

Policy Number:	1.2.4 Chair, Vice Chair and Secretary / Treasurer Roles
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Relevant Statutory / Corporate By-Laws

Regulatory Linkages:

Policy Statement (Intent and Scope)

1. Chair

The Chair of the Board of Directors is the responsible person to ensure the effective operation of Board of Director processes. This person is impartial in this role and has significant responsibilities in representing the organization. The following are the key roles and responsibilities:

- 1.1. To facilitate preparation of all Board of Director meeting agendas, including regular and special meetings in consultation with the Principal and Secretary.
- 1.2. To attend and chair all Board of Director meetings, relying on the organization's By-laws and Governance Policies to manage the meeting processes.
- 1.3. To ensure that the Board's deliberations are timely, fair, orderly, respectful and thorough, but also efficient, limited to time and kept on point.
- 1.4. To make decisions that are identified for the Chair within the By-laws and / or Governance and/or other policies.
- 1.5. To ensure the Principal's annual review is completed in accordance with Board Policy.
- 1.6. The Chair's authority does not extend to interpreting Board policies to, or otherwise directly supervising or directing the Principal.
- 1.7. To represent the organization at meetings, forums, conferences, etc. or to assign designates where appropriate.
- 1.8. To be a member of all Board of Directors committees and working groups unless otherwise approved by the Board.

- 1.9. To coordinate with the Board the naming of Directors to committees and working groups, and to seek input from the Principal on Committee and task force staff placements.
- 1.10. To ensure that the work of committees and working groups is proceeding as directed by the Board of Directors, and is integrated into Board of Directors' meeting agendas on a timely basis.
- 1.11. To implement and oversee the Board of Directors' Code of Conduct, speaking to/ working with individual Directors on interpretation, compliance and related considerations.
- 1.12. To sign approved Governance and Board Policies, contracts and legal documents / agreements.
- 1.13. To report to each Annual General Meeting of Voting Members of the Corporation of King's University College concerning the governance of King's University College.
- 1.14. To undertake other duties and tasks as assigned by the Board.

2. Vice Chair

The Vice Chair is responsible for supporting the Chair, undertaking specific assignments and can be part of the Board's leadership succession plan. The following are the key roles and responsibilities of the Vice Chair:

- 2.1. To undertake the Chair's role as designated by the Chair when the Chair is not available.
- 2.2. To provide advice to the Chair on Board governance and other topics as requested by the Chair or felt by the Vice Chair to be appropriate.
- 2.3. To assume the Chair's role in the case of an emergency absence of the Chair until the Chair's return.
- 2.4. To undertake Governance Policy monitoring tasks as outlined at the end of each Governance Policy.
- 2.5. To attend Board of Director, and any assigned meetings as required.
- 2.6. To undertake other tasks and / or leadership roles as assigned by the Chair and / or the Board.
- 2.7. While the Vice Chair may succeed the Chair, succession is not automatic and is subject to election in accordance with the Board's Governance Policies and the Corporate By-laws.

3. Treasurer

The Treasurer is responsible to oversee on behalf of the Board, and to report to the Board directly or have the Principal or designate report on the financial and audit results and functions of King's University College. The key roles and responsibilities are:

- 3.1. To attend Board and assigned meetings as required.
- 3.2. To work with the Vice-Principal of Finance and Support Services to assist the auditor in the preparation of the financial statements of the Corporation;
- 3.3. To ensure that auditors are retained annually, making periodic recommendations to the Board regarding auditing firms and to ensure that auditors are performing their duties.
- 3.4. To provide to the Board whenever required an account of all his or her transactions as treasurer and of the financial position of King's University College.
- 3.5. To Chair the Finance and Investment Committee of the Board.
- 3.6. To undertake other tasks and / or leadership roles as assigned by the Chair and / or the Board.

4. Secretary

The Secretary is responsible to oversee, on behalf of the Board, and to report to the Board directly or have the Principal or designate report on all contacts, records management, relevant correspondence and related corporate secretarial activities of King's University College. The key roles and responsibilities of the Secretary are:

- 4.1. To attend Board and assigned meetings as required.
- 4.2. To enter or cause to be entered in minutes books all minutes of all Board proceedings.
- 4.3. To attend directly, or on a delegated basis, to correspondence of the Board as required by the Chair.
- 4.4. To give or cause to be given, as and when instructed, all notices of Board of Directors meetings
- 4.5. To be the custodian of the corporate seal of King's University College and of all books, papers, records, documents and other instruments belonging to King's University College or to ensure their safe keeping by a designated staff person except when some other office or agent has been specifically appointed by the Board for that purpose.
- 4.6. To perform such other duties as may from time to time be designated by the Chair of the Board.

5. Past Chair

The immediate past Chair of the Board; or if that individual is unable or unwilling to act as an ex officio voting Director, the next most immediate past Chair of the Board shall be appointed as an ex officio voting Director. The Past Chair acts as a resource to the Chair and the Board providing input and raising awareness of policies, process and of historical perspective as appropriate. The key roles and responsibilities of the Past Chair are:

- 5.1 To provide guidance to the current Chair, especially in a Chair's first year.
- 5.2 To participate in the orientation of the new Chair.
- 5.3 To contribute to Board orientation for both returning and new Board Members, and to contribute to ongoing training for board members as necessary.
- 5.4 To mentor and act as a resource to new Board members.
- 5.5 To mentor and act as a resource to Chair succession candidates.
- 5.6 To Chair the Nominating Committee if requested by the Executive Committee of the Board.
- 5.7 Normally, the Past Chair will be a member of the Executive Committee.
- 5.8 To complete other tasks as assigned by the Chair or the Board of Directors.

Monitoring

Reviewed a minimum of every three years, and amended as appropriate, with recording in Board meeting minutes.