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| <b>MICs GROUP OF HEALTH SERVICES...</b><br><br><b>MICs Board of Directors</b><br><br> | <b>TOPIC:</b> Board Chair's Role and Responsibilities   | <b>NUMBER:</b> GOV-019   |
|  | <b>CATEGORY:</b> Board of Directors   | <b>DATE:</b> October 30 <sup>th</sup> , 2016   |
|  | <b>DEPARTMENT:</b> Governance   | <b>REVISED DATE:</b><br>November 23 <sup>rd</sup> , 2016<br>October 5 <sup>th</sup> , 2017 |
|  | <b>AUTHORITY:</b> MICs Board Chairs   |  |
|  | <b>APPROVED SIGNATURES:</b><br> | <b>LAST DATE REVIEWED:</b>   |

## BOARD CHAIRS' ROLE AND RESPONSIBILITIES

### POLICY

At MICs Group of Health Services, each hospital has its own Board Chair. The three Chairs rotate chairing monthly MICs Board meetings. The Board Chairs provide leadership to the MICs Board and are responsible for the following:

- Ensuring the integrity and effectiveness of the Board's governance role and processes.
- Presiding, on a rotating basis, at meetings of the board.
- Representing the board within the hospital and the hospital in the community.
- Maintaining effective relationships with board members, management, staff and stakeholders.
- Working with the CEO and Chief of Staff to ensure they understand board expectations.

### RESPONSIBILITIES

#### A. Board Governance

The Board Chairs ensure the MICs Board meets its obligations and fulfills its governance responsibilities. The Chairs oversee the quality of the Board's governance processes including:

- Ensuring that the MICs Board performs a governance role that respects and understands the role of management.
- Ensuring that the MICs Board adopts an annual work plan that is consistent with the hospital's strategic directions, mission and vision.
- Ensuring that the work of the MICs 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 ensuring there are processes in place to recruit, select and train directors with the skills, experience, background and personal qualities required for effective board governance.
- Ensuring that the Board and individual directors have access to appropriate education.

- Overseeing the Board's evaluation processes and providing constructive feedback to individual committee chairs and board members by the end of June of each year.
- Ensuring that the Board's governance structures and processes are reviewed, evaluated and revised regularly.
- Ensuring that CEO and Chief of Staff annual performance objectives are established and an annual evaluation of the CEO and Chief of Staff is performed.

## **B. Presiding Officer**

When performing the role of "Presiding Officer" at monthly Board meetings, each Chair is responsible for:

- Setting agendas for Board meetings and ensuring matters raised at Board meetings appropriately reflect the Board's role and annual work plan.
- Ensuring that meetings are conducted according to applicable legislation, hospital by-laws and the hospital'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 both sides of a debate or discussion.
- Encouraging all directors to participate and controlling dominant members.
- 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.
- Ruling on procedural matters during meetings.

## **C. Representation**

- The Board Chairs represent their hospital in the community and to its various stakeholders.
- The Chairs represent the Board within their hospital attending and participating in events as required.
- The Chairs represent the MICs Board in dealings with government and regulatory authorities.

## **D. Relationships**

- The Board Chairs facilitate relationships with, and communication among, board members and between board members and senior management.
- The Chairs maintain a constructive working relationship with the MICs CEO and Chief of Staff, providing advice and counsel as required.

### **E. Skills and Qualifications**

The Board Chairs will possess the following personal qualities, skills and experience:

- Proven leadership skills
- Good strategic and facilitation skills, ability to influence and achieve consensus
- Act impartially and without bias
- Tact and diplomacy
- Good communicator with ability to build strong relationships both internally and externally

### **F. Term**

The Board Chairs will serve an initial term of three years, renewable for an additional two terms at the discretion of each Board.

Source: OHA documents