BOARD OF DIRECTORS MANUAL

CATEGORY:	GOVERNANCE	NUMBER: I-015
ISSUED BY:	GOVERNANCE COMMITTEE	
APPROVED BY:	BOARD OF DIRECTORS	PAGE: 1 of 4
DATE OF ISSUE:	February 2020	

DUTIES OF THE BOARD CHAIR AND VICE-CHAIR

Purpose:

To outline the duties of the Board Chair and Vice-Chair.

Policy:

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 members.
- Representing the board within the hospital and in the community.
- Maintaining effective relationships with board members, management and stakeholders.

Procedure:

Responsibilities of the Board Chair include the following:

Board Governance

The Board Chair ensures the board meets its obligations and fulfills its governance responsibilities aligned to the Hospital's strategic direction, shared purpose. 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.
- Monitors the work of board committees with the board's role and and ensures that the board respects and understands the role of board committees and does not redo committee work at the board level.

NOTE: This is a CONTROLLED document as are all management system files on this server. Any documents appearing in paper form are not controlled and should ALWAYS be checked against the server file version (electronic version) prior to use.

- Implements processes to recruit, select and train Directors with the skills, experience background and personal qualities required for effective board governance.
- Accesses appropriate education for board and individual Directors
- Oversees the board's evaluation processes and provides constructive feedback to individual committee Chairs and board members as required.
- Reviews, evaluates and revises the board's governance structures and processes from time to time with the Governance Committee.

Presiding Officer

The Board Chair is the presiding officer at board and members meetings. As the presiding officer at board and member 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, hospital by-laws, and the hospital's governance policies and 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 both sides of a debate or discussion.
- Encouraging all Directors to participate and controlling dominant members.
- Facilitating the board in reaching consensus.
- 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.
- 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 reports on behalf of the board to members at each annual general 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.

Relationships

The Board Chair facilitates relationships with and communication among board members, and among board members and the Senior Leadership Team.

The Board Chair establishes a relationship with individual Directors and may provide an opportunity to meet with them annually, to ensure that each Director contributes their 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 maintains a constructive working relationship with the CEO and COS providing advice and counsel as required.

- The Chair works with the CEO and COS to ensure they understand board expectations.
- The Chair ensures that CEO and COS annual performance objectives are established, and an annual evaluation of the CEO and COS is performed.

Other Duties

- The Board Chair performs such other duties as the board determines from time to time.

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
- Powerful communication
- Political acuity
- Time to build strong relationships between the Hospital and stakeholders
- Ability to establish trusted advisor relationship with CEO and COS and other board members
- Governance and board level experience in the health care sector
- Outstanding record of achievement in one or several areas of skills and experience used to select board members

Competencies

The Board Chair is the board leader and accordingly not only needs to possess all of the qualities that are required in a Director but must also provide qualities that will allow the Board Chair to perform their leadership position. The Board Chair needs to have the ability to not only effectively manage board meetings, but also to develop and maintain relationships with Directors, committee Chairs, management and stakeholder groups.

The Board Chair's leadership qualities include the following:

- The ability to recognize when a compromise is required and to bring parties who are in dispute to an effective resolution in a way that will further board business in the best interest of the hospital.
- The ability to inspire other board members to contribute their skills and talents to the board. This leadership quality is often "set by example".
- The ability to enforce board policies. The Board Chair must be prepared to speak with board members who do not adhere to the rules of fiduciary conduct.

- The ability to support and manage Directors in a dignified and respectful manner while at the same time ensuring that the "bar" on board behaviour is set at a high standard and those who do not meet that standard are provided with an opportunity to improve.
- The ability to develop a respectful and collegial working relationship with the CEO and COS
- Be a visionary and look forward on behalf of the hospital to the future and inspire the board to a future vision for the organization.
- The ability to role model good governance best practices

Role of the Vice-Chair include the following:

- The Vice-Chair shall have the powers and (shall) perform all the duties of the Board Chair in the absence of the Board Chair and perform any other duties assigned by the Board Chair
- Along with the Board Chair, the Board Vice-Chair is an Officer of the Corporation
- The Board Vice-Chair generally chairs the Board Governance Committee
- The Board Vice-Chair generally represents the NHH Board on the NHH Foundation Board of Directors

Skills and Qualifications:

A Board Vice-Chair must have spent at least one year as an elected Director.

The Board Vice-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
- Powerful communication
- Political acuity
- Time to build strong relationships between the Hospital and stakeholders
- Ability to establish trusted advisor relationship with CEO and COS and other board members
- Governance and board level experience in the health care sector
- Outstanding record of achievement in one or several areas of skills and experience used to select board members

Term:

The Board Vice-Chair will complete two years in the position unless exceptional circumstances arise, (e.g., when there is an unexpected vacancy at the next tier up).

Succession Planning:

The goal of Succession Planning for the position of Board Chair is to have a seamless transition from Board Vice-Chair.

APPROVAL:

February 2020 (NEW)
March 2021 revised
May 2022 revised
March 2023 revised
March 2024 revised
March 2025 reviewed
March 2026 revised