

## Responsibilities of Board Chair Policy

**Policy Type:** Governance Process

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### 1. Role of the Chair

The Chair is the leader of the Board, and is responsible for:

- a) Ensuring the integrity and effectiveness of the Board's governance role and processes through leadership, modeling of good governance and invitation for full Board participation;
- b) Presiding at meetings of the Board;
- c) Representing the Board within the College and to its external stakeholders; and
- d) Maintaining effective relationships with Board members, management and partners.

### 2. Responsibilities

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

- a) Ensuring that the Board performs a governance role that respects and understands the role of management;
- b) Ensuring that the Board adopts an annual work plan (see Board Terms of Reference) that is consistent with the College's strategic directions, mission and vision;
- c) Ensuring that the work of 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;
- d) Ensuring Board succession by making sure there are processes in place to recruit, select and train governors with the skills, experience, background and personal qualities required for effective Board governance;
  - e) Ensuring that the Board and individual governors have access to appropriate education;
  - f) Overseeing the Board's evaluation processes, and providing constructive feedback to individual Committee chairs and governors as required;
  - g) Ensuring that the Board's governance structures and processes are reviewed, evaluated, and revised from time to time;
  - h) Assisting the President to secure strategic partnerships and College funding essential to the operation and advancement of the College;
  - i) On behalf of the Board, having primary supervisory responsibility for the President, together with an obligation to report to the Board and/or the Executive Committee;
  - j) Signing such contracts, documents or instruments in writing as require their signature; and
  - k) Be evaluated annually as part of the Board's annual evaluation process and demonstrate a commitment to continuous improvement in their effectiveness as Chair.

### **3. Presiding Officer**

The chair is the presiding officer at Board meetings. As the presiding officer, the chair is responsible for the following:

- a) During meetings:
  - Setting agendas for Board meetings (in collaboration with the President and Board Secretary), and ensuring matters that are dealt with at Board meetings appropriately reflect the Board's role and annual work plan;
  - Ensuring that meetings are conducted according to applicable legislation, by-law and the Board's governance policies and rules of order;
  - Facilitating and forwarding the business of the Board, including reserving order at Board meetings;
  - Encouraging input and ensuring that the Board hears all sides of a debate or discussion;

- Encouraging all governors to participate, and controlling dominant governors;
  - Facilitating the Board in striving to reach consensus;
  - Ensuring relevant information is made available to the Board in a timely manner, and that external advisors are available to assist the Board as required;
  - Ruling on procedural matters during meetings;
  - Managing the meeting to stay on time and on topic;
  - Maintaining good focus of discussion;
  - Setting the stage and providing context or additional information;
  - Maintaining appropriate neutrality;
  - Expressing their perspective without trying to persuade people to subscribe to it;
  - Being fair to everyone;
  - Identifying and summarizing key points of consensus;
  - Being familiar with rules of procedures (Roberts Rules of Order); and
  - Being adept at resolving conflicts.
- b) Between meetings
- Ongoing communication with the President;
  - Plan the agendas for Board meetings with the President and Board Secretary and review of anticipated Board materials as appropriate or requested;
  - Keep Board members informed of significant matters between meetings;
    - Speak to Governors if their behaviours are unproductive; provide coaching to Governors re boardroom performance;
    - Be available to other Governors, as required;
    - Attend Committee meetings where possible; and
  - Represent the Board in dealings with government and other stakeholders.

## 4. Representation

- a) Acting as the official spokesperson for the Board, unless otherwise delegated;
- b) Representing the College in the community and to its various stakeholders;
- c) Representing the Board within the College, attending and participating in events as required; and

- d) Representing the Board in dealings with key stakeholders, as required.

## **5. Professional Development**

- a) Developing a good working knowledge of rules of procedure; and
- b) Maintaining a general awareness of evolving governance trends and best practices;

## **6. Relationships**

- a) Facilitating relationships with, and communication among, governors and between governors and the President;
- b) Establishing relationships with individual governors, communicating with each Governor at least once a year to ensure that they contribute their special skills and expertise effectively;
- c) Providing assistance and advice to Committee chairs, ensuring Committee chairs understand Board expectations and have the resources that are required for performance of their terms of reference; and
- d) Maintaining a constructive working relationship with the President, providing advice and counsel as required. In particular:
  - i. Working with the President to ensure they understand Board expectations; and
  - ii. Ensuring that the President's annual performance objectives are established, and that an annual evaluation of the President is performed.

## **7. Other Duties**

Performing such other duties as the Board determines from time to time.

## **8. Skills and Qualifications**

The Chair will possess the following qualities, skills, and experience:

- Proven leadership skills;
- Excellent strategic and facilitation skills; proven ability to influence and achieve consensus;
- Proven ability to act impartially and without bias, and display tact and diplomacy;

- Effective communication skills;
- Political acuity;
- The time to continue the legacy of building strong relationships between the College and its stakeholders;
- Ability to establish trusted advisor relationships with the President and other Board members;
- Governance and Board level experience; and
- Outstanding record of achievement in one or several areas of skills and experience used to select Board members.

## **9. Term**

The Chair will serve a two year term. If a Governor remains on the Board after serving as Chair, they will be considered Past Chair.

## **10. Responsibilities of Vice-Chair**

The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as may be determined by the Board from time to time, including serving as the chair of a Committee. The Vice-Chair can expect to be mentored