

## BOARD POLICY MANUAL

| <b>Policy &amp; Procedure: 3-B-11 BOARD CHAIR ROLE AND RESPONSIBILITIES</b> |                                                                                 |
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| Developed By: <b>Governance Committee</b>                                   | Number: 4-C-1                                                                   |
| Date of Origin: December 2018                                               | Review Date: March 3, 2026                                                      |
|                                                                             | Revision Date: March 2019; Revised February 2022; Approved March 2022, May 2026 |
| Approved By: JEC/Board June 9, 2026                                         |                                                                                 |

### TERMINOLOGY

For the purposes of this Policy,

- “Board Chair” refers to the chairperson of the board of directors of the Groves Memorial Community Hospital (“**GMCH**”) and the chairperson of the board of directors of the North Wellington Health Care Corporation (“**NWHC**”); each of GMCH and NWHC are sometimes referred to herein as a “Hospital” and collectively the “Hospitals”.
- Common Board refers to the agreement between GMCH and NWHC as defined in the Common Board Agreement dated {insert date}.

### ROLE OF THE BOARD CHAIR

#### Board Chair

The Board Chair is the leader of the board of directors of the Hospital (hereafter referred to as the “Board”). The Board Chair is responsible for:

- Ensuring the integrity and effectiveness of the Board’s governance role and processes.
- Presiding at meetings of the Board and members.
- Representing the Board within the organization and externally to its stakeholders
- Acting as primary contact between the Board and the Chief Executive Officer (CEO and Chiefs of Staff.
- Maintaining effective relationships with directors, management and stakeholders.

### RESPONSIBILITIES OF THE BOARD CHAIR

#### Board Chair

##### **Board Governance**

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

- 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 strategic direction, vision, mission and values.
- Ensuring that the work of all Board committees is aligned with the Board’s role and annual work plan and that the Board respects and understands the role of committees.



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|--------------------------------------------------------------------|-----------------------|
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|--------------------------------------------------------------------|-----------------------|

- Ensuring Board succession by ensuring there are processes in place to recruit directors with skills, experience, background and personal qualities required for effective Board governance and Board officer roles.
- 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 directors as required.
- Ensuring that the Board's governance structures and processes are aligned with the Common Board Agreement, as evaluated and revised from time to time.

## ***Presiding Officer***

The Board Chair is the presiding officer at Board's and members' meetings. In this regard, the Board Chair is responsible for:

- Setting agendas for Board meetings and ensuring matters dealt with at meetings appropriately reflect the Board's role and annual work plan.
- Ensuring that meetings are conducted according to applicable legislation, the articles of incorporation, the by-laws, the Common Board Agreement, 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 directors to participate and controlling dominant directors.
- 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.

## ***Representation***

- The Board Chair is the official spokesperson for the Hospital on matters not delegated to the CEO.
- The Board Chair reports on behalf of the Board to members at each annual meeting.
- The Board Chair represents the Board within the organization, attending and participating in events as required.

## ***Relationships***

- The Board Chair facilitates relationships with, and communication among and between, directors and senior management, and with directors of each Hospital.
- The Board Chair establishes a relationship with individual directors, making an opportunity for a meeting with each director at least once a year to ensure that each director contributes their special skill and expertise effectively.



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|--------------------------------------------------------------------|-----------------------|
| <b>Policy and Procedure: BOARD CHAIR ROLE AND RESPONSIBILITIES</b> | <b>Number: 3-B-11</b> |
|--------------------------------------------------------------------|-----------------------|

- The Board Chair provides assistance and advice to Board committee chairs to ensure committee chairs understand Board expectations and have the resources that are required for performance of their mandates set out in committee terms of reference.
- The Board Chair shall retain direct contact with the CEO and Chief of Staff.

## ***Other Duties***

- The Board Chair performs such other duties as the Board determines from time to time.

## Freedom of Information and Protection of Privacy

### The Board Chair:

- Is accountable for the Hospital's overall compliance with the Freedom of Information and Protection of Privacy Act (FIPPA)
- Ensures the Hospital responds to Freedom of Information (FOI) requests in compliance with FIPPA
- Ensures that personal information is collected, used, disclosed, retained, and disposed of in accordance with FIPPA
- Is authorized to delegate powers and duties conferred by FIPPA to one or more officials of the Hospital, recognizing that the Chair remains ultimately accountable.

## **SKILLS AND QUALIFICATIONS**

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

- All of the personal qualifications required of a director.
- Proven leadership skills.
- Good strategic and facilitation skills, as well as an ability to influence and achieve consensus.
- Act impartially and without bias.
- Tact and diplomacy.
- Effective communicator.
- Political acuity.
- Must have time to continue the legacy of building strong relationships between the organization and stakeholders.
- Ability to establish trusted advisor relationship with the CEO and other directors.
- Governance and board level experience in the relevant sector.
- Outstanding record of achievement in one or several areas of skills and experience used to select directors.

## **TERM**

### **Board Chair**

The Board Chair will serve an initial term of two (2) years with consideration to serve a



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|--------------------------------------------------------------------|-----------------------|
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|--------------------------------------------------------------------|-----------------------|

maximum of two additional one-year terms in accordance with the by-laws of each Hospital.

## AMENDMENT

The role description may be amended from time to time.

### Related Documents:

– {insert new article from new by-laws}{insert new article from new by-laws} {insert new Common Board Agreement}

| REVISION HISTORY        |                                                                           |
|-------------------------|---------------------------------------------------------------------------|
| Original Issue Date:    | December 2018                                                             |
| Reviewed/Revised Dates: | Reviewed March 2019; Revised February 2022; Approved March 2022, May 2026 |