

## BOARD MANUAL

<b>SUBJECT: Role Description for Chair of the Board</b>	<b>NO.: 2-A-20</b>
<b>SECTION: Structure, Roles and Responsibilities</b>	
<b>APPROVED BY: Board of Directors</b>	<b>DATE: June 28, 2023</b>

### Role of the Board Chair

The Board Chair is the leader of the Board. The Board Chair is responsible for:

- Ensuring the integrity and effectiveness of the Board's governance role and processes
- Presiding at meetings of the Board and Corporation
- Representing the Board within the Hospital and the Hospital in the community
- Maintaining effective collegial relationships with Board members, management, and stakeholders

### Responsibilities

#### Board Governance

The Board Chair ensures the Board meets its obligations and fulfills its governance responsibilities. The Board Chair oversees the quality of the Board's governance processes including:

- Ensuring that the Board performs a governance role that respects and understands the role of management
- Ensuring that the Board adopts an annual work plan that is consistent with the Hospital's strategic directions, mission and vision
- Ensuring that the actions of the Board are in accordance with the Corporation's goals and priorities and the Board's own goals
- Ensuring that the work of the Board committees is aligned with the Board's role and annual work plan and that the Board respects and understands the role of Board committees and does not redo committee work at the Board level
- Reporting regularly and promptly to the Board, issues that are relevant to its governance responsibilities
- Leading the adoption of 'best practices' in corporate governance
- Meeting proactively with all Board members and seeking their feedback on management performance, Board and committee effectiveness and other matters
- Providing constructive feedback from the Board's evaluation processes to individual committee Chairs and Board members
- Intervening when necessary in instances involving breaches of the rules of conduct
- Ensuring that the Board removes Directors from the Board who are not discharging their responsibilities in an appropriate manner
- In conjunction with the Executive Committee and the full Board, leading a formal evaluation of the Chief Executive Officer's and Chief of Staff's performance at least annually

- Ensuring new committee Chairs receive orientation

### **Presiding Officer**

As the presiding officer at Board and Corporation meetings, the Chair is responsible for:

- In collaboration with the CEO and committee Chairs, setting a schedule and agendas for Board meetings that reflect the Board's role and annual work plan
- Ensuring that meetings are conducted according to applicable legislation, Hospital By-laws, and the Hospital's governance policies and procedural rules of order
- Facilitating and forwarding the business of the Board, ensuring that meetings are effective and efficient for the performance of governance work
- Encouraging input and ensuring that the Board hears all sides of a debate or discussion in conjunction with the CEO, 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
- Conducting regular sessions of independent directors and reporting the results of such meetings to the CEO and COS as appropriate

### **Representation**

The Board Chair:

- Is the official spokesperson for the Board
- Represents the Corporation at public or official functions
- Represents the Board in dealings with government and regulatory authorities
- Reports at each annual meeting of the members
- Represents the Board within the Hospital, attending and participating in Hospital events as required

### **Relationships**

The Board Chair:

- Serves as the Board's central point of official communication with the CEO
- Maintains a collaborative working relationship with the CEO and Chief of Staff, providing advice and counsel as required
- In conjunction with the CEO, facilitates the effective and transparent interaction of Board members and management
- Provides assistance and advice to committee Chairs on governance and other matters
- Establishes a relationship with individual directors, meeting with each director at least once a year to ensure that each director contributes his/her special skill and expertise effectively

### **Relationships**

The Board Chair:

- Is accountable for the Hospital's overall compliance with the Freedom of Information and Protection of Privacy Act (FIPPA)
- Ensures the Hospital responds to Freedom of Information (FOI) requests in compliance with FIPPA
- Ensures that personal information is collected, used, disclosed, retained, and disposed of in accordance with FIPPA
- Is authorized to delegate powers and duties conferred by FIPPA to one or more officials of the Hospital, recognizing that the Chair remains ultimately accountable

## **Freedom of Information and Protection of Privacy<sup>i</sup>**

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## **Other Duties**

The Board Chair:

- Ensures through the Board committees the appropriateness and quality of the Corporation's organizational performance reporting and benchmarking
- Ensures that the Board monitors agreed upon performance indicators at regularly scheduled Board meetings
- Serves as a member of the Executive Committee; is an ex officio member of all other committees of the Board
- Performs such other duties as the Board determines from time to time

## **Skills, Attributes and Experience**

The Board Chair will possess the following personal qualities, skills, and experience:

- All of the personal attributes required of a Board Director
- Leadership skills
- Facilitation skills
- Political acumen
- Ability to effectively build consensus within the Board
- Ability to communicate effectively with the Board, the management team, the Ministry of Health, other stakeholders and the community
- Must have the time and flexibility in schedule to meet the requirements of this leadership role

## **Appointment and Term**

The Board Chair is elected by the Board of Directors on the recommendation of the Governance Committee for a one-year term. In accordance with Corporation's Corporate By-law Article 8.2, no Director may serve as Chair for more than two consecutive years except as provided in Article 8.2 (c) (ii).

The Board Chair is an ex officio member of all Board committees and sub-committees, except the Medical Advisory Committee. When present at a committee or sub-committee meeting, the Chair may be counted toward quorum.

<b>DEVELOPED: February 23, 2011</b>		
<b>REVISED/REVIEWED:</b>		
November 28, 2012	November 30, 2016	September 25, 2019
April 28, 2021	Click or tap to enter a date.	Click or tap to enter a date.
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<sup>i</sup> See FIPPA Delegation of Duties policy (Board Policy 2-D-12)