

Board Governance Policy

BG I-04 Responsibilities of the Board Chair

Policy Type:	Board Process		
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RATIONALE

In reference to Bylaw 1 Section 11, this policy outlines the responsibilities of the Algonquin College Board Chair with respect to the responsibilities of the Board, Board Committees, and the President.

POLICY

The Board Chair maintains the integrity of the Board’s governance processes and represents the Board to outside parties, serving as the authorized Board spokesperson (other than delegated instances). The responsibilities of the Board Chair are to:

1. Provide guidance to the Board governance process, including:
 - a. Preside at all meetings of the Board and the Executive Committee;
 - b. Interpret the resolutions of the Board and the intent of the Board By-laws;
 - c. Foster a spirit of collegiality among Governors and resolve conflict;
 - d. Ensure the Board operates in accordance with By-Laws, policies and regulations and legislation such as *the Ontario Colleges of Applied Arts and Technology Act* and the *Broader Public Sector Act* and other related legislative requirements; and,
 - e. Ensure the Board prepares an annual schedule of activities and monitors the Board’s progress.

If required, responsibilities of the Chair may be delegated to the Vice Chair, and additional duties may be assigned in support of the Board Chair.

2. As a member of the Board Executive Committee, make decisions on behalf of the Board that fall within and are consistent with any reasonable interpretation of Board policies on governance process and on the Board-CEO relationship.
3. Facilitate the Board-President relationship, as follows:
 - a. Lead the selection process and establish the President’s compensation on behalf of the Board, subject to the Board By-laws and the Executive Committee terms of reference;
 - b. Maintain close communication with the President; and lead the Executive Committee in conducting the President’s annual performance and compensation review.
 - c. Lead the Executive Committee in succession planning and talent management.

EXPECTATIONS OF THE CHAIR

1. An example of some desired traits of a Board Chair are: knowledge of organization, effective leadership qualities, fair and objective, able to delegate and motivate volunteers, good facilitator of meetings, willing to make difficult decisions, positive communicator.
2. The Board Chair's time commitment is normally 50% more than other active Board members.

RELATED MATERIALS

1. Colleges Ontario, *The Board Chair and President Relationship*.
2. Strategic Leverage Partners *National Study of Board Governance Practices in the Non-Profit and Voluntary Sector In Canada* 2006.
3. Fredric L. Laughlin and Robert C. Andringa *Good Governance for Nonprofits: Developing Principles and Policies for an Effective Board* American Management Association 2007.
4. Canadian Coalition for Good Governance *Building High Performance Boards*, March 2010.
5. MTCU *Policy Framework on Board-President Relations*.
6. Government of Ontario *Broader Public Sector Procurement Directive: Mandatory Requirement # 24 Conflict of Interest*.

GUIDELINES FOR SUCCESSION TO THE POSITION OF BOARD CHAIR

To prepare, identify and select the best possible Board Chair for Algonquin College, the following are guidelines for the successful succession to Board Chair:

- An external member of the Board who typically has several years of experience may express their interest in the position of Board Chair to the incumbent Board Chair and/or President & CEO any time during their term of office.
- An official “Call for Interest” for the Board executive positions (Board Chair, Board Vice Chair, and Board Committee Chairs) is communicated by way of memo to all external members of the Board. The Call for Interest occurs annually in January or February.
- The Board Chair typically serves a 2-year term.
- The Board Vice Chair typically serves a 1-year term.
- Typically, an external member of the Board who is interested in the position of Board Chair would have held the position of Board Vice Chair and/or served as a Board Committee Chair for two years in total prior to assuming the role of Board Chair. This governance experience provides the member of the Board with an enhanced understanding of the Board Chair role.