

Sample Board Chair Role Description

Note: The following is intended to be an example that boards should adapt to meet their individual needs.

Role of the Chair

The board chair is the leader of the board. The board chair is responsible for:

- Ensuring the integrity and effectiveness of the board's governance role and processes.
- Presiding at meetings of the board, the board's Executive Committee, if the board has one, and the board's Executive Performance and Compensation Committee
- Representing the board within the hospital and the hospital in the community.
- Maintaining effective relationships with board members, management and stakeholders.

Responsibilities

Board Governance

The board chair ensures the board meets its obligations and fulfills its governance responsibilities. The board chair oversees the quality of the board's governance processes including:

- Ensuring that the board performs a governance role that respects and understands the role of management.
- Ensuring that the board adopts an annual workplan and objectives that are consistent with the hospital's strategic directions, mission and vision.
- Ensuring that the work of the board committees is aligned with the board's role and annual work plan and that the board respects and understands the role of board committees and does not redo committee work at the board level.
- Ensuring board succession by ensuring there are processes in place to recruit, select and train directors with the skills, experience, background and personal qualities required for effective board governance.
- Ensuring that the board and individual directors have access to appropriate education.
- Overseeing the board's evaluation processes and providing constructive feedback to individual committee chairs and board members as required.
- Ensuring that the board's governance structures and processes are reviewed, evaluated, and revised from time to time.

Presiding Officer

The chair is the presiding officer at board meetings and meetings of the committees specified above. As the presiding officer, the chair is responsible for:

- Setting agendas and ensuring matters are dealt with to appropriately reflect the board's role and annual work plan. The board chair consults with the CEO and where possible develops the agenda at least 10 days prior to a meeting.

- Ensuring that meetings are conducted according to applicable legislation, hospital by-laws, and the hospital's governance policies.
- Facilitating the business of the board, including preserving order at meetings.
- Encouraging input and ensuring that both sides of a debate or discussion are heard.
- Encouraging all directors to participate and controlling dominant members.
- Facilitating decision-making.
- Ensuring relevant information is made available in a timely manner and that external advisors are available to assist as required.
- Ruling on procedural matters during meetings.

Representation

- The chair is the official spokesperson for the board.
- The chair represents the hospital in the community and to its various stakeholders.
- The chair represents the board within the hospital, attending and participating in events as required.
- The chair represents the board in dealings with government and regulatory authorities.

Relationships

The board chair facilitates relationships with, and communication among, board members and between board members and senior management.

The chair establishes a relationship with individual directors, meeting with each director at least once a year to ensure that each director contributes his/her special skill and expertise effectively.

The chair provides assistance and advice to committee chairs to ensure committee chairs understand board expectations and have the resources that are required for performance of their work.

The chair maintains a constructive working relationship with the CEO, providing advice and counsel as required.

- The chair works with the CEO to ensure he or she understands board expectations.
- The chair ensures that CEO annual performance objectives are established and an annual evaluation of the CEO is performed.

Other Duties

- The chair performs such other duties as the board determines from time to time.

Skills and Qualifications

The board chair will possess the following personal qualities, skills, and experience:

- All of the personal qualifications required of a board member
- Proven leadership skills
- Good strategic and facilitation skills, ability to influence and achieve consensus

- Ability to act impartially and without bias
- Tact and diplomacy
- Ability to communicate effectively
- Political acuity
- The time to build strong relationships between the hospital and stakeholders
- A trusted advisor relationship with CEO and other board members
- Served at least three years as a member of this board
- Outstanding record of achievement in one or several areas of skills and experience used to select board members

Term

The board chair will serve an initial term of two years, renewable for an additional term at the discretion of the board.

Amendment

This role description may be amended by the board.

Approval Date:

Last Review Date: