

**Approval Authority:** Board of Governors**Last Approved:** April 19, 2013**Administrative Responsibility:** President**Next Review:** 2024-2025

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**Board Governance Policies****5.1 Governance Process****C. Board Chair's Role****POLICY**

The job "product" of the Chair is, primarily, the integrity of the Board's process and, secondarily, representation of the Board when required to outside parties. The Chair is the only Board member authorized to speak for the Board (beyond simply reporting Board decisions), other than in rare and specifically authorized instances.

1. The job output of the Chair is that the Board behaves consistent with its own rules, governance policies, and Bylaws, and those requirements imposed upon it by the College and Institute Act and other relevant legislation.
  - i) Meeting discussion content will only be those issues which, according to Board policy, clearly belong to the Board to decide, to monitor, or (for the Board's development) to learn about.
  - ii) Deliberation will be fair, open and thorough, but also efficient, 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 - President Relationship, except where the Board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.
  - i) The Chair is empowered to chair Board and Executive Committee meetings with all the commonly accepted power of that position (e.g. ruling, recognizing) consistent with the Board's Bylaws and governance policies.
  - ii) The Chair is responsible for determining, in collaboration with the President, the Board agenda.
  - iii) The Chair, Vice Chair, or delegate has responsibility for signing such contracts, documents or instruments that require his or her signature.
  - iv) The Chair will ensure periodic review of the Board's performance based on self-evaluation of Board functioning and effectiveness.

- v) The Chair has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the President.
- vi) From time to time, the Chair may also serve as a nonpartisan colleague with whom the President can discuss issues, problems, concerns which may be sensitive or confidential in nature.
- vii) The Chair may represent the Board to outside parties in announcing Board - stated positions and in stating Chair decisions and interpretations within the area delegated to him or her.
- viii) The Chair has a distinct role in addressing the ethical conduct of Board members (see **1.3 Code of Conduct and Ethical Conduct** Board Bylaw).

3. In the absence of the Chair, the Vice-Chair will assume these responsibilities.

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