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Governing Document Rules And Approval Authority

Approval. Board of Directors, October 30, 2026 (Resolution 4).

Version. Registry edition 1.0.

Status. Approved.

Effective date. Effective upon adoption, October 30, 2026.

Record notes. Includes the complete rules for governing documents, prior written Board approval and delegated implementation.

Public registry edition. Substantive resolution, policy and exhibit text is preserved. Packet distribution markings, obsolete navigation and proposal labels are omitted. Restricted Board source records remain in the archive.

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RESOLUTION 4

Governing Document Rules And Approval Authority

WHEREAS, GFMN requires clear approval authority and consistent implementation of its governing documents, policies and approved organizational structure;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors:

1. Confirms The Decision Matrix. The Decision Matrix governs GFMN's internal approval and delegation responsibilities for these decisions. Staff and management shall follow its assigned approval routes. It operates within applicable law and the filed Articles and Bylaws; required member approvals remain protected.

2. Reserves Exclusive Board Policy Authority. Only the Board of Directors may establish, adopt, set or implement organizational policy. The Board acts collectively through recorded action and may expressly direct Officers and staff to carry out approved implementation tasks. Staff and first line management may recommend changes but shall not establish, amend, waive or impose any policy or organizational standard without prior written approval from the Board of Directors. Matrix rows 14 and 16 require Board approval for employee structures and personnel policy; required member approvals remain applicable.

3. Restricts Unilateral Organizational And Role Changes. Staff and first line managers shall not independently create, eliminate, retitle or restructure positions, alter approved reporting lines or core authority, or announce such changes as decided. Row 18 authority remains with designated executive management within the approved structure, budget and written delegation. It does not confer independent restructuring authority on program directors, coordinators, supervisors or team leads.

4. Controls Operational Documents. Policies and standards set mandatory requirements; SOPs and work instructions explain approved implementation, and guidelines offer recommendations. Management may authorize operational documents only within Board-approved policy and written delegations. No SOP, guideline, handbook, job description, email or meeting note may establish policy, impose an unapproved standard, alter roles or authority, or bypass required Board approval.

5. Requires Prior Written Board Approval. Prior written Board of Directors approval must identify the adopted text, scope, effective date and authorized implementation responsibilities. Before approval, no document may be implemented or enforced organization-wide, distributed as binding policy or announced as approved. Proposals must explain effects on people, reporting, budget and obligations. Silence, informal practice and staff votes do not constitute Board approval.

6. Assigns Implementation And Accountability. All Officers and the Interim Executive Director shall communicate these rules; the Secretary maintains the approved document register. Unauthorized instructions shall be reported and withheld from implementation pending review by the Board of Directors. Consequences follow the Code, law and applicable agreements. This resolution is effective upon adoption and does not ratify prior unauthorized changes. Any Matrix amendment requires member approval under row 23.

Authority: Decision Matrix rows 14, 16, 18, 23 and 32; GFMN Bylaws Section 5.3; Minn. Stat. Sections 317A.201, 317A.305 and 317A.351.