

*This is a policy in the form of a formal position description. It is a critically important one in clarifying the role and the authority of the chair of the board. The work of the chair is often misunderstood or the victim of unstated assumptions. One's incorporating bylaws are seldom clear enough on this subject and sometimes suggest, mistakenly perhaps, that the position is an authoritative and/or gatekeeping one. The functions of the board chair deserve regular review to ensure there is a shared understanding and that it is consistent with the current needs of the organization.*

## Board Chair (or President)

The Board chair is the most important board position. First and foremost, the chair is responsible for the functioning of the board, not the organization. Indeed, the chair serves, and is accountable to, the board of directors of the Association.

### Authority

- The chair has no formal authority to direct the board or the affairs of the Association, including the work of the Executive Director, unless otherwise decided.
- Like other board members, the chair is entitled to make motions and vote on matters before the Association.
- The chair may not, on behalf of the Association, enter contracts without the knowledge and approval of the board.
- The chair may be an authorized to sign cheques and other contractual documents on behalf of the organization.

### Time Commitment:

- Ten hours month (board meetings, preparing for board meetings, special events)<sup>1</sup>

### Term of Office:

- Two-year term, renewable once. This term will normally follow at least one term as a board member at large.<sup>2</sup>

### Responsibility

In being primarily responsible for the effective functioning of the board in its role of governing the Association, the chair will be expected to

- Participate, in collaboration with the Executive Director, in the preparation of the board's meeting agendas<sup>3</sup>
- Facilitate all meetings of the board of directors
- Remind board members, when needed, of their responsibilities under the conflict of interest and code of conduct policies
- Coaching the members of the board
- Ensuring there is a process to evaluate the Executive Director and the effectiveness of the board
- Serving as spokesperson, together with the Executive Director, for the Association
- Ensuring communication with members of the board of matters relevant to the work of the board
- Preparing for and chairing the annual general meeting (AGM)
- The preparation of an annual statement from the board (board or governance report) for presentation at the AGM and inclusion in the annual report

### ***Secondary Duties***

The chair may, with greater regularity than other members of the board:

- Prepare recommendations for board consideration
- Represent the Association at community meetings and events

### ***Other Duties***

- Recognizing that the chair's role is a voluntary one, the board may formally authorize the chair to take on additional duties only if they do not interfere with any of the above.

### **Ex officio Status**

- To ensure effective communication, the chair will be an ex officio member of all governance committees and may attend their meetings when needed.<sup>4</sup>

### **Qualifications**

The chair must have:

- A commitment to, and a clear understanding of the mission of the organization
- Knowledge of meeting procedures, governance policies and the by-laws of the Association
- Sufficient time to devote to their primary duties

### **Development & Evaluation**

- The board shall be consulted, at least yearly, on its expectations of the chair and any current organizational priorities that ought to be reflected in the conduct of the role. The Chair may also solicit such feedback at any time, or it may be part of the board’s own self-evaluation.

### **Resignation and Removal of Chair**

- If resigning the position prior to the completion of its term the chair should provide the board with adequate notice for it to find a replacement if one is not readily available.
- The chair is bound by the standards set for all directors and by this policy. Unless otherwise indicated in the bylaws, the chair may be removed by the Board provided there has been advance notification of such a motion and where the resolution is duly moved and seconded and passed by a majority of directors present.<sup>5</sup>

*Note: This sample policy may be freely used and adapted by a non-profit organization without acknowledgement of the source.*

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<sup>1</sup> It is often useful to set some expectations of the chair’s time commitment including the more invisible work that takes place outside of board meetings. Primarily this work will involve meetings with the executive director focusing on key governance/leadership items. Unless the ED is new, or the organization is experiencing some difficulties, where a board meets monthly (ten times a year) a once-a-week conversation with the ED should be more than enough. The list of chair duties might well include “Meet regularly with the Executive Director”. It can be helpful to set some expectations around board chair – ED communication between board meetings. Such boundaries will be helpful to both parties. The chair may be consulted by the ED outside of their role as chair if, as a director, the person has special expertise.

<sup>2</sup> A two-year term for a board chair ought to be a minimal requirement. Once board chair’s term has ended, the person may return to the board if there is some remaining time in the person’s initial term as a director. Alternatively, some organizations have a Past-Chair as a particular director post.

<sup>3</sup> In terms of the board chair – ED meetings, the planning of board meetings should always be a key item of discussion. In part this will include agreeing on what items need to come before the board and what are items, because they are operational in nature, would not. Sometimes there is no clear dividing line.

<sup>4</sup> The policy makes no mention of an executive committee although participation on one could be added to the primary duties. This committee might have responsibility for the evaluation of the Executive Director.

<sup>5</sup> The wording around the removal of the chair can vary. It is up to the board to decide if advance notice of a motion such as this is needed and whether a simple majority of directors present is sufficient to confirm such action.