



Policy Name: Chair's Role

Number: GP-3

Policy Type: Governance Process

Date Approved: April 21, 2009

The Chair (Chief Governance Officer), a specially empowered member of the board, assures the integrity of the Board's process, and, secondarily, occasionally represents the Board to outside parties.

1. The assigned result of the Chair's job is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.

Meeting discussion content will include only those issues that, according to Board policy, clearly belong to the Board to decide, monitor or to be educated upon therefore.

- 1.1 Information that is neither for monitoring performance nor for board decisions will be avoided or minimized and always noted as such.
- 1.2 Deliberation will be timely, fair, orderly and thorough, but also efficient and kept to the point.
2. The Chair is authorized to use any reasonable interpretation of the provisions in Board policies on Governance Process and Board-President Relationship, with the exception of (a) employment or termination of a President and (b) instances where the Board specifically delegates portions of this authority to others.
 - 2.1. The Chair is empowered to chair Board meetings with all the commonly accepted power of that position, such as ruling and recognizing.
 - 2.2. The Chair has no authority to make decisions about policies created by the Board within *Ends* and *Executive Limitations* policy areas.
 - 2.3. The Chair may represent the Board to outside parties in announcing Board-stated positions and in stating Chair's decisions and interpretations within the area delegated to the Chair.
 - 2.4. The Chair may delegate this authority, but remains accountable for its use.