
Board Chair Position Description

The following describes the role and responsibilities of the Board Chair.

1. Appointment

Pursuant to the CLAA, the Minister designates a Director as Board Chair. If the Minister has not done so, the Board Chair is appointed by the Board under the Bylaws.¹

2. Role

The principal role of the Board Chair is to provide leadership to the Board. The Board Chair is accountable to the Board, acts as a direct liaison between the Board and management, and represents the Board internally and externally, including acting as a spokesperson for Board decisions where appropriate.

3. Duties and Responsibilities

3.1. Working with Management

The Board Chair is responsible to:

- a) act as a liaison between management and the Board;
- b) foster a constructive and harmonious relationship between the Board and management through periodic contact with the CEO;
- c) act as a sounding board, counselor and confidant for the CEO, including helping to review strategies, define issues, maintain accountability, and build relationships;
- d) ensure the CEO is aware of concerns of the Board, government and other stakeholders;
- e) review and approve the CEO's monthly expense and perquisite reimbursement;
- f) keep abreast generally of the activities of CLBC and its management; and
- g) ensure that management presents to the Board all matters necessary to enable the Board to effectively discharge its responsibilities.

3.2. Board Operations

The Board Chair is responsible to:

- a) recommend an annual schedule of the date, time and location of

¹ CLAA, s. 5(5).

- Board and Committee meetings;
- b) in concert with the CEO and Board Liaison, develop and set the Board meeting agendas and oversee pre-meeting information packages;
 - c) chair Board meetings;
 - d) call meetings of the Board;
 - e) recommend to the Board the Committees necessary for the effective functioning of the Board;
 - f) recommend to the Board the Chairs and Board members for each Committee;
 - g) develop and monitor Board budget expenses;
 - h) ensure proper minutes are recorded and presented to subsequent meetings; and
 - i) oversee issues raised with respect to conflict

3.3. Board Effectiveness

The Board Chair is responsible to:

- a) ensure the Board fulfills its governance responsibilities as set out in the Board Charter;
- b) ensure Board meetings are conducted in an efficient, effective and focused manner;
- c) maintain the boundaries between Board and management responsibilities;
- d) ensure that Directors are properly informed and that sufficient and timely advance distribution of all background information is provided to enable the Directors to form appropriate judgments;
- e) at meetings, encourage participation of all Directors and promote a spirit of collegiality where robust questioning and discussion is encouraged by all Directors;
- f) build consensus and develop teamwork within the Board;
- g) foster ethical and responsible decision-making by the Board and individual Directors;

- h) ensure that each Director is contributing to the Board's work;
- i) be available to individual Board members for questions, counsel and discussions relating to CLBC;
- j) provide new Directors with information on their duties and responsibilities and encourage ongoing Director education;
- k) ensure the Board has cohesion of direction and purpose at a policy and strategic level;
- l) keep the Board up to date on all significant developments of CLBC; and
- m) be an ex-officio voting member on Committees of the Board

3.4 Vice Chair Appointments

The following are the responsibilities of the Board Chair pursuant to the appointment of a Vice Chair:

- a) The Board Chair may appoint a Vice Chair from the directors, selecting from one of the 3 committee chairs. At his/her discretion, the Chair may rotate the role of Vice Chair between each of the 3 committee chairs for a term of 1 year, throughout the term of the Board Chair. The Chair may revoke the appointment at any time.
- b) Absence of Board Chair: In the absence or incapacity of the Board Chair, the Vice Chair will carry out the duties and exercise the powers of the Board Chair during such absence or incapacity. If the Board Chair and Vice Chair position is vacant, the remaining Directors may designate one Director to carry out the duties and exercise the powers of the Board Chair during the vacancy.

3.4. Relationship with Government

The Board Chair is responsible to:

- a) act, in consultation with the CEO, as the principal interface between the Board and the Minister; and
- b) ensure the Board is alert to its obligations to government.

3.5. Director Appointments, Performance and Re-Appointments

The Board Chair is responsible to:

- a) in consultation with the Board, consider the optimal Board composition and desired attributes in new Director appointees to strengthen the Board; and
- b) liaise with the Minister regarding new Director appointments and re-appointments.

4. Board Chair Evaluation

The Board evaluates the Board Chair as part of the overall Board evaluation process on an annual basis.

The objective of the Board Chair evaluation is to improve the overall performance of the Board by providing feedback to the Board Chair on his/her performance and identifying areas of strength and opportunities for improvement.

The Board Chair evaluation process is led and carried out by the Governance and Human Resources Committee with external resources as appropriate and involves feedback from all Directors. Typical areas covered by the evaluation process include:

- a) quality of the Board Chair's interaction and relationship with management;
- b) ability to manage the Board and its activities; and
- c) effectiveness in representing the Board internally and externally.

The Chair of the Governance and Human Resources Committee will meet with the Board Chair to review feedback and develop recommendations if necessary.

5. Vice Chair Position Description

If a Vice Chair is appointed, the following describes the role and responsibilities of the Vice Chair.

- a) Role: The Vice Chair works collaboratively with the Board Chair and supports the Board Chair in fulfilling his or her responsibilities.
- b) Responsibilities: The Vice Chair:
 - i) carries out the duties of the Board Chair when the Board Chair is absent or unable to carry out the Board Chair's responsibilities;
 - ii) performs any of the Board Chair's duties when requested by the Board Chair; and
 - iii) performs such other functions as may be reasonably requested by the Board or the Board Chair.

- iv) there shall be no additional retainer offered for holding the office of Vice Chair. Attendance at meetings, official events, teleconferences, etc. shall be remunerated at regular rates as set by the Treasury Board.