

**Policy Type:** Governance Process (GP)

**Policy No.:** GP 05

**Policy Title:** Chair's Role

**Date Originated:**

**Date Last Reviewed/Revised:** May 2023

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## 1. POLICY STATEMENT

The Chair, a specially empowered member of the Board, ensures the integrity of the Board's process and secondarily, represents the Board, as authorized by the Board, to outside parties.

## 2. POLICY ELEMENTS

1. The Chair's job is to ensure that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
  - a. Agendas and discussion content will ordinarily only include those issues, which, according to Board policy, clearly belong to the Board to decide or to monitor.
  - b. Information that is not for either monitoring performance or making Board decisions will be avoided or minimized and always noted as such.
  - c. Deliberations will be fair, open and thorough, but also timely, orderly and kept to the point.
2. The authority of the Chair consists in making decisions that fall within the topics covered by Board policies on Governance Process and Board-CEO Delegation, with the exception of: employment or termination of the CEO; or where the Board specifically delegates portions of this authority to others.

3. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.
  - a. The Chair is empowered to chair Board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).
  - b. The Chair has no authority to make decisions within Ends and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the CEO in these areas.
  - c. The Chair may represent the Board to outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the areas delegated to the Chair.
  - d. The Chair may delegate this authority but will remain accountable for its use.
4. The Chair's duties during meetings are outlined in the Board's Bylaws.