Serving as the [__organization name__] board chair is an important responsibility that must be undertaken/discharged with a high level of commitment, seriousness, competence and energy. How, and how well, this role is performed has a significant impact on our board’s effectiveness, efficiency and creativity. Working collaboratively with the President/CEO and executive committee, the chair leads the board and is a key member of [__organization name__] leadership team. Key expectations associated with the role of board chair are specified below.

functions

The chair is expected to:

✔ serve as an advisor to the President/CEO regarding: execution of his/her role; governance development; and board-executive relationships

✔ serve as a role model for, and mentor to, other directors

✔ serve as an advisor to board committee chairs regarding the performance of their roles

✔ serve as our board’s representative/spokesperson to stakeholders and other external constituents

✔ serve as our board’s representative/spokesperson to the executive/management team, medical staff and employees

✔ serve as our board’s representative at [__organization name__] sponsored functions and events
✓ serve as our board’s primary representative, point of first contact and spokesperson to the media

✓ chair the joint (board, management, medical staff) conference committee

✓ serve as chair of the board’s executive committee

✓ with advice/counsel of the executive committee, formulate annual board goals and a work plan; forward to the board for review/approval

✓ direct professional and support staff assigned to the board

✓ with advice/counsel of the executive committee, appoint chairs and members of board standing and ad hoc committees

✓ attend, as our board’s representative/spokesperson, meetings of the medical staff

✓ with advice/counsel of the executive committee, plan/set the agenda for board meetings

✓ chair/facilitate board meetings and ensure they are focused, effective, efficient and creative

✓ prior to the conclusion of a director’s term, conduct a session to: provide feedback regarding peer assessment results; and with him/her, formulate a performance/contribution development plan

✓ review and approve all expense reimbursements to the President/CEO

✓ perform other tasks necessary for ensuring high levels of board performance/contributions
✓ after conclusion of his/her term, be willing to provide advice/counsel to the incumbent board chair

**qualifications**

*The chair must:*

✓ after careful reflection and assessment, have the time and energy to fulfill the expectations of this demanding role; estimated to require approximately ___ hours per month

✓ have completed at least one term as a director

✓ have the confidence/respect of colleague directors, the President/CEO and physician leaders

✓ during service on the board, have fulfilled all expectations enumerated in the director position charter

✓ be perceived as highly effective by peers in previous director assessments

✓ have no general, material conflicts-of-interests that would inhibit execution of the chair role

✓ have exemplary personal/professional integrity

✓ have demonstrated wisdom, intelligence and good judgment

✓ be effective and articulate expressing him/herself

✓ possess, or be willing to acquire, the knowledge/skills to facilitate focused, effective, efficient and creative meetings
be willing/able to attend education programs designed to enhance his/her board leadership competencies

appointment

single, two-year term; eligible for one term reappointment based on results of board chair performance assessment

if an individual’s service as chair exceeds the maximum director term limit, that limit will be extended by the number of years necessary to complete his/her term as board chair

nomination and election

nominees for the position of chair need not have been the board’s vice chair, other officer or a committee chair

a special ad hoc chair nominating committee will forward to the board one or more nominees; this committee will be composed of:
- current board chair (committee chair)
- President/CEO, ex officio with vote
- one past board chair (whether or not he/she is a current director)
- chief of the medical staff in an advisory capacity
- two at-large directors, selected by the executive committee

NOTES:

This is an illustration and is not meant to be comprehensive or inclusive. It is provided as a template based on current best practices and is intended to be a point of departure, for your board’s discussion and formulation of its own chair position charter.
This charter is aligned with other *Center Tools*, particularly: board charter; governing principles; and director position charter.

This chair position charter is grounded on a model of healthcare organization governance forwarded in *Board Work* by Dennis Pointer and James Orlikoff (Jossey-Bass, 1999). For information regarding, or to order, this publication, visit www.americangovernance.com.