



PRINCIPLES OF ENGAGEMENT FOR THE BOARD CHAIR

ROLE

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

DUTIES AND RESPONSIBILITIES

In addition to the duties and responsibilities of an individual Governor, the Board Chair is responsible for fulfilling other duties as set out in the consolidated legislation, the By-Laws of the Board of Governors, and the following:

Working with the University President

- Act as a liaison between the University President and the Board;
- Foster a constructive and harmonious relationship between the Board and administration through periodic contact with the President;
- Act as a sounding board, counsellor and confidant for the President, including helping to review strategies, define issues, maintain accountability, and build community relationships;
- Review and approve the President's expenses;
- Review and approve the priorities of the President and senior administration;
- Keep informed generally of the activities of the University and administration; and
- Support, through the Office of the President, other members of the senior management team.

Board Operations

- Review and approve Board meeting agendas;
- Preside over all Board meetings;
- With the University Secretariat, facilitate and assist in the coordination of the activities of the Board and Board committees;
- With the University Secretary, resolve any conflicts of interest involving Governors;
- Serve as the Chair of the Board's Executive Committee; and
- Mentor Governors in relation to, and ensure adherence with, the Principles of Engagement for Members of the Board of Governors.

Board Effectiveness

- Ensure the Board fulfills its governance responsibilities as set out in the consolidated legislation and Board By-Laws;
- Ensure Board meetings are conducted in an efficient, effective and focused manner;
- Maintain the boundaries between Board and University administration responsibilities;

- Ensure Governors are properly informed and that sufficient and timely advance distribution of all background information is provided to enable Governors to form appropriate judgments;
- At meetings, encourage participation of all Governors and promote a spirit of collegiality where robust questioning and discussion are encouraged;
- Build consensus and develop teamwork within the Board;
- Foster ethical and responsible decision-making by the Board and Governors;
- Ensure that each Governor is contributing to the Board's work;
- Be available to Governors for questions, counsel and discussions related to University matters;
- Provide, with the University Secretary's assistance, new Governors with information on their duties and responsibilities and encourage ongoing Governor education;
- Ensure the Board has cohesion of direction and purpose at a policy and strategic level; and
- Keep the Board up-to-date on all significant developments.

Relationship with Government and Other Stakeholders

- Support the President in interactions between the University and government;
- Ensure the Board and President are alert to the University's obligations to government; and
- Represent the Board at meetings with government and other stakeholders.

Appointments, Performance and Re-Appointments

- In consultation with the Board and the Governance and Human Resources Committee consider the optimal Board composition and desired attributes in new Governor appointees to strengthen the Board;
- Work with the Governance and Human Resources Committee regarding new Governor appointments, performance and re-appointments;
- Lead the Board evaluation processes; and
- Lead the President's annual assessment.

SKILLS AND KNOWLEDGE

All skills and knowledge required of an individual Governor as outlined in the Principles of Engagement for Members of the Board of Governors, plus:

- Strategic planning;
- Financial acumen;
- Risk management;
- Familiarity with bicameral governance models and University governing bodies;
- Familiarity with the post-secondary landscape;
- Knowledge of how to conduct a constructive meeting;
- Ability to facilitate and an appreciation of teamwork;
- Ability to lead discussions that underpin strategic issues;
- Communication skills to represent the University if necessary before community groups, the media, and all levels of the University;
- Ability to deal with and effectively resolve conflicting goals and competing interests in a public setting; and
- Understanding of the importance of equity and diversity and the role that the Board plays in reflecting the diversity of Canadian society and Dalhousie.