



## Board Governing Policy

### 3.6 Role of the Board Chair

<b>Policy Number</b>	3.6
<b>Policy Title</b>	Role of the Board Chair
<b>Date First Approved</b>	April 16, 2010
<b>Date Reviewed</b>	December 3, 2018
<b>Date Revised</b>	December 13, 2018

**Preamble:** Pursuant to the Bylaws, the Chair of the Covenant Health Board, Covenant Care Board and Covenant Living Board (hereinafter referred to as “Board”) of Directors has specific duties and responsibilities. The Board Chair is accountable to the Board of Directors for his/her performance.

**Purpose:** The policy further defines the role of the Chair of the Board of Directors.

**Policy:** The Board Chair is appointed as Chair by the Catholic Health of Alberta Board for a two-year term renewable until conclusion of their Board Director tenure.

The Board Chair ensures integrity of the Board process and represents the Board to outside parties.

1. The role of the Board Chair is to ensure that the Board acts consistently within its own rules, policies and those legitimately imposed on it from outside the organization, including the provincial government, Alberta Health Services, and Catholic Health of Alberta.
2. The authority of the Board Chair consists of implementing Board policy and decisions, except where the Board specifically delegates portions of this authority to others.
3. On behalf of the Board, the Board Chair liaises with the CEO but not to supervise or direct the CEO, unless otherwise directed by the Board to do so.
4. The Board Chair carries out specific responsibilities as outlined in the various governing instruments and as agreed to by the Board such as:
  - a. Keeping the mission, vision, and values of Covenant Health, Covenant Care and Covenant Living (hereinafter referred to as “Covenant”) foremost and articulating them as the guide for all Board action.
  - b. Enforcing Board policies and procedures, relevant bylaws, rules and regulations such as conflict of interest.
  - c. Chairing meetings of the Board and where necessary establishing specific objectives for the meeting and communicating those objectives to the Board. Keeping the Board meetings

effective and efficient by being focused and action-oriented. Deliberation at meetings shall be fair, open, and thorough but also timely, orderly, and kept to the point.

- d. The detailed agenda of any regular board meeting shall be prepared jointly by the Board Chairperson and the CEO and shall be approved by the Board. Meeting content will only be those issues, which according to Board policy, clearly belong to the Board to decide, and have not been delegated to the CEO.
  - e. Ensuring there are in-camera sessions at every Board meeting.
  - f. In accordance with the Board Communication policies (currently policy 4.5), act as the spokesperson for the Board.
  - g. Ensuring orientation of new Board Directors.
  - h. Communicating individual Member and Committee Chair responsibilities and accountabilities.
  - i. Ensuring annual performance reviews of the CEO is conducted as per the Covenant Bylaws and the CEO Performance Management Board Policy (currently policy 4.14)
  - j. Ensuring there is a compensation review of the CEO, including pension and benefits, as per the **Executive Compensation** policy (currently policy 5.13).
  - k. Providing assistance and advice to the CEO within the limits of authority granted to the Chair.
  - l. Liaising with or attending other board and governing bodies, medical staff, and hospital or system meetings as required.
  - m. Undertaking other duties and responsibilities that may be required from time-to-time or as requested by the Board.
5. The Board Chair is an ex-officio member of each board committee without a vote. The Board Chair is welcome at all committee meetings but is not normally expected to participate in committee meetings.
  6. The Board Chair is expected to attend external meetings, consultations, and special events as part of his/her responsibilities set out in Section 4(m) of this document.
  7. Ensure that the Corporate Office is aware of how to contact the Chair at all times.