

**Revised (R) / Reconfirmed (RC) Dates**

July 2008 (rc), Nov 2012 (r), April 2013 (r), Nov 2022 (r)

**POLICY**

The Board Chair is the leader of the Board. The Chair's roles are to: ensure the integrity and effectiveness of the Board's governance role and processes; preside at meetings of the Board and members; represent the Board within the Corporation and the Corporation to its Stakeholders; and maintain effective relationships with Directors, management and Stakeholders.

**PURPOSE**

This policy details the roles and responsibilities of the Chair, describes requisite skills and qualifications and establishes terms of office.

**PROCEDURES**
**1. Responsibilities**

- a. Board Governance: the Chair ensures the Board meets its obligations and fulfils its governance responsibilities. The Chair oversees the quality of the Board's governance processes including:
  - Ensuring the Board performs a governance role respecting and understanding the role of management;
  - Ensuring the Board adopts an annual work plan consistent with the corporation's strategic directions, mission and vision;
  - Ensuring the work of Board committees is aligned with the Board's role and annual work plan and the Board respects and understands the role of Board committees and does not redo committee work at the Board level;
  - Ensuring Board succession by confirming there are processes in place to recruit and select directors with the skills, experience, background and personal qualities required for effective Board governance and reflecting the community and the Corporation's commitment to diversity and inclusion;
  - Assisting in the recruitment of Vice-Chairs(s);
  - Mentoring Vice-Chair(s);
  - Ensuring incoming directors receive an orientation to the Corporation and Board;
  - Ensuring 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 directors as required;

- Actively seeking feedback on his or her own performance as Chair;
- Modeling, articulating and upholding rules of conduct set out in Board by-laws and policies. Intervening if Directors are viewed as non-compliant with conflict-of-interest, confidentiality and other Board policies; and
- Ensuring Board policies, including governance structures and processes, are reviewed, evaluated and revised (if required) at least every four years or more frequently if necessary.

b. Presiding Officer: the Chair is the presiding officer at Board and members' meetings. As such, the Chair is responsible for:

- Setting agendas for meetings of members;
- Setting agendas for Board meetings and ensuring they appropriately reflect the Board's role and annual work plan;
- Ensuring meetings are in compliance with applicable legislation, by-laws and the Board's governance policies;
- Facilitating and moving Board business forward, including preserving order at Board meetings;
- Encouraging input and ensuring the Board hears all sides of a debate or discussion;
- Encouraging all Directors to participate and controlling dominant Directors;
- Guiding prudent decision-making;
- Facilitating the Board in reaching 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; and
- Ruling on procedural matters during meetings.

c. Representation: The Chair:

- Is an ex-officio member of all Board Committees;
- Is the official spokesperson for the Board;
- Represents the Corporation in the community and to its various Stakeholders;
- Reports on behalf of the Board to members at each annual meeting of members;
- Represents the Board within the Corporation, attending and participating in events as required; and
- Represents the Board in dealings with key Stakeholders, as required.

d. Relationships: The Chair:

- Facilitates relationships with, and communication among Directors and between Directors and senior management;
  - Establishes a relationship with individual Directors, meeting with each Director at least annually to ensure that each Director contributes his/her special skills and expertise effectively;
  - Provides assistance and advice to committee chairs to ensure they understand Board expectations and have the resources required for performance of their committee's terms of reference; and
  - Maintains a constructive working relationship with the CEO and COS providing advice and counsel as required. In particular:
    - works with the CEO and COS to ensure they understand Board expectations; and
    - ensures CEO and COS annual performance objectives are established, and an annual evaluation and compensation review of the CEO and COS is performed.
- e. Other Duties: The Chair performs such other duties as the Board determines from time to time

## 2. Skills, Qualifications and Expectations:

The Chair will have the following qualities and experience

- Proven leadership skills;
- Recognized strategic and facilitation skills, including an ability to influence and achieve consensus;
- Ability to act objectively, without bias and display tact and diplomacy;
- Effective communicator;
- Political acuity;
- Demonstrated involvement in the community;
- Sufficient time and ability to provide leadership to the Corporation, and to build strong relationships between the Corporation and Stakeholders;
- Ability to establish trusted advisor relationships with CEO and COS and other Directors;
- Governance and Board-level experience in the health sector;
- Understanding and appreciation of quality improvement and patient safety; and
- Outstanding record of achievement in at least one of the areas of skills and experience used to select Directors

3. Term: The Chair will serve a term of one year, renewable annually at the discretion of the Board to a maximum of three years.

