow intellectual property, information, software, and written or electronic files to be unprotected from loss, theft, ransom, or significant damage or operate with procedures or practices that do not meet relevant state and federal statutes and regulations and/or policies regarding security, privacy, intellectual property rights, or records retention.

Regular evaluation of needs

Allow for the ongoing commitment of services or equipment that are no longer needed.

Public Image

Endanger the organization's public image, credibility, or ability to accomplish its stated End Results.

Liability Exposure

Unnecessarily expose the organization, governing board, or staff to claims of liability.

Emergency Executive Director Succession

The Executive Director will not operate where their sudden loss of services could not be temporarily replaced competently or replaced in a manner that is untimely or causes excessive process-support delays and errors or risks the public image of the organization.

Conflicts of Interest

The Executive Director shall not operate or knowingly allow board members, staff or contractors to operate outside the boundaries of state statutes *(add appropriate citation(s))* and the board's [Conflict of Interest policy](#).

Treatment of External Organizations and Agencies

The Executive Director will not cause or allow conditions, procedures, or decisions with other trusted state entities, and health-related industry partners to be untimely, disrespectful, or uncollaborative. Accordingly, the Executive Director shall not:

Clear Expectations

Allow trusted external organizations, agencies, and stakeholders to be without access to information or resources explaining the PDAB's role, responsibilities, and scope of authority.

Requests for Support

Reject viable and strategically useful opportunities to establish mutually beneficial organizational relationships.

Resident and health care system stakeholder engagement

Seek to understand or identify potential or unintended consequences raised by residents or health care system stakeholders or limit the ability of residents or stakeholders to provide reasonable and appropriate input and comments through the venues or methods prescribed by the Board.

Engagement and Transparency

With respect to engaging individuals and stakeholders, the Executive Director shall not operate without a comprehensive approach to securing input from those impacted by potential PDAB decisions or in a manner that limits process transparency unnecessarily. Accordingly, the Executive Director shall not:

Resident engagement from disproportionately impacted communities

Make decisions or present decision-making material without making reasonable efforts to seek useful perspectives from residents.

Open and transparent deliberations

Foster an environment that conceals or attempts to conceal publicly available information or decision making from public transparency.

Cautions about sharing personal information in public setting

Allow residents to consider sharing personal information without having access to or acknowledging receiving adequate Tennessean warnings when required by law.

Meaningful input

Deny individuals or stakeholders who are experiencing the impacts of unaffordable prescription drugs opportunities to contribute meaningful input regarding the PDAB's discussions and actions to improve affordability.

PDAB process information

Operate without adequate public access to information that articulates the steps PDAB has taken or is taking to address affordability challenges of prescription drugs in Minnesota.

Communication and Support to the Board

The Executive Director will not cause or allow the Board to be uninformed or unsupported in its work. Accordingly, the Executive Director shall not:

Monitoring

Monitoring Data

Submit monitoring data required by the Board in an untimely, inaccurate, unclear, or incomplete fashion.

Noncompliance Communication

Allow the Board to be without timely alerts to any actual or anticipated noncompliance with any Executive Limitation policy.

Board Policy Compliance

Allow the Board to be uninformed of any actual or anticipated noncompliance with its own Governance Process and Board-Executive Director Delegation policies, including in the case of Board behavior that is detrimental to the working relationship between the Board and the Executive Director.

Information

Decision Information and Trends

Neglect to provide appropriate decision information required by the Board or make reasonable efforts to make the board aware of relevant trends.

Incidental Information

Neglect to provide appropriate information to the Board regarding any significant incidental events or activities such as threatened or pending lawsuits, public events hosted by the organization, and material internal and external changes.

Information Clarity

Present information in an unnecessarily complex or lengthy form or in a form that does not categorize the information as decisional, monitoring, educational, and incidental.

Adequate Information

Allow or foster a decision environment in which the Board operates without access to relevant information, perspectives, options, and analysis as is reasonable for well-informed Board decisions.

Communication

Communication Methods

Provide inadequate administrative support and communications to the Board, work groups, and officers.

Communication to the Full Board

Work with individual Board members instead of the full Board on official Board business except when fulfilling reasonable individual requests for information or responding to officers or committees as properly assigned by the Board.

Executive Limitations TBD

Drug Selection and Cost Review

Proprietary Information

Ongoing Financial Health

Financial Planning and Budgeting

Treatment of Staff