

## **Board Chair - Role & Responsibilities**

**In broad terms**, the Chair is responsible for the effective functioning of the Board of Directors in its role in governing the association, which includes:

- presiding over meetings of the Board;
- presiding over and delivering the report of the Board to the Annual General Meeting;
- ensuring the Board successfully fulfils its purpose and responsibilities;
- building board unity, solidarity and trust; and
- demonstrating integrity and ethical leadership.

The Chair is also responsible for:

### **During Board Meetings:**

- Running the meeting according to the association's procedures/bylaws and the rules of order;
- Ensuring orderly deliberation and decision-making;
- Encouraging participation and ensuring individual directors do not dominate discussions and that others fully engage in the deliberations; and
- Guiding the Board in carrying out its responsibilities.

### **Between Board Meetings:**

- Maintaining open lines of communication with directors between meetings;
- Reviewing and ensuring the completeness of board agendas, minutes and board packages in conjunction with the CEO;
- Monitoring the performance of individual board members, and providing coaching, mentoring, and possibly discipline;
- Serving as a member of the Executive, Nominating and Governance Committees; and
- Speaking on behalf of the Board as required.

### **Interactions with Management:**

- Being the Board's central point of official communication with the CEO;
- Acting as a sounding board and counsel for the CEO;
- Bringing forward any issues, suggestions or concerns that the Board may have with the CEO or members of senior management (these usually arise out of in-camera/executive sessions); and
- Ensuring management provides the board with sufficient and appropriate information so directors are properly informed on matters of substance.