



Terms of Reference for Vice Chair

Approved September 24, 2013

1. Objective

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

2. Definitions

2.1. Institute 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. Vice Chair refers to the Vice Chair of the Board of Directors of the Institute on Governance.

2.6. 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. In the absence of the Chair, the Vice Chair provides leadership in guiding the Board and coordinating its activities in the best interests of the Institute.

4. Roles and Responsibilities

4.1. In the absence of the Chair, the Vice Chair will:

4.1.1. Preside over meetings of the Board.

4.1.2. Act as the main point of contact between the President and the Board.

4.1.3. Chair the Executive Committee of the Board.

4.1.4. If and as required, fulfill the other responsibilities of the Chair, consistent with the Institute's bylaws, policies and terms of reference.

5. Communicating this Terms of Reference

5.1. This Terms of Reference requires no special communication procedures other than inclusion in the Institute's policy manual

6. Review and Evaluation

6.1. This Terms of Reference will be reviewed annually