



Home > Policies & Procedures > Administrative Documents > Board Policies > Position Description for the Board Chair

**Disclaimer:** the information contained in this document is for educational purposes only. Any PRINTED version of this document is only accurate up to the date of printing. Always refer to the Policies and Procedures Intranet site for the most current versions of documents in effect.

<b>POLICY</b>	<b>Manual:</b> Administrative	<b>Section:</b> V-A Board of Directors	<b>Code No.:</b> V-A-8	<b>Old Code No.:</b>
<b>Title:</b> Position Description for the Board Chair			<b>Original Effective Date:</b> Jun 30, 2011	
			<b>Review/Revised Effective Date:</b> Sep 29, 2024	
			<b>Next Review Date:</b> Jul 01, 2024	
<b>Cross Index:</b>	<b>Authoring Committee/Program/Dept:</b> Governance and People Committee		<b>Approved By:</b> Board of Directors	

This Policy supplements Article 9 of the Corporate By-laws related to the Chair.

**Role Statement**

The Chair, working collaboratively with the Chief Executive Officer ("CEO"), provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties.

The Chair co-ordinates the activities of the Board in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and CEO, and the Board and Chief of Staff.

The Chair ensures that all matters relating to the Board's mandate are brought to the attention of, and discussed by, the Board.

**Responsibilities**

- ◆ **Board Meetings:**
  - Establish the Board meeting agenda, in collaboration with the CEO, ensuring that it is aligned with the Board's roles and responsibilities and annual Board goals and preside over Board meetings.
  - Ensure that Board meetings are effective and efficient for the performance of governance work. Refer to Board policies in guiding discussions in order to support the Board's decision-making and monitoring roles.
  - Ensure that a schedule of Board and Board Standing Committee meetings is prepared annually.
- ◆ **Direction:**
  - Serve as the Board's central point of official communication with the CEO and Chief of Staff concerning both Board policy direction and decisions and matters of interest/concern to individual Directors
  - Guide and counsel the CEO and Chief of Staff on the Board's expectations and concerns.
  - In collaboration with the CEO, develop the standards and format for reporting by Board Standing Committees and the senior management team to ensure that the Board has appropriate information to make informed decisions and fulfill its monitoring role.
- ◆ **Performance Appraisal:**
  - With the Governance and People ("GAP") Committee lead the Board in monitoring and evaluating the performance of the CEO and Chief of Staff through an annual process as outlined in the Board policies on "CEO Performance Evaluation" and "Chief of Staff Performance Evaluation."
- ◆

- **Work Plan:**
  - With the assistance of the CEO and the GAP Committee, ensure that a work plan is developed and implemented for the Board that includes annual goals for the Board and embraces continuous improvement.
- **Committee membership:**
  - Serve as an *ex officio* member of all other Board Standing Committees.
- **Representation:**
  - Ensure that the Board is appropriately represented at corporate functions, at governance functions within the LHIN, at other official functions and to the public at-large.
  - Serve as the Board's exclusive contact with the media, unless otherwise delegated.
- **Reporting:**
  - Report regularly and promptly to the Board on issues that are relevant to its governance responsibilities.
- **Board Conduct:**
  - Set a high standard for Board conduct and enforce policies and by-laws on Director conduct.
- **Mentorship:**
  - Serve as a mentor to other Directors.
  - Ensure that all Directors contribute fully.
  - At the request of the GAP Committee, address issues associated with underperformance of individual Directors.
- **Succession Planning:**
  - Ensure succession planning occurs for the CEO, the Chief of Staff and the Board. For succession at the Board level, six months prior to the change in the Board Chair, the Board Chair leads the orientation of the incoming Board Chair, including inclusion in relevant Board sub-committees and discussions with the CEO, Chief of Staff and other relevant stakeholders as needed.

#### **Skills, Attributes and Experience**

The Chair will demonstrate the following skills, attributes and experience:

- all of the personal attributes required of a Director
- leadership skills
- strategic and facilitation skills
- ability to effectively influence and build consensus within the Board
- ability to establish a trusted advisor relationship with the CEO, Chief of Staff and other Directors
- ability to make the necessary time commitment and required flexibility in work schedule to meet the requirements of this leadership role
- ability to communicate effectively with the Board, the senior management team, the Ministry, the LHIN and the Community
- record of achievement in one or several areas of skills and expertise required within the Board