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CATEGORY:	Part V – Board Effectiveness Section A: Governance Policy Framework	PAGE:	1 of 3
SUBJECT:	POSITION DESCRIPTION FOR THE CHAIR		

A. Role

The Board Chair, working collaboratively with the Chief Executive Officer (CEO), provides leadership to the Board of Directors (Board), ensures the integrity of the Board's process and represents the Board to outside parties.

The Board Chair coordinates the activities of the Board in fulfilling its governance responsibilities and facilitates cooperative relationships among Board members and between the Board and CEO and the Board and Chief of Staff (COS).

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

B. Responsibilities Agendas

Establish agendas in collaboration with the CEO that are aligned with the annual Board work plan. Ensure that a schedule of Board meetings is prepared annually.

Meetings

Preside over meetings of the Board. Ensure that meetings are conducted according to applicable legislation, by-laws, and the Board's governance policies and rules of order. 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. Control discussions among members, managing dissent and working towards consensus.

Direction

Serve as the Board's central point of official communication with the CEO and COS; guide and counsel the CEO and COS regarding the Board's expectations and concerns. In collaboration with the CEO, develop standards for Board decision-support packages that include formats for reporting to the Board and the level of detail to be provided to ensure that Hospital management strategies and planning and performance information are appropriately presented to the Board.

Evaluation

Ensure that a process is in place to evaluate the effectiveness of the Board, committees and members. Oversee the Board's evaluation process and provide constructive feedback to individual committee chairs and Board members as required. Address issues

associated with underperformance of individual Directors.

Performance Appraisal

Lead the Board in monitoring and evaluating the performance of the CEO and COS through an annual process as outlined in Board policy II-4 "Executive Compensation".

Work Plan

With the assistance of the Governance and Nominating Committee, ensure that a work plan is developed and implemented for the Board that embraces continuous improvement, and that is consistent with the organization's strategic directions, purpose, commitments and values. Ensure that the work of 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.

Representation

Ensure that the Board is appropriately represented at hospital functions, other official functions and to the public at-large. Serve as the Board's exclusive contact with the media, unless otherwise delegated.

Reporting

Report regularly and promptly to the Board regarding issues that are relevant to its governance responsibilities. On behalf of the Board, report to members on the operations of the Hospital at each annual meeting of the members.

Board Conduct

Set a high standard for Board conduct and enforce policies and by-laws regarding Board member conduct.

Mentorship

Serve as a mentor to other Board members and provide assistance and advice to committee chairs as required. Ensure that all members of the Board contribute fully. Establish a culture of active involvement and engagement among members of the Board.

Education

Ensure that the Board and individual directors have access to appropriate education.

Succession Planning

Ensure succession planning occurs for the CEO, COS and the Board.

Committee Membership

Serve as ex-officio member on other Board standing and ad-hoc committees.

C. Qualifications

Demonstrated leadership and involvement in the community;

Substantial hospital Board experience, including experience as a Health Sciences North

committee chair.

D. Skills and Attributes

Ability to effectively lead and build consensus within the Board in dealing with difficult issues;

Willingness and 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, Senior Management, the Ministry of Health, Ontario Health and the community;

Ability to listen and seek others' input;

Be respected for personal and professional integrity, wisdom, intelligence and judgment.

E. Term

The Board Chair shall serve an initial term of two (2) years, and may upon expiry of the term, be elected in that capacity for a second term of up to two years at the discretion of the Board.

If the term of office as Chair coincides with the completion of the Director's term as a Board member, the Director shall vacate his/her seat on the Board unless eligible for term renewal as a Director.

If the term of office as Chair is completed prior to the Director's term as a Board member, the Director may remain on the Board until completion of term is reached.

If the Director assumes the position of Chair in the ninth (9th) year of his/her term, the term may be extended by only one year to accommodate one term of Chair, which is two years.

F. Nomination and Election

The same processes will be used as for other Nominations.

References

Accreditation Canada

Ontario Hospital Association Guide to Good Governance