



## *North Peace Housing Foundation*

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### Draft amendment to Board Policy - 1.5 Role of the Board Chair

An issue may arise regarding absence of both the Chair and Vice-Chair at a future board meeting.

The following is guidance found in two documents.

#### **Board Governance Handbook - 1.5 Role of the Board Chair**

4) The Chair shall preside at meetings of the Board and shall enjoy all commonly-accepted privileges and authority commensurate with the role. Notwithstanding, the authority of the Chair shall not include:

- a) The authority to hire or terminate the Chief Administrative Officer, nor
- b) Such other matters as the Board may specifically delegate to others from time to time.

5) In the absence or inability of the Chair, the Vice-Chair shall perform the functions and shall enjoy the privileges of the Chair.

The policy is silent on any other changes/options if both are absent.

#### **Ministerial Order No. H:062/95:**

"The chairperson, vice-chairperson or any other officers of the board, the board determines necessary, shall be appointed from among the Board members in the manner and at the times the Board determines appropriate at the board's annual organizational meeting in the manner the board determines appropriate."

#### **Recommendation:**

That the Board approve an amendment, adding a Section 6 to Board Policy - 1.5 Role of the Board Chair as follows:

6) In the absence or inability of the Chair and the Vice-Chair, the Executive Director shall preside over the meeting until the Board, by majority vote, designates one of the remaining Board members as the acting Chair for the duration of the meeting. The acting Chair shall perform the functions and shall enjoy the privileges of the Chair.

All the best,

Don

Don Good – Director of IT, Communications and Stakeholder Relations



<b>Section</b> 1.0 BOARD GOVERNANCE		<b>Subject</b> 1.5 ROLE OF THE BOARD CHAIR	
Page 1 of 1	<b>Board Motion</b> 50.04.19 REVISED 90.09.20	<b>Effective Date</b> <b>DRAFT</b>	<b>Last Revised Date</b> <b>DRAFT</b>

**BOARD CHAIR  
ROLE**

The Board Chair shall ensure the integrity of the Board’s governance process and shall represent the Board in all external communications.

Except as otherwise authorized by the Board from time to time, the Chair or the Chair’s delegate shall be the only person authorized to speak on behalf of the Board. In all cases where the Chair’s authority has been delegated in this regard, the Chair remains, nonetheless, accountable for the exercise of that authority.

Accordingly,

- 1) The Chair shall interest themselves in the units and lodges under the jurisdiction of the Management Body Board;
- 2) The Chair shall ensure that the Board functions in an orderly manner, consistent with both internal policies and rules, as well as with any requirements and limitations imposed by the Foundation’s governing legislation. Without limiting the generality of the foregoing, the Chair shall ensure that:
  - a) Agendas, discussions and deliberations at meetings of the Board comprise only those issues under Board authority, and
  - b) Deliberations amongst Board members are unbiased, fully-informed and efficient.
- 3) In all matters of procedure, the Chair’s ruling shall be considered final.
- 4) The Chair shall preside at meetings of the Board and shall enjoy all commonly-accepted privileges and authority commensurate with the role. Notwithstanding, the authority of the Chair shall not include:
  - a) The authority to hire or terminate the Chief Administrative Officer, nor
  - b) Such other matters as the Board may specifically delegate to others from time to time.
- 5) In the absence or inability of the Chair, the Vice-Chair shall perform the functions and shall enjoy the privileges of the Chair.
- 6) **In the absence or inability of the Chair and the Vice-Chair, the Executive Director shall preside over the meeting until the Board, by majority vote, designates one of the remaining Board members as the acting Chair for the duration of the meeting. The acting Chair shall perform the functions and shall enjoy the privileges of the Chair.**

Adopted By: \_\_\_\_\_  
Hazel Reintjes (Board Chair)

Date: \_\_\_\_\_