

LOYALIST COLLEGE

Board of Governors Policy

6. DUTIES OF THE CHAIR

Date Last Approved: May 29, 2025

Next Review Date: 2029

Background

In this policy, capitalized terms used but not defined herein shall have the respective meanings ascribed to them in the Definitions Schedule.

The Ministry's "Board-President Relations" resource document outlines the key Chair responsibilities. This policy aligns with section 11.4(a) of the By-Law (Duties of Chair) and section 11.4(b) of the By-Law (Duties of Vice- Chair(s)).

Policy / Procedure

The Chair is the leader of the Board and is responsible for:

1. ensuring the integrity and effectiveness of the Board's governance roles and processes;
2. presiding at all meetings of the Board;
3. representing the Board within the College and to its external stakeholders; and
4. maintaining effective relationships with Governors, management, and other stakeholders.

Board Governance

The Chair ensures the Board meets its obligations and fulfills its governance responsibilities. The Chair oversees the quality of the Board's governance processes including:

- ensuring the Board sets the College's vision, mission, strategic directions and overall goals and outcomes with the context of the appropriate laws, government policies and local needs;
- working with the Board to hire the President, and delegating the President's accountability for the operation of the College;
- ensuring that the Board performs a governance role that respects and understands the role of management;
- ensuring that the Board adopts an annual work plan that is consistent with the College's strategic directions, mission and vision;
- ensuring that the Board approves the College's annual business plan, budget and annual report;
- ensuring that the work of Board committees is aligned with the Board's role and annual work plan, and that the Board respects and understands the role of Board committees, and does not redo committee work at the Board level;

- ensuring Board succession by making sure there are processes in place to recruit, select and train Governors with the skills, experience, background, and personal qualities required for effective Board governance;
- ensuring that the Board and individual Governors have access to appropriate education;
- overseeing the Board's evaluation processes, and providing constructive feedback to individual committee chairs and Governors as required;
- establishing governance structures to enable the achievement of expected College outcomes with clear lines of communication and internal accountability;
- signing all By-Laws and such contracts, documents or instruments in writing that require the Chair's signature;
- ensuring that the Ministry's "Conflict of Interest" Policy Directive is followed;
- assessing regularly the attainment the President's goals and outcomes, and the effectiveness of the Board with respect to governance;
- taking appropriate corrective action, as necessary, where expected outcomes of quality of performance is not achieved; and
- fostering teamwork among Governors, solving problems and resolving conflict.

Presiding Officer

The Chair is the presiding officer at Board meetings, meaning the Chair is responsible for:

- setting agendas for Board meetings, and ensuring matters that are dealt with at Board meetings appropriately reflect the Board's role and annual work plan;
- ensuring that meetings are conducted according to applicable legislation, By-Laws and the Board's governance policies and rules of order;
- facilitating and forwarding the business of the Board, including preserving order at Board meetings;
- encouraging input and ensuring that the Board hears all sides of a debate or discussion;
- encouraging all Governors to participate and controlling dominant Governors;
- facilitating the Board in reaching consensus;
- ensuring relevant information is made available to the Board in a timely manner, and that external advisors are available to assist the Board as required; and
- ruling on procedural matters during meetings.

Representation

As a representative of the Board, the Chair will:

- act as the official spokesperson for the Board;
- represent the Board within the College, attend and participate in events as required; and
- represent the Board in dealings with key stakeholders, as required.

Relationships

With respect to relationship management, the Chair will be responsible for:

- facilitating relationships with, and communication among, Governors and between Governors and senior management;
- establishing relationships with individual Governors, meeting with each Governor at least once a year to ensure that they contribute their special skills and expertise effectively;
- providing assistance and advice to committee chairs, ensuring committee chairs understand Board expectations and have the resources that are required for performance of their terms of reference; and
- maintaining a constructive working relationship with the President, providing advice and counsel as required, which involves:
 - a. working with the President to ensure understanding of Board expectations;
 - b. ensuring that the President's annual performance objectives are established, and that an annual evaluation of the President is performed; and
 - c. assisting and supporting the President to secure strategic partnerships and College funding essential to the operation and advancement of the College.

Other Duties

The Chair will perform such other duties as the Board determines from time to time.

Skills and Qualifications

The Board shall select a Chair who possesses as many of the following qualities, skills and experience as feasible:

- proven leadership skills;
- excellent strategic and facilitation skills;
- proven ability to influence and achieve consensus;
- proven ability to act impartially and without bias, and display tact and diplomacy;
- effective communication skills;
- political acuity;
- time to continue the legacy of building strong relationships between the College and its stakeholders;
- ability to establish trusted advisor relationships with the President and other Governors;
- governance and Board level experience; and
- outstanding record of achievement in one or several areas of skills and experience used to select Governors.

The Chair has the authority to make decisions on behalf of the Board which fall within Board policies. The Chair shall not:

- commit the Board to any new policies; or
- authorize expenditures that require Board approval.

It is expected that normal incidental expenses of the President would be approved by the Chair or their designate member of the Executive and Governance Committee.

Term of Office

The Chair will be elected by the Board from among the External Governors annually or every two (2) years. The Chair will serve an initial term of one (1) or two (2) years, renewable for an additional term of one (1) to two (2) years. The Board may determine by resolution that the maximum six (6) year term for an External Governor does not apply to a member who is serving as Chair of the Board, and the member shall immediately be eligible for reappointment or re-election to another term of office, provided that they continue to serve as Chair. A member who continues to serve as Chair may not be a Governor for more than eight (8) consecutive years and subsequently is not eligible for reappointment or re-election to the Board. Upon expiry of the Chair's term, if the Chair is not re-elected as Chair, they shall automatically become the Past Chair.

Conflict of Interest

In accordance with the Minister's "Conflict of Interest" Policy Directive, each Governor must complete an annual conflict of interest declaration form, which is to be reviewed by the Chair. The Chair must then submit an annual attestation to the Ministry to confirm the Board's compliance with the Minister's "Conflict of Interest" Policy Directive.

Monitoring

The Chair will be responsible for ensuring the integrity of Board processes including the effectiveness of Board meetings and Board decision-making, and adherence to the By-Laws and policies.

Related Materials

Ministry of Colleges and Universities, "Governance and Accountability Framework" - 2010
<https://www.tcu.gov.on.ca/pepg/documents/GovernanceandAccountabilityFramework2010.pdf>

Ministry of Colleges and Universities, "Board-President Relations" resource document - 2003
https://www.tcu.gov.on.ca/pepg/documents/Board-President_Relations.pdf

Ministry of Colleges and Universities, "Conflict of Interest" Policy Directive - 2023
<https://www.ontario.ca/page/governance-and-accountability-policy-directive-colleges-applied-arts-and-technology>

Loyalist College Board of Governors By-Law 1 (General Governance)