

Number: II 008
Subject: The Role of the Chair

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Policy Statement:

The work of the Chair is primarily to be the Chief Governance Officer of the Board, assuring the integrity of the board's process and, secondarily, occasionally representing the board to outside parties. The Chair is first among equals and accords no special privileges or knowledge over other members of the board.

Accordingly:

1. The job result of the Chair is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization:
 - a) meeting discussion content will be only those issues which, according to board policy, clearly belong to the board to decide, not the CEO
 - b) deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point.
2. The Chair is authorized to use any reasonable interpretation within topics covered by Board policies on Governance Process and Board-CEO Linkage, with the exception of:
 - a) employment or termination of CEO
 - b) where the board specifically delegates portions of this authority to others.
3. The Chair has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore the Chair has no authority to supervise or direct the CEO.
4. The Chair will set, in consultation with the Board, the agenda for the meetings of the Board of Trustees.
5. The Chair is empowered to chair board meetings with all the commonly accepted power of that position (e.g.: ruling, recognizing) and will work constructively towards achieving consensus when arriving at decisions.
6. The Chair is empowered to assign trustees to Board committees and, at the request of the CEO, staff operating committees taking into account the need for trustee work to be proportioned fairly and the need for trustee experience and development to be fostered.
7. The Chair may represent the board to outside parties in announcing board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.

8. The Chair will ensure that there is an orientation to the organization and work of the Board of Trustees, with any new CEO or staff assigned to support the Board.
9. The Chair, with the support of trustees, will ensure a continuity of work of the Board of Trustees by ensuring files of all Board correspondence and process/procedures are maintained.
10. The Chair must select the recipient of the Chair's award.
11. The Chair may delegate its authority to another trustee, but remains accountable for its use.
12. The Chair will monitor and authorize the expenses of trustees
13. The Chair will monitor and authorize the personal expenses of the CEO and will report annually to the Board on this monitoring.