

Bill Reid Foundation Policies

Policy Name: Role of the Chair 2023.1

Area: Process

Date Adopted: October 6, 2016

Reviewed: May 09, 2023

There shall be a Board Chair, normally elected by the Board from amongst its Directors, normally serving for a one-year term, renewable. The Chair ensures the integrity of the Board's process and Board-Director/CEO Relations and ensures that the Board acts consistently with its own values and policies and those external requirements legitimately imposed upon the Board.).

1. The Board Chair has the authority to make decisions within the Governance Process and Director and CEO Relations policies, except where the Board specifically delegates portions of this authority to others. The Board Chair is authorized to use any reasonable interpretation of the provisions in these policies.
 - 1.1. The Board Chair does not make decisions within the Ends and Executive Limitations policy areas.
 - 1.2. The Board Chair supervises and directs the Director and CEO on behalf of the Board.
2. The Board Chair represents the Board, in announcing Board positions and in interpreting the work of the Board.
3. The Board Chair may delegate authority but remains accountable for its use.
4. The Board Chair:
 - 4.1. Prepares the Board meeting and the AGM agendas, in consultation with the Director and CEO and other Board members;
 - 4.2. Chairs the meetings of the Board and the AGM, ensuring that it functions consistently within the relevant policies and rules;
 - 4.3. Enables the Board to effectively and efficiently accomplish its work, keeping deliberations fair, open and thorough but also orderly and timely. The Chair encourages the expression of diverse perspectives, provides a safe and respectful space for dissenting viewpoints, and supports the development of collective decisions and shared vision.
 - 4.4. Involves the Vice-Chair with the various duties and roles of the Chair to ensure adequate coverage and support.
 - 4.5. Coordinates the monitoring and evaluation of Director and CEO as per Board Relations Policy: Director and CEO Monitoring and Evaluation.
5. The Chair in consultation with the Director and CEO, may bring in resource persons to facilitate or assist with various aspects of the agenda.

Note: from time to time, the Board may choose to have the office of Chair held by two persons (co-chairs) who shall be known in Foundation Policies as the Board Chair.

Note 2: On completion of their term as Chair, the outgoing Chair may be invited by the Board of Directors to assume a two-year term ex-officio position as Past Chair, attending Board meetings but without a vote.