

**BOARD MANUAL**

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SUBJECT:	<u>Position Description for the Board Chair</u>		

Role of the 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;
- Representing the Board within the hospital and the hospital to the community; and
- Maintaining effective 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 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;
- Ensuring, along with the members of the Governance and Community Engagement Committee, board succession through processes to recruit, select and train directors with the skills, experience, background and personal qualities required for effective governance;
- Ensuring that the Board and individual directors have access to appropriate education;
- Overseeing the Board's evaluation processes and providing constructive feedback to individual Committee Chairs and Directors and Committee Community members as required; and
- Ensuring that the board's governance structures and processes are reviewed, evaluated, and revised from time to time.

Presiding Officer

The Board Chair is the presiding officer at meetings of the board. As the presiding officer at board meetings, the Board Chair is responsible for:

- Setting agendas for board meetings and ensuring matters dealt with at board meetings appropriately reflect the board's role and annual work plan;
- Ensuring that meetings are conducted according to applicable legislation, the by-laws, and the Board's governance policies and procedural rules of order;
- Facilitating and forwarding the business of the Board, including preserving order at board meetings;
- Encouraging input and ensuring that the Board hears all sides of a debate or discussion;
- Encouraging all directors to participate and controlling dominant members;
- Facilitating the Board in reaching consensus wherever possible;
- 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; and
- Ruling on procedural matters during meetings.

Representation

The Board Chair is the official spokesperson for the Board.

The Board Chair represents the hospital in the community and to its various stakeholders. The Board Chair participates in meetings of the Waterloo Hospitals Collaborative Committee as well as at meetings of the Waterloo Wellington Governors.

The Board Chair reports on behalf of the Board to members at each Annual Meeting. The Board Chair represents the Board within the hospital attending and participating in events as required.

The Board Chair represents the Board in dealings with government and regulatory authorities.

The Board Chair serves as the Board's exclusive contact with the media, unless otherwise delegated.

Relationships

The Board Chair facilitates relationships with, and communication among, board members and between board members and senior management.

The Board Chair 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.

The Board Chair provides assistance and advice to Committee Chairs to ensure

Committee Chairs understand board expectations and have the resources that are required for performance of their terms of reference. The Board Chair serves as Chair of the Executive Committee and Compensation and Executive Resources Committee. With the exception of the Nominating Committee, the Board Chair is an ex officio member of all committees of the Board.

The Board Chair maintains a constructive working relationship with the CEO and Chief of Staff, providing advice and counsel as required.

The Board Chair works with the CEO and Chief of Staff to ensure they understand board expectations.

The Board Chair ensures that CEO and Chief of Staff annual performance objectives are established and an annual evaluation of the CEO and Chief of Staff is performed.

Other Duties

The Board Chair performs such other duties as the Board determines from time to time. An outline of Board Chair related duties appears in Appendix A.

Skills and Qualifications

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

- All of the personal qualifications required of a board member;
- Proven leadership skills;
- Good strategic and facilitation skills, ability to influence and achieve consensus;
- Act impartially and without bias;
- Tact and diplomacy;
- Effective communicator;
- Political acuity;
- Must have the time to continue the legacy of building strong relationships between the hospital and stakeholders;
- Ability to establish trusted advisor relationship with CEO, Chief of Staff and other board members;
- Governance and board level experience in the health care sector; and
- An outstanding record of achievement in one or several areas of skills and experience used to select board members

Term

The Board Chair will serve an initial term of one (1) year, renewable annually at the discretion of the Board. No one may serve as Board Chair for more than three (3) consecutive years.

Reference

GRH Corporation By-law

4-C-13 Board Recruitment and Succession Planning

3-B-15.1 Position Description for the Past Chair

3-B-16 Position Description for the Vice Chairs

Appendix A
Duties of the
Chair

Update: March 2016

This list provides a general, but not exhaustive overview, of the duties of the Board Chair.

There are various pieces of legislation that enable the delegation of duties of the Board, and specifically, the Board Chair/ As an example, the *Public Hospitals Act (PHA)* outlines the powers of the Board and the *PHA, Regulation 965* details the Board's governance activities.

Additionally, as per the *Freedom of Information and Protection of Privacy Act (FIPPA)*, the Board Chair serves as head of the Hospital. As Head, delegation of powers and duties are permissible. The Board Chair will set out that delegation, as required, annually in a Delegation of Head document.

Other duties of the Chair may include:

Annually in June – Following the Annual Meeting of Members

The outgoing Board Chair will coordinate the recognition of retiring Directors and Community members.

The incoming Board Chair will oversee the processing of documentation to revoke delegation of authority pertaining to the *Freedom of Information and Protection Act* and to refresh the delegation to individuals within the organization as determined by the Board Chair.

The incoming Board Chair will oversee the update of board contact information with internal and external stakeholders as required.

The incoming Board Chair will arrange for lunch with new Directors.

The incoming Board Chair will oversee the update of signing authority documents and as necessary will include the Chair of the Governance and Community Engagement Committee in this update.

The Board Chair will have oversight of the development of the annual board work plan.

Annually in August-September

The Board Chair will oversee the recognition of board members having served 5 years.

The Board Chair, or delegate, will participate in the orientation of new Directors, along with the President and CEO and Joint Chief of Staff.

Annually in October

The Board Chair, or delegate, will attend the Quarter Century Club recognition event for Grand River Hospital staff.

Annually February – March

The Board Chair will meet with each board member to discuss results from the peer evaluation survey, to review future intentions and to discuss educational opportunities.

Annually in June – Public Meeting Prior to Annual Meeting

The Board Chair will oversee recognition of retiring board members.

Board Meeting Months

The Board Chair will prepare the agenda for the meeting of the Board.

Following the meeting of the Board, the Chair will debrief the meeting with the CEO and COS, as required.

As required

- As required, provide advice and counsel to the CEO and COS
- As required, sign off on CEO and board member expenses
- Interact with internal and external stakeholders, including representatives from other Hospitals within Waterloo Wellington and Ontario Health