

ST. JEROME'S
UNIVERSITY



Roles and Responsibilities of the Chair of Board of Governors

Board of Governors Manual
Approving Authority: Board of Governors
Established: April 4, 2013
Date of Last Review/Revision: June 6, 2013

Policy Statement

St. Jerome's University will maintain a current roles and responsibilities description for all positions. Roles and responsibilities descriptions outline the nature and scope, specific accountabilities and skills and abilities required for each position.

Updates or substantive changes to roles and responsibilities descriptions may be initiated by the Board of St. Jerome's University from time to time and must consider Board needs. The process of review is directed by the Board of Governors. In certain cases, where appropriate, the incumbent may be involved in the process.

Appendix A Supplemental Information

Role of the Chair

The Board Chair provides leadership to the Board and as such is responsible for:

- The integrity and effectiveness of the Board's governance role and processes;
- Presiding at meetings of the Board;
- Representing the Board within the institution;
- Representing the institution to its external community as appropriate;
- Maintaining effective relationships with Board members, management and the external community.

The Board Chair may attend any Committee meeting as a voting member.

Responsibilities of the Chair for Board Governance

The Board must meet its obligations and fulfill its governance responsibilities as defined in the Act and set out in the Bylaws. This is the responsibility of the Board Chair and as such the Board Chair oversees the quality of the Board's governance processes, including:

- Promoting a governance role for the board that balances independent oversight and respects the role of management;
- Adopting an annual work plan that is consistent with the institution's strategic directions, mission and vision;
- Aligning the work of the Board committees with the Board's role and annual work plan;
- Monitoring Board succession processes to recruit, select and train directors with the skills, experience, background and personal qualities required for effective Board governance;
- Monitoring that the Board and individual governors have access to appropriate education;
- Overseeing the review, evaluation, and revision of the Board's governance structures and processes as required.

Responsibilities of the Chair as a Presiding Officer

The Board Chair is the presiding officer at Board meetings. As the presiding officer at Board meetings, the Chair is responsible for:

- Setting agendas for Board meetings, seeing that matters are dealt with at Board meetings appropriately and that matters under consideration are suited to the Board's role and annual work plan;
- Conducting meetings according to applicable legislation, the bylaws, the Board's governance policies and rules of order;
- Facilitating and advancing the business of the Board, including preserving order at Board meetings;
- Encouraging input so that the Board hears all sides of a debate or discussion;
- Facilitating the decision making process of the Board;
- Seeing that the 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.

Responsibilities of the Chair for Representation

- The Board Chair is the official spokesperson for the Board and represents the University in the community and to its various stakeholders.
- The Board Chair represents the Board within the institution, attending and participating at events.

- The Board Chair represents the Board in dealings with government and regulatory authorities as required.
- The Board Chair is the signing officer of the Board.

Responsibilities of the Chair for Relationships

- The Board Chair facilitates relationships with, and communication among, Board members and between Board members and senior management.
- The Board Chair establishes a relationship with individual governors, meeting with each governor so that each governor is assisted in contributing his/her special skills and expertise effectively.
- The Board Chair provides assistance and advice to Committee Chairs so that Committee Chairs understand Board expectations and have the resources that are required for performance of their duties.
- The Board Chair maintains a constructive working relationship with the President providing advice and counsel as required.
- The Board Chair works with the President to establish Board expectations.
- The Board Chair works with the President to establish objectives that are aligned with the Board's expectations and that the President's is assessed based on progress toward successfully achieving those objectives.

Responsibilities of the Chair for Other Duties

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

Board Chair Skills and Qualifications

Ideally the Board Chair should 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, and an ability to influence and achieve consensus;
- The ability to act impartially and without bias;
- Tact and diplomacy;
- Effective communication skills;
- Political acuity;
- Time to continue the legacy of building strong relationships between the organization and the community;
- The ability to establish professional relationships with the President and other Board members;
- Governance and board level experience;
- An outstanding record of achievement in one or several areas of skills and experience used to select Board members.

Board Chair's Term of Office

The Board Chair will serve an initial term of two years, eligible for re-election for a second two-year term.

Policy Amendment

This description of the Board Chair's roles and responsibilities may be amended by the Board as required.