

<b>Category: BOARD POLICY – BOARD PROCESS</b>	
<b>Title: TERMS OF REFERENCE: Board Chair</b>	<b>Reference Number: AB 100</b>
<b>Approved by: PHSA Board of Directors</b>	<b>Last Approved: June 23, 2022 Last Reviewed: June 23, 2022</b>

## **I. INTRODUCTION**

- A.** The Board Chair of the Provincial Health Services Authority (PHSA) is appointed by the Minister of Health.
- B.** The Board Chair’s primary role is to act as the presiding Director at Board meetings and to manage the affairs of the PHSA Board of Directors (the “Board”) including ensuring the effectiveness and integrity of the Board’s governance process. This includes ensuring the Board is organized properly, functions effectively and meets its obligations and responsibilities.
- C.** The Board Chair works with the President and Chief Executive Officer (the “CEO”) to ensure effective relations with the Government and stakeholders.
- D.** The Board Chair is an ex-officio and voting member of committees where he/she is not appointed as a full member.
- E.** The Board Chair works closely with the Directors, Chairs of the Board Committees, the Vice Chair, Secretary, and Management, as required.

## **II. DUTIES AND RESPONSIBILITIES**

### **A. Working With Management**

The Board Chair has the responsibility to:

- i) act as a sounding board, counselor and confidant for the CEO, including helping to review strategies, define issues, maintain accountability, and build relationships;
- ii) in conjunction with the CEO, assist in representing the PHSA publicly as required;

- iii) serve as a crucial interface between the CEO and .the Government, the Board and other stakeholders;
- iv) participate with Management in overseeing succession plans for key Management roles and lead the Board in monitoring and evaluating the performance of the CEO, ensuring the accountability of the CEO, and ensuring implementation of the management succession and development plans by the CEO;
- v) serve as the Board's central point of official communication and work with the CEO to ensure Management strategies, plans, performance, Board policy direction, decisions and matters of interest/concern, are appropriately represented to the Board; and
- vi) facilitate effective communication between Directors and management inside and outside of Board meetings.

To support discharge of Board Chair responsibilities management will:

- i) provide access to management and information;
- ii) provide administrative and corporate secretary support as required; and
- iii) provide legal counsel as required.

## **B. Managing the Board**

The Board Chair has the responsibility to:

- i) ensure the Board is aware of its obligations to the PHSA, the Government and other stakeholders;
- ii) chair Board meetings and ensure that the appropriate matters are addressed;
- iii) establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board;
- iv) assist the People & Governance Committee in developing Director criteria for consideration in identifying potential candidates to be recommended to the Government for appointment to the Board and to communicate with Government regarding the criteria;
- v) supervise the other Board officers in the execution of their duties;

- vi) together with the People & Governance Committee, recommend the Committee members and Committee Chair appointments to the Board for approval and review and report to the Board on . the performance and suitability of, those Committees;
- vii) maintain a liaison and communication with all Directors and committee Chairs to co-ordinate input from Directors, and optimize the effectiveness of the Board and its Committees;
- viii) ensure the co-ordination of the agenda, information packages and related events for Board meetings in conjunction with the CEO;
- ix) ensure that the Board has proper and timely understanding of major PHSA initiatives so it can provide governance oversight ;
- x) ensure the Board receives adequate and regular updates from the CEO on all issues important to the welfare and future of the PHSA;
- xi) build consensus and develop teamwork within the Board;
- xii) ensure that the Board hears all sides of debate or discussion and that meetings are conducted according to applicable legislation, by-laws, governance policies and Rules of Order;
- xiii) review and respond to Director conflict of interest issues as they arise;
- xiv) in collaboration with the CEO, ensure information requested by Directors or Committees of the Board is provided and meets their needs;
- xv) review and assess Director attendance and performance and the size and composition of the Board and make recommendations to the Government as required;
- xvi) sign certificates and other instruments on behalf of PHSA as required;
- xvii) utilize a practice of referencing Board policies in discussions in order to support the decision-making processes of the Board; and
- xviii) attend and participate in meetings of Board Committees.

**C. Relations with the Government and other Stakeholders**

The Board Chair has the responsibility to:

- i) in consultation with the CEO, act as the principal interface between the Board and the Minister; and
- ii) in consultation with the CEO, review the communications plan with stakeholders to ensure that it meets the needs of the PHSA.

**D. Representation**

- i) Act as the primary spokesperson for the Board including cultivating a collegial working relationship with the Regional Health Authorities and First Nations Health Authority Board.

**E. Reporting**

- i) Report regularly and promptly to the Board regarding issues that are relevant to its governance responsibilities.

**F. Board Conduct**

- ii) Set a high standard for Board conduct and enforce policies and by-laws regarding Director conduct.

Policy Created on: June 13, 2002				
Revision Dates				
Aug. 21, 2008	June 18, 2015	June 28, 2016	June 28, 2017	June 28, 2018
June 27, 2019	September 17, 2020	June 24, 2021	June 23, 2022	