

Leadership and Governance Guide: Duties of Chair, Vice-Chair, and Committee Chairs

Approved by: Board of Governors

Effective Date: November 29, 2013 (Previously title Position Description Committee Chair)

Revision(s): 2025

Review Cycle: Every three (3) years, or as determined by the Governance Committee.

1. Overview and Purpose

This document outlines the responsibilities and expectations of the Chair and Vice-Chair of the Board of Governors, as well as the Chair and Vice-Chair of standing and ad hoc Board Committees. It builds on duties described in the By-laws and Board policies, supplementing them with practical governance leadership responsibilities and accountability measures. Additionally, it includes guidance (attachment) designed specifically for Chairs and Vice-Chairs.

Effective Board leadership goes beyond procedural compliance; it sets the tone for the Board's culture, fosters collaboration, and drives positive outcomes. The practices described here are informed by insights from nonprofit governance leaders and research (Stanford Social Innovation Review) identifying the qualities that distinguish highly effective ('super') Chairs and Vice-Chairs.

2. Scope

This document applies to all Chairs and Vice-Chairs of the Board of Governors and its committees.

3. Chair of the Board of Governors

Role Statement

The Chair of the Board leads the Board in fulfilling its fiduciary, strategic, and generative roles, ensuring integrity and effectiveness in governance. The Board Chair serves as the primary liaison between the Board, the President, and the University Secretary. The Board Chair acts as the Board's spokesperson as appropriate.

Key Responsibilities

- Preside at all Board meetings
- Represent the Board at University events and in external relations
- Act as a liaison with the President and ensure ongoing communication and accountability
- Approve presidential expenses and vacation requests
- Lead the Presidential review process
- Serve as Chair of the Presidential Search Committee when established (may be delegated)
- Support onboarding and mentorship of Governors

- Ensure Board succession planning in collaboration with the Governance Committee
- Be familiar with all governing documents, including by-laws, terms of reference, and relevant policies
- Attend Convocation and other NOSM University events as required. Oversee the installation ceremonies for the President, Vice Chancellor, Dean, and CEO.

3. Vice-Chair of the Board of Governors

Role Statement

The Vice-Chair supports the Chair in all duties and assumes the Chair's responsibilities in their absence or incapacity. The Vice-Chair shall also serve as the Chair of the Board Executive Committee.

Key Responsibilities

- Perform the duties of the Chair in their absence
- Serve as Chair of the Board Executive Committee
- Assist with presidential oversight activities as delegated
- Take on special assignments at the request of the Chair or the Board
- Participate in the mentorship and development of Governors
- Contribute to the evaluation of Board effectiveness

Attend Convocation and other NOSM University events as required.

4. Chair of a Board Committee

Role Statement

A Committee Chair provides leadership to their committee in fulfilling its mandate as defined in the terms of reference, ensuring effective, respectful deliberations and decision-making in support of the Board's oversight responsibilities.

Key Responsibilities

- Collaborate with staff support to develop agendas and a committee work plan
- Preside over committee meetings and promote inclusive, productive discussion
- Ensure compliance with the committee's terms of reference
- Provide reports and decision-support summaries to the Board after each meeting
- Advise the Board Chair and University Secretary on key issues
- Mentor committee members and support succession planning
- Possess expertise or experience relevant to the committee's mandate

5. Vice-Chair of a Board Committee

Role Statement

The Vice-Chair supports the Chair in all aspects of their responsibilities and may act in the Chair's place when necessary.

Key Responsibilities

- Assist in agenda-setting and meeting preparation
- Act as Chair in their absence
- Contribute to leadership continuity and mentorship within the committee
- Take on specific tasks or lead sub-groups as needed

6. General Expectations for All Chairs and Vice-Chairs

All Chairs and Vice-Chairs are expected to:

- Demonstrate leadership and integrity
- Uphold confidentiality, objectivity, and respect
- Be knowledgeable of and adhere to all governing documents, including the Rules and Procedures for Board and Board Committee meetings
- Foster an inclusive and respectful environment
- Collaborate with the Board Secretary to ensure proper records and compliance

7. Appointment and Term

The Chair and Vice-Chair of the Board are elected by the Board of Governors as per the University's By-laws. Committee Chairs and Vice-Chairs are appointed annually by the Board on recommendation of the Governance Committee, in one-year increments, typically for a maximum of three years, with extensions granted in exceptional cases.

8. Succession and Development

Each Chair and Vice-Chair is encouraged to:

- Identify and mentor potential successors
- Participate in Board orientation and development
- Support continuous improvement through evaluations and feedback

Attachment: Governance Guidance for Chairs and Vice-Chairs¹

“Good chairs recognize that they are not first among equals. They are just the people responsible for making everyone on their boards a good Governor.”

— Stanislav Shekshnia, INSEAD

A. Model Respect and Inclusivity

As one experienced Chair put it, “The Chair leads by example and tone.”

- Start and end meetings on time to demonstrate respect for everyone’s time.
- Ensure every Board member feels heard and valued.
- Demonstrate awareness of diversity and belonging through respectful acknowledgements and inclusive practices consistent with the University’s standards and culture.
- Cultivate psychological safety to support stronger collective decision-making.

B. Clarify Roles and Boundaries

- Reinforce the difference between governance and operational management. Chairs should intervene diplomatically when Governors cross into operational territory.
- Ensure that Board and committee members understand and agree to their roles, expectations, and conduct standards—ideally in writing and revisited annually.

C. Make Every Member’s Experience Meaningful

- Understand what motivates each Governor—impact, learning, relationships, or recognition.
- Facilitate skill-building by connecting members to relevant committees or initiatives.
- Encourage social interaction to build trust and board cohesion.

D. Lead Purposeful, Efficient Meetings

- Set collaborative agendas that focus on discussion and decision, not passive reporting.
- Circulate committee updates in advance to preserve meeting time for strategy.
- Understand the rules and procedures for meetings
- Use techniques like assigning time to each agenda item and prioritizing the most important items first and consider consent agenda techniques

E. Foster a Strong Chair-President Relationship

- Build a relationship based on trust, open communication, and shared purposes.

¹ 'How to Be a Super Board Chair', Stanford Social Innovation Review (https://ssir.org/articles/entry/how_to_be_a_super_board_chair)

- Adapt the level of support based on the President’s needs and experience.
- Discuss and aligns expectations early, especially during transitions.

F. Plan for Succession—Always

Succession planning is a continuous responsibility that ensures leadership continuity, organizational stability, and the preservation of institutional knowledge. It involves both proactive planning and ongoing mentorship from all governors to prepare future leaders across all levels of governance.

For the Board Chair:

- Maintain both routine and emergency succession plans for key leadership roles (e.g., President, Board Chair, Vice-Chair, and Committee Chairs).
- Foster a culture of leadership development and continuity by engaging in mentoring, coaching, and knowledge transfer across the Board.
- Encourage all members to contribute to succession readiness by supporting one another’s growth, sharing institutional knowledge, and identifying emerging leaders.

For Committee Chairs:

- Maintain awareness of succession needs within the committee, ensuring continuity of leadership and preparedness for both routine and unexpected transitions (e.g., Chair, Vice-Chair, or key members).
- Foster a culture of development and mentorship by engaging members in learning opportunities, shared responsibilities, and open dialogue about governance roles.
- Encourage all committee members to contribute to continuity and institutional knowledge by supporting one another’s growth and identifying individuals with future leadership potential.

G. Recruit with Professionalism

- Move beyond informal recruitment based on personal networks.
- Use structured search processes that identify skills, diversity, influence, and commitment.
- A professional approach finds better candidates and sets the tone for excellence.

H. Address Inactivity and Underperformance

- Use written role expectations as the basis for annual check-ins.
- Have candid conversations with disengaged members.
- Leverage term limits and create dignified off-ramps when needed.

I. Embrace Feedback and Accountability

- Solicit structured feedback regularly—from meeting reflections to annual Board evaluations.
- Model vulnerability and continuous improvement.
- Use feedback to refine leadership style and culture.

(Stanford Social Innovation Review)