

## T O O L L

# Sample Board Chair Position Charter

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-interest 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 E. Orlikoff (Jossey-Bass, 1999). For information regarding, or to order, this publication, visit [www.americangovernance.com](http://www.americangovernance.com).

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