



Terms of Reference for Chair of the Board, Approved September 24, 2013

1. Objective

- 1.1. This Terms of Reference is designed to ensure that the Chair of the Board of Directors, the Board of Directors and staff of the Institute on Governance have a shared understanding of the roles and responsibilities of the Chair of the Board of Directors.

2. Definitions

- 2.1. **Organization** refers to the Institute on Governance
- 2.2. **Board** refers to the Board of Directors of the Institute on Governance
- 2.3. **Director** refers to an individual member of the Board of Directors of the Institute on Governance
- 2.4. **Chair** refers to the Chair of the Board of Directors of the Institute on Governance
- 2.5. **President** refers to the most senior management staff member of the Institute on Governance

3. Policy Statement

- 3.1. The Board assumes responsibility for the governance and stewardship of the Institute on Governance and as a consequence has accountability for the performance of the organization. Critical to meeting this accountability are the relationships between the Board, Directors and the President.
- 3.2. The Chair is appointed by the Board of Directors.
- 3.3. The Chair provides leadership in guiding the Board and coordinating its activities in the best interests of the organization. In performing this role, the Chair manages the affairs of the Board and works closely with the President.

4. Roles and Responsibilities

- 4.1. Chair Working with the President
 - 4.1.1. Fosters a constructive and harmonious relationship between the Board and the President.
 - 4.1.2. Acts as the main point of contact and communication between the Board and the President on decisions of the Board.
 - 4.1.3. As Chair of the Performance Review Committee, leads the Board in monitoring and evaluating the President's performance.

- 4.2. Chair Relationship with the Board of Directors

- 4.2.1. Ensures the Board has effective oversight of the organization's business and affairs and is alert to its obligations to the organization under the law.
- 4.2.2. Leads the Board in reviewing and monitoring the strategic business plan, policy and directions of the organization and the achievement of its objectives.
- 4.2.3. Fosters cohesion of direction and purpose at a policy and strategic level.
- 4.2.4. Builds consensus, encourages participation, and develops teamwork within the Board.
- 4.2.5. Communicates with the Board to keep it up to date on all major developments, including timely discussion of potential developments.
- 4.2.6. Ensures that the Board has sufficient knowledge to permit it to make major decisions when required.
- 4.2.7. Approves the board agenda, briefing packages and related events for Board meetings with the President and the Secretary.
- 4.2.8. Is an ex-officio member on all Board committees.
- 4.2.9. Chairs the Executive Committee.
- 4.2.10. Establishes annually, in advance and in consultation with the President, the Board Calendar and coordinates fulfillment of the requirements set by Board policies.
- 4.2.11. Chairs Board meetings.
- 4.2.12. Ensures Board meetings are conducted in an efficient, effective and focused manner.
- 4.2.13. Ensures, with the assistance of the President and the Governance Committee, that there is an orientation program for new Directors and an ongoing development program for existing Directors aimed at increasing the Directors' familiarity with the organization and its context.

5. Communicating this Terms of Reference

- 5.1. This Terms of Reference requires no special communication procedures other than inclusion in the Board policy manual

6. Review and Evaluation

- 6.1. This Terms of Reference will be reviewed annually