



POLICY NUMBER	GP – 5
ISSUING AUTHORITY	Board of Directors
ISSUE DATE:	December 19, 2012
REVIEW DATE:	March 16, 2018
REVISE DATE:	June 27, 2018

**SUBJECT:** Governance Process  
**ROLE OF BOARD CHAIR**

**POLICY:**

The Board Chair is responsible to the Minister of Health and to the members of the Board as a whole, for managing and leading the Board.

A major role of the Board Chair is to facilitate and ensure the integrity of the Board's process and to represent the Board to outside parties.

1. The official spokesperson for the Board will be the Board Chair.
2. It is the responsibility of the Board Chair, with the assistance of the Executive Committee, to ensure that the Board operates according to its own policies, by-laws and legislation.
3. The Board Chair is empowered to chair Board meetings with all the commonly accepted authority of that position (e.g. ruling, recognizing, agenda setting).
  - 3.1 Robert's Rules of Order will guide Board meeting procedures.
4. The Board Chair has no authority to alter Board decisions or make decisions about policies created by the Board within ENDS and Executive Limitations policy areas. Therefore, beyond collaborative consultation/information gathering and the process of administering the Chief Executive Officer (CEO) contract, the Board Chair has no authority to supervise or direct the CEO.
5. The Board Chair has the option to delegate any responsibilities.
6. The Board Chair has the following specific responsibilities in relation to the CEO:
  - 6.1 be available to the CEO for consultation and advice if requested;
  - 6.2 take the lead role in conducting search and selection for a new CEO should that become necessary.

7. The Board Chair is expected to provide the Board with information that is timely, accurate, complete, and in a form useful for governance decision making.
8. At the inaugural meeting of the Board, the Board Chair recommends Board Committee members, approves Committee Chairs and advises the Board of Committee membership.
9. The Board Chair and CEO are ex-officio to all Board Committees.