

RESPONSIBILITIES OF THE CHAIR AND VICE-CHAIR OF THE BOARD OF GOVERNORS**Date of last revision:** June 26, 2015**Date of last review:** May 10, 2017**Board Approved:** June 16, 2022

POLICY**RESPONSIBILITIES OF THE CHAIR OF THE BOARD OF GOVERNORS (the Chair)**

1. Position Description

The Chair is responsible for assuring the integrity and fulfillment of the Board's process, through leadership, modeling of good governance and invitation for full Board participation.

2. The Chair shall:

- 2.1. Preside at Board meetings
- 2.2. Foster teamwork among Governors, solve problems and resolve conflict
- 2.3. Ensure that the Conflict of Interest policy is followed
- 2.4. Represent and speak on behalf of the Board when official representation is required
- 2.5. Support and counsel the President & CEO as required, through a collegial partnership
- 2.6. Assist the President & CEO to secure strategic partnerships and College funding essential to the operation and advancement of the College
- 2.7. Ensure ongoing feedback and annual performance reviews of the President & CEO based on agreed upon institutional and personal goals and objectives
- 2.8. On behalf of the Board, have primary supervisory responsibility for the President & CEO, together with an obligation to report to the Board and/or the Human Resources Committee
- 2.9. Prepare, in collaboration with the President & CEO and the Senior Executive Assistant to the Board of Governors (EA), the agenda for Board meetings and "*Board Highlights*" following each Board meeting
- 2.10. Sign such contracts, documents or instruments in writing as require signature
- 2.11. Communicate Board stated positions and decisions, represent and speak on behalf of the Board when official representation is required
- 2.12. On behalf of the Board, cultivate and maintain an effective working relationship with the responsible Minister
- 2.13. Be evaluated annually as part of the Board's annual evaluation process and demonstrate a commitment to continuous improvement in effectiveness as Chair
- 2.14. As part of Board succession planning, mentor the Vice-Chair—or any other Governor—whose role on the Board includes readiness to take on the responsibilities of Chair

3. General Expectations

The Board has the following expectations for the Chair:

3.1. During meetings:

- 3.1.1. Encourage participation and diversity of perspectives
- 3.1.2. Manage the meeting to stay on time and on topic
- 3.1.3. Maintain good focus of discussion
- 3.1.4. Set the stage and provide context or additional information
- 3.1.5. Maintain appropriate neutrality
- 3.1.6. Express perspective without trying to persuade people to subscribe to it
- 3.1.7. Be fair to everyone
- 3.1.8. Ensure that everyone has a chance to contribute to the discussion
- 3.1.9. Identify and summarize key points of consensus
- 3.1.10. Be familiar with rules of procedures (Kerr and King)
- 3.1.11. Be adept at resolving conflicts

3.2. Between meetings:

- 3.2.1. Engage in open and ongoing communication with the President & CEO
- 3.2.2. Represent the Board with other professional organizations
- 3.2.3. Plan the agendas for Board meetings with the President & CEO and EA and review of anticipated Board materials as appropriate or requested
- 3.2.4. Act as principal spokesperson for the Board
- 3.2.5. Keep Board members informed of significant matters between meetings
- 3.2.6. Speak to Governors if their behaviours are unproductive; provide coaching to Governors re boardroom performance
- 3.2.7. Be available to other Governors, as required
- 3.2.8. Attend committee meetings where possible
- 3.2.9. Represent the Board in dealings with government and other stakeholders
- 3.2.10. Mentor the Vice-Chair as part of Board succession planning

3.3. Interactions with staff:

- 3.3.1. Maintain an effective, professional working relationship
- 3.3.2. Respect the responsibilities and roles of the Board and staff
- 3.3.3. Be a *confidante*, a sounding board, an advisor to the President & CEO
- 3.3.4. Maintain ongoing communication - no surprises

3.4. Professional development:

- 3.4.1. Develop a good working knowledge of rules of procedure
- 3.4.2. Stay abreast of development affecting the professions
- 3.4.3. Maintain a general awareness of evolving governance trends and best practices
- 3.4.4. Develop a working familiarity with computer and communications technology used by the College senior administration
- 3.4.5. Practice effective mentorship techniques to ensure the role of Chair is clear to the Vice-Chair in particular and to all those who may put their names forward for that position

RESPONSIBILITIES OF THE VICE-CHAIR

The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as may be determined by the Board from time to time, including serving as the chair of a committee.

The Vice-Chair can expect to be mentored by the Chair in the spirit of thoughtful Board succession planning, under the assumption that the Vice-Chair plans to run for the Chair position in an upcoming Board election.

DISTRIBUTION OF DUTIES

As part of a succession plan, the Chair and Vice-Chair will make all reasonable efforts to ensure that duties are distributed in accordance with the following guidelines:

EVENT	CHAIR	VICE-CHAIR
Attendance at general external meetings as appropriate	At discretion of Chair and President & CEO	At discretion of Chair and President & CEO
Meetings and correspondence with provincial and/or federal government as appropriate	At discretion of Chair and President & CEO	At discretion of Chair and President & CEO or when acting in place of the Chair
Meetings with President & CEO	All, unless domain of the Vice-Chair	Only those under Vice-Chair's responsibility
Attendance at NBCC events	At discretion of Chair and President & CEO	At discretion of Chair and President & CEO or when acting in place of the Chair
Co-Facilitate Governor orientation sessions with President & CEO	All	At discretion of Chair and President & CEO or when acting in place of the Chair
Attendance at Standing Committee Meetings	Ex officio member of maximum of two Standing Committees	Ex officio member of minimum of one Standing Committee