



# Board Chair Position Description

## ACCOUNTABILITY

- ┆ The chairperson serves and is accountable to the Board of Directors of the Association.

## AUTHORITY

- ┆ The chairperson has no formal authority to direct the board or the affairs of the Association, unless otherwise authorized. 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 into contracts without the knowledge and approval of the board and/or the Executive Committee of the board (including the CEO).

## TIME COMMITMENT

- ┆ Ten hours per month (board meetings, preparing for board meetings, attending special events etc.).

## TERM OF OFFICE

- ┆ Two year term, renewable once

## RESPONSIBILITY

- ┆ The chair is, first and foremost, responsible for the effective functioning of the board in its role of governing the Association. All other duties are secondary.

### *Primary Duties:*

In addition to the duties of every board member, the chair is responsible for:

- ┆ Participating in the preparation of the board's meeting agenda
- ┆ Chairing all meetings of the board of directors
- ┆ Reviewing meeting minutes
- ┆ Enforcing rules of conduct as they apply to the board and its individual members
- ┆ Coaching members of the board
- ┆ Ensuring there is a process to evaluate the effectiveness of the board
- ┆ Serving as spokesperson, together with the CEO, for the Association
- ┆ Ensuring full and timely communication with members of the board
- ┆ Ensuring the effectiveness of governing committees
- ┆ 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
- ┆ Co-signing contracts on behalf of the Association

### *Secondary duties*

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

- ┆ Prepare recommendations for board consideration
- ┆ Prepare recommendations for changes to by-laws
- ┆ Be available to the CEO for consultation purposes<sup>1</sup>
- ┆ 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.

## **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 by-laws of the Association
- ┆ Sufficient time to devote to his/her primary duties

## **DEVELOPMENT & EVALUATION**

- ┆ The chair shall regularly consult the board on their expectations of the chair's role and assess his/her strengths and areas for improved effectiveness.

## **REMOVAL OF CHAIR**

- ┆ Unless otherwise indicated in the by-laws, the chair may be removed by a special resolution of the board for which advance meeting notification has been given to all directors, and where the resolution is duly moved and seconded and passed by a majority of directors present.

<sup>1</sup>The chair's role might include coaching the CEO, especially a new one, on governance matters (the board-CEO relationship). Given that this role may be dependent on the personalities and organizations involved, incorporating this responsibility into a job description may not be advisable.

This publication is adapted for the Institute of Corporate Directors with the permission of E. Grant MacDonald. A similar version is found on his website [www.governinggood.ca](http://www.governinggood.ca) and was previously found on the website of the Dalhousie University College of Continuing Education.

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