

This board-focused policy is presented as a formal position description. It makes no mention of an executive committee although participation on one could be added to the primary duties. The time commitment is important and should focus on chair's role only, not on other volunteer roles. See the notes at the end for further guidance.

Board Chair (or President)

Accountability

- The chairperson serves and is accountable to the board of directors of the Association

Authority

- The chairperson has no formal authority to direct the board or the affairs of the Association, including the work of the Executive Director, unless otherwise decided. Like other board members, the chair is entitled to make motions and vote on matters before the Association.
- The chair may not, on behalf of the Association, enter into contracts without the knowledge and approval of the board and/or the Executive Committee of the board (including the Executive Director)
- The chair may be an authorized to sign cheques and other contractual documents on behalf of the organization.

Time Commitment:

- Ten hours month (board meetings, preparing for board meetings, special events)¹

Term of Office:

- Two year term, renewable once. ²

Responsibility

- The chair is primarily responsible for the effective functioning of the board in its role of governing the Association. All other duties are secondary.

Primary Duties:

In addition to the duties of every board member, the chair is responsible for:

- The preparation of the board's meeting agenda³
- Chairing all meetings of the board of directors
- Enforcing rules of conduct as they apply to the board and its individual members

- Coaching members of the board
- Ensuring there is a process to evaluate the effectiveness of the board
- Serving as spokesperson, together with the executive director, for the Association
- Ensuring full and timely communication with members of the board⁴
- Preparing for and chairing the annual general meeting (AGM)
- The preparation of an annual statement from the board (board or governance report) for presentation at the AGM and inclusion in the annual report

Secondary duties

The chair may, with greater regularity than other members of the board:

- Prepare recommendations for board consideration
- Prepare recommendations to the members for changes to by-laws
- Be available to the executive director for consultation purposes
- Represent the Association at community meetings and events

Other duties

- Recognizing that the chair's role is a voluntary one, the board may formally authorize the chair to take on additional duties only if they do not interfere with any of the above.

Ex officio Status

- To ensure effective communication, the chair will be an ex officio member of all governance committees and may attend their meetings when needed.

Qualifications

The chair must have:

- A commitment to, and a clear understanding of the mission of the organization
- Knowledge of meeting procedures, governance policies and by-laws of the Association
- Sufficient time to devote to his/her primary duties

Development & Evaluation

- The chair shall consult the board on their expectations of the chair's role and assess his/her strengths and areas for improved effectiveness in the role.

Removal of Chair

- Unless otherwise indicated in the by-laws, the chair may be removed by a special resolution of the Board for which advance meeting notification has been given to all directors, and where the resolution is duly moved and seconded and passed by a majority of directors present.

Note: This sample policy may be freely used and adapted by non-profit organizations with attribution.

¹ It is often useful to set some expectations of the chair's time commitment including the more invisible work that takes place outside of board meetings. Primarily this work will involve meetings with the executive director focusing on key governance/leadership items. Unless the ED is new, or the organization is experiencing some particular difficulty, for boards that meet monthly (ten times a year) once a week contact should be more than enough, and perhaps it should be less. A chair may want to put some boundaries around much communication with the chief executive between board meetings is the goal. Such boundaries are helpful to both parties. The chair may be consulted by the ED outside of their role as chair if, as a director, he/she has special expertise.

² A two-year term for a board chair ought to be a minimal requirement assuming that it takes a while to become familiar with the role.

³ The preparation of board meeting agendas ought to be done jointly with the executive director. Indeed in their meetings the planning of board meetings should always be a key item of discussion. This will include agreeing on what items need to come before the board and what are items, because they are operational in nature, would not. On some matters there is no clear dividing line.

⁴ Board communications is a responsibility usually shared with the executive director (CEO). Further clarification of what is involved here (frequency and substantively) ought to be regularly discussed.