
8. 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](#).

2. Role

The Board chair is responsible for the overall leadership and effective performance of the Board. The chair ensures the Board is organized properly, functions effectively and meets its governance obligations and responsibilities. In performing this role, the Chair works closely with the Chief Executive Officer and Board Liaison, and supports effective relations with Government and stakeholders.

3. Duties and Responsibilities

3.1. Working with Management

The Board Chair is responsible to:

- a) Build and maintain a constructive working relationship with the Chief Executive Officer to support effective strategy, accountability and communications between the Board and management, act as a liaison between management and the Board;
- b) Act as a sounding board, counselor and confidant for the CEO, including helping to review strategies, define issues, maintain accountability, and built relationships;
- c) Ensure CLBC's strategies, plans and performance are presented to the Board and that management presents all matters necessary to enable the Board to effectively discharge its responsibilities;
- d) Through the Governance and Human Resources Committee, ensure that all matters pertaining to Chief Executive Officer performance planning and evaluation, employment terms and succession are carried out;
- e) Ensure the CEO is aware of concerns of the Board, government and other stakeholders; and
- f) Keep abreast generally of the activities of CLBC and its management.

3.2. Board Management, Operations and Effectiveness

The Board Chair is responsible to:

- a) Ensure the Board is responsive to its governance obligations and

- responsibilities to Community Living B.C., Government and other stakeholders;
- b) In concert with the CEO and Board Liaison, develop and set the annual schedule of the date, time and location of Board and Committee meetings; establish the frequency of Board meetings and review the frequency from time to time, as considered appropriate or as requested by the Board;
 - c) In conjunction with the Chief Executive officer, Board Liaison and Committee Chairs, ensure the coordination of Board meeting agendas, reports, briefing packages and related events to support good discussion and decision-making;
 - d) chair Board meetings effectively to support a culture of active and constructive board engagement, ensure appropriate issues are addressed, encourage diverse views and perspectives and build consensus. This includes:
 - i. Effectively facilitating open, candid dialogue and encouraging healthy debate among board members;
 - ii. Leading the board to bring consensus and closure on critical issues;
 - iii. Managing conflicts of interest;
 - iv. Building and maintaining a sound working relationship with the senior staff person, the minister responsible and other government representatives;
 - v. Engaging with the Crown Agencies and Board Resourcing Office regarding board recruitment, performance management and ethical conduct on the board including conflict of interest identification and management; and
 - vi. Serving as the board's spokesperson when communicating with colleagues, public sector organization executives, the public and government.
 - e) In collaboration with the Governance and Human Resources Committee:
 - i. ensure that the size and composition of the Board is reviewed and assessed, and make recommendations to Government as required;
 - ii. ensure that Board, Director, Chair, Vice Chair, Committees and Committee Chair performances are reviewed to identify opportunities or areas for development to support continuous enhancement of governance performance;

- iii. recommend to the Board the Committees necessary for the effective functioning of the Board; and
- iv. recommend to the Board the Chairs and Board members for each Committee.
- f) maintain liaison and ongoing communication with Committee Chairs to co-ordinate input and viewpoints;
- 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) ensure new Directors receive 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, and speaks with one voice when communicating outside the boardroom;
- l) keep the Board up to date on all significant developments of CLBC, or affecting CLBC;
- m) be an ex-officio voting member on Committees of the Board; and
- n) when absent, appoint a person to preside as Chair at Board meetings.

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.

3.5. 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.

3.6. Director Appointments, Performance and Re-Appointments

The Board Chair is responsible to:

- a) in consultation with the Governance and HR Committee, consider the optimal Board composition and set out for Board review, a documented profile detailing the desired attributes in new Director appointees to strengthen the Board;
- b) Work with the Governance and HR Committee to conduct an evaluation of each Director annually;
- c) Meet with each Director annually to provide guidance on their contribution, potential committee and leadership roles, and areas for development; and
- d) 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 their 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 Role and Responsibilities

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;
- iii) performs such other functions as may be reasonably requested by the Board or the Board Chair; and
- 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.