

<b>Policy Type</b> Governance Process	<b>Policy Title</b> Chairperson's Role
<b>Policy GP # 2C</b>	<b>Date of Board Approval:</b> <b>September 2002</b>
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**2C. Chairperson's Role**

The role of the Chairperson is to ensure the integrity of the Board's process and represent the Board to outside parties. The Chairperson is the only Board member authorized to speak for the Board, beyond simply reporting Board decisions, other than in specifically authorized instances.

1. The role of the Chairperson is to ensure that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
  - a. The Chairperson together with the CEO will develop the Board meeting agenda.
  - b. meeting discussion content will only be those issues which, according to Board policy, clearly belong to the Board to decide, not the Chief Executive Officer.
  - c. deliberation will be fair, open and thorough, but also efficient, timely, orderly, and kept to the point.
  
2. The authority of the Chairperson consists in making decisions that fall within the topics covered by Board policies on Governance Process and Board-CEO Relationship, except where the Board specifically delegates portions of this authority to others. The Chairperson is authorized to use any reasonable interpretation of the provisions in these policies.
  - a. The Chairperson is empowered to Chair Board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).
  - b. The Chairperson has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Chairperson has no authority to supervise or direct the CEO.
  - c. The Chairperson may represent the Board to outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to him or her.
  - d. The Chairperson may delegate this authority but remains accountable for its use.
  
3. The Chairperson shall appoint Chairs of Standing Board Committees on an annual basis.