

# BOARD POLICY

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<b>POLICY TYPE:</b>	Governance Process
<b>POLICY TITLE:</b>	Roles of Chair and Vice-Chair of the Board
<b>EFFECTIVE DATE:</b>	April 2017
<b>AMENDED:</b>	September 2019
<b>RENEWAL DATE:</b>	April 2021

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## 1. Background

- 1.1. Minister's Binding Policy Directive - Governance and Accountability – Board – President Relations outlines the key Board Chair responsibilities.
- 1.2. This policy aligns with Durham College By-law No. 1, section 11 – Duties of the Chair; and section 12 – Duties of the Vice-Chair, which states “In the absence or inability or refusal of the Chair to act, the Vice-Chair shall perform all the duties and have all the powers of the Chair.

## 2. Policy statements

- 2.1. The Chair of the Board of Governors is responsible for assuring the fulfillment of the Board's process, through leadership, openness and transparency, modeling of good governance and invitation for full Board participation.
- 2.2. The Chair of the Board shall:
  - 2.2.1. Preside over meetings of the Executive Committee and Board, ensuring parliamentary procedure is followed.
  - 2.2.2. Prepare, in collaboration with the President, the Board agenda.
  - 2.2.3. Together with the Board Secretary or other Board officers appointed for the purpose, sign all by-laws of the College.
  - 2.2.4. Sign such contracts, documents or instruments in writing as require his or her signature.
  - 2.2.5. On behalf of the Board, have primary leadership responsibility for the President, together with an obligation to report to the Board and/or Executive Committee.
  - 2.2.6. Ensure ongoing feedback and annual performance reviews of the President based on objective criteria related to efficiency, effectiveness, and attainment of goals are conducted.

- 2.2.7. Ensure an annual review of the Board's performance based on self-evaluation of Board functioning and effectiveness is completed.
  - 2.2.8. Assist the President to secure strategic partnerships and College funding essential to the operation and advancement of the College, supporting the President as required, through a collegial partnership.
  - 2.2.9. Foster teamwork among Board members, solve problems and resolve conflict.
  - 2.2.10. Ensure that the Minister's Binding Policy Directive on Conflict of Interest is followed.
  - 2.2.11. Act as spokesperson for the Board, representing and speaking on behalf of the Board when official representation is required.
  - 2.2.12. Support and counsel the President as required.
  - 2.2.13. Represent the Board by attending College Employer Council Board meetings.
  - 2.2.14. Have such other powers and duties as may from time to time be assigned by the Board or as are incident to his or her office.
- 2.3. The Vice-Chair of the Board shall:
- 2.3.1. In the absence, inability or refusal of the Chair to act, perform all of the duties and have all of the powers of the Chair.
  - 2.3.2. Represent the Board by serving as an ex-officio director of the Durham College Foundation Board.
- 2.4. Due to the heavy demands by both Durham College and UOIT on co-populous governors serving the college and university contemporaneously, and to enable the Chair to devote his or her attention, energy and commitment to the College the Chair shall be excluded from contemporaneous co-populous service. For the same reasons, it is recommended but not required that the Vice-chair be excluded from contemporaneous co-populous service.

### **3. Monitoring**

Monitoring of this policy is achieved through regular feedback at Board meetings; via the annual Board survey and review; and by means of progress and achievement of identified Board goals and objectives.

### **4. Related legislation, Minister's Binding Policy Directives and other documents**

- Durham College By-law No. 1 – Duties of the Chair, and Duties of the Vice-Chair
- Joint Procedure – UOIT and DC – Co-populous Governance

- Minister's Binding Policy Directive - Governance and Accountability – Board – President Relations