

**POLICY TYPE: GOVERNANCE PROCESS GP-4**

***POLICY TITLE: CHAIRPERSON'S ROLE***

The Chair assures the integrity of the Board's process and, secondarily, occasionally represents the Board to outside parties. The Chair is the only Board member authorized to speak for the Board (beyond simply reporting board decisions), other than in rare and specifically authorized instances.

1. The job result of the Chair is that the Board behaves consistent with its own rules and those legitimately imposed upon it from outside the organization.
  - a. Meeting content will focus on those issues which, according to Board policy, clearly belong to the Board to decide or examine, not the President.
  - b. Deliberation will be fair, open, and thorough, but also efficient, timely, orderly, and kept to the point.
2. The authority of the Chair consists of making decisions that fall within the topics covered by Board policies on Governance Process and Board-Staff Linkage, except where the Board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.
  - a. The Chair is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing, and agenda-setting).
  - b. The Chair has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the President.
  - c. The Chair may represent the Board to outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to him or her.
  - d. The Chair may delegate this authority, but remains accountable for its use.
3. In the absence of the Chair, the Vice Chair will assume the responsibilities of the Chair.