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| <b>TITLE:</b>                 | <b>Position Description for Board Chair</b> |                           |                                |
| <b>Manual/Policy #:</b>       | Board of Directors # V-A-5                  | <b>Division:</b>          | AGH/ FVM/LCPS                  |
| <b>Original Issue:</b>        | November 2017                               | <b>Issued by:</b>         | Board Chair<br>Board Secretary |
| <b>Previous Date Reviewed</b> | November 2019                               | <b>Approved by:</b>       | Board of Directors             |
| <b>Last Date Reviewed:</b>    | January 2020                                | <b>Cross References :</b> | N/A                            |

### 1. POLICY STATEMENT:

As part of its commitment to good governance for the Organization, the Board of Directors will establish, approve and periodically review a position description for Board Chair which will provide a clear explanation of what is expected of the position and serve as a benchmark against which the performance of the Chair can be assessed.

### 2. SCOPE:

This policy is intended to supplement By-Law No.1 (article 9 and Article 10) related to the Board Chair. In the event of conflict between this policy and the by-law, the by-law provision will apply.

### 3. GUIDING PRINCIPLES:

N/A

### 4. DEFINITIONS:

N/A

### 5. PROCEDURE:

#### Role Statement

The Board Chair, working collaboratively with the President & CEO (CEO) and the Chief of Staff, provides leadership to the Board, ensures the integrity and effectiveness of the Board's governance role and processes and represents the Board within the hospital and to outside parties.

The Board Chair co-ordinates the activities of the Board in fulfilling its governance responsibilities and facilitates co-operative relationships among Board and non-Director committee members, between the Board and President/CEO and the Board and Chief of Professional Staff and with internal and external stakeholders.

The Board Chair ensures that all matters relating to the Board's mandate are brought to the attention of, and discussed by, the Board.

**Responsibilities*****Chair:***

- Preside at meetings of the Board of Directors and of the Executive Committee.

***Agendas:***

- Establish agendas in collaboration with the CEO that are aligned with the Board's roles and responsibilities and with the Organization's mission, vision, values and strategic priorities.
- Preside over meetings of the Board.
- Ensure that meetings are effective and efficient for the performance of governance work.
- Utilize a practice of referencing Board policies in guiding discussions in order to support the decision-making processes of the Board.
- Ensure that approved Board minutes are signed
- Ensure that a schedule of Board meetings is prepared annually.

***Direction:***

- Serve as the Board's central point of official communication with the CEO and the Chief of Staff with respect to both Board policy direction and decisions and matters of interest/concern to individual Directors.
- Provide guidance and counsel the CEO and the Chief of Staff regarding the Board's expectations and concerns.
- In collaboration with the CEO, develop the standards and format for reporting by Board Committees and the management team which will ensure that the Board has appropriate information to make informed decisions.

***Performance Appraisal:***

- As Chair of the Executive Committee, lead the Board in monitoring and evaluating the performance of the Hospital's CEO and the Chief of Staff through an annual process as outlined in the Board policies re Chief Executive Officer and Chief of Staff Performance Evaluation

***Committee Membership:***

- Serve as an ex-officio member of all Board Standing Committees.
- Serve as a member of the Mississippi River Health Alliance Committee

***Representation:***

- Ensure that the Board is appropriately represented at organizational functions, Foundation functions, other official functions and to the public at-large.

***Communication:***

- Consult with CEO on issue messaging and communication strategies.
- Act as the Board's spokesperson internally, externally and with the media.

***Reporting:***

- Report regularly and promptly to the Board regarding issues that are relevant to its governance responsibilities.

***Board Conduct:***

- Set a high standard for Board conduct

- Adhere to and enforce policies and by-laws regarding Board member conduct.

***Mentorship:***

- Serve as a mentor to other Board members.
- Ensure that all members of the Board contribute fully.
- Address issues associated with underperformance of individual Directors.

***Succession Planning:***

- Ensure succession planning occurs for the Chief Executive Officer, the Chief of Staff, and the Board of Directors.

***Meeting Minutes:***

- Ensure that approved meeting minutes are signed by the Chair of the meeting

***Other Matters:***

- Such other matters as the Board may from time to time determine.

**Skills, Attributes and Experience**

In addition to the personal attributes required of all Board directors, the Chair will demonstrate the following skills, attributes and experience:

- Leadership skills
- Strategic and facilitation skills
- Substantial governance experience in the hospital, not-for-profit or broader public sector, preferably with a leadership role
- Ability to effectively influence and build consensus within the Board
- Ability to establish a trusted advisor relationship with the CEO, Chief of Staff and other Board members
- Ability to make the necessary time commitment and required flexibility in work schedule to meet the requirements of this leadership role
- Ability to communicate effectively with the Board, the management team, the Ministry of Health and Long Term care, the Local Health Integration Network and the community
- Record of achievement in one or several areas of skills and expertise required within the Board

**Term**

The Board Chair is appointed annually. No Director may hold the position of Chair for more than three consecutive annual terms. The Chair is subject to removal by resolution of the Board at any time.

**6. REFERENCES:**

Almonte General Hospital Corporation By-law No.1

Quinte Healthcare Corporation Position Description for the Board Chair, Policy V-A-8, last reviewed January 2017

Bluewater Health Board Chair Position Description, Policy GOV 5.45, last revised October 2015.

**7. APPENDICES:**

N/A

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**Evaluation**

This policy will be reviewed every two years.