



Homes First Society Policy

Duties & Expectations of a Board Chair and Position Description

Principle:

Homes First Society is committed to ensuring that it achieves standards of excellence in the quality of its governance and has adopted this policy describing the duties and expectations of its Chair.

- 1. Role of the Chair:** The Board Chair is the leader of the Board. The Board Chair is responsible for:
 - (a) Ensuring the integrity and effectiveness of the Board’s governance role and processes.
 - (b) Presiding at meetings of the Board and members (i.e., Annual General Meeting and any other special meeting of members).
 - (c) Representing the Board within the organization and the organization to its stakeholders.
 - (d) Maintaining effective relationships with Directors, management, and stakeholders.

- 2. Responsibilities:**
 - (a) **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 processes including:
 - i. Ensuring that the Board performs a governance role that respects and understands the role of management.
 - ii. Ensuring that the Board’s work is consistent with the organization’s strategic directions, mission, and vision.
 - iii. Ensuring that the work of the Board Committees and Task Teams are aligned with the Board’s role and that the Board respects and understands the role of Board Committees and Task Teams.
 - iv. Ensuring Board succession by creating processes or that processes are in place to recruit, select, and train Directors with the skills, experience, background, and personal qualities required for effective Board governance.
 - v. Ensuring that the Board and individual Directors have access to appropriate education.

- vi. Overseeing the Board's evaluation processes and providing constructive feedback to individual Committee and Task Team Chairs and Directors as required.
 - vii. Ensuring that the Board's governance structures and processes are reviewed, evaluated, and revised from time to time.
- (b) **Presiding Officer:** The Chair is the presiding officer at Board and members' meetings, and is responsible for:
- i. Setting agendas for Board meetings and ensuring matters dealt with at Board meetings appropriately reflect the Board's role.
 - ii. Ensuring that meetings are conducted according to applicable legislation, the bylaws, and the Board's governance policies.
 - iii. Facilitating and forwarding the business of the Board, including preserving order at Board meetings.
 - iv. Encouraging input and ensuring that the Board hears all sides of a discussion or debate.
 - v. Encouraging and motivating all Directors to participate.
 - vi. Facilitating the Board in reaching consensus.
 - vii. 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.
 - viii. Ruling on procedural matters during meetings.
- (c) **Representation:**
- i. The Chair is the official spokesperson for the Board.
 - ii. The Chair represents the organization in the community and to its various stakeholders.
 - iii. The Chair reports on behalf of the Board at each Annual General Meeting.
 - iv. The Chair represents the Board within the organization as well as in attending and participating in events as required.
 - v. The Chair represents the Board in dealings with government and regulatory authorities, as required.
- (d) **Relationships:**
- i. The Board Chair facilitates relationships with, and communication among Directors and between Directors and the CEO.
 - ii. The Chair establishes a relationship with individual Directors to ensure that each Director contributes his/her skills and expertise effectively.
 - iii. The Chair provides assistance and advice to Committee and Task Team Chairs to ensure they understand Board expectations and have the resources to achieve their Terms of Reference.

- iv. The Chair maintains a constructive working relationship with the CEO, providing advice and counsel as required:
 - (1) The Chair works with the CEO to ensure he or she understands Board expectations.
 - (2) The Chair ensures that CEO annual performance objectives are established and an annual evaluation is performed.
 - (e) **Other Duties:** The Chair performs such other duties as the Board determines from time to time.
3. **Skills and Qualifications:** The Board Chair will possess the following personal qualities, skills, and experience:
 - (a) All of the personal qualifications required by a Director.
 - (b) Proven leadership skills.
 - (c) Good strategic and facilitation skills, as well as an ability to influence and achieve consensus.
 - (d) Act impartially and without bias.
 - (e) Tact and diplomacy.
 - (f) Effective communicator.
 - (g) Political acuity.
 - (h) Must have the time to continue the legacy of building strong relationships between the organization and stakeholders.
 - (i) Ability to establish a trusted advisor relationship with CEO and other Directors.
 - (j) Governance and Board level experience in a relevant sector.
 - (k) Outstanding record of achievement in one or several areas of skills and experience used to select Directors.
4. **Term:** The Board Chair will serve for a period of 1 year and may be renewed every year.

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- Created on June 13, 2017.
 - Approved by the HFS Governance and Nominating Committee on November 27, 2017 (via electronic poll); to be reviewed in 2022.
 - Approved by the HFS Board of Directors on December 5, 2017.

Tips for the New Chair

1. Spend some time thinking about the Homes First Society's mission, vision, values, and accountabilities and how they relate to the Board's role and the Chair's role.
2. Recognize your obligations to develop a relationship with each Director; find time to speak with each Director.
3. Set objectives for yourself and the Board. A good process for this is to have a conversation with each Board member and ask questions such as:
 - (a) How do you feel the Board is performing?
 - (b) What would you like to contribute?
 - (c) Where can we improve?
 - (d) What should I do to improve Board performance?
4. Your role is to be the meeting manager - consider how you will balance your obligation to ensure the meeting follows a proper process and provides an opportunity for Directors to contribute while reaching decisions where required.
5. Become familiar with the rules of order adopted by the corporation.
6. It is your responsibility to provide guidance and structure for productive meetings. Think of ways in which you can encourage each Director to contribute to Board discussions.
7. Create a safe and empowering atmosphere to get the best contribution from everyone. If a Director is dominating a conversation, remember the goal of the meeting is to encourage input from all Directors as everyone is expected to contribute their unique skills. If a Director is disrespectful or rude, the behaviour should be addressed either during the meeting or brought to the Executive Committee for discussion and direction.
8. Recognize when it is important or appropriate to defer a decision to a future meeting or to a Committee or Task Team.
9. Be thoughtful about the importance of your relationship with the CEO. The role of the Board is to provide oversight and governance, which requires a strong link between the Chair and CEO.
10. Ask yourself if the external and internal stakeholders are well understood by the Board. Consider how you will perform your role as the representative of the Board to external and internal stakeholders.