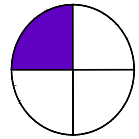


Board of Directors Policy



Policy Type: Governance Process

Policy #: GP5

Policy Name: Board Chair Role

Page #: 1 of 1

Creation Date: December 3, 1993

Effective Date: October 20, 2008

Monitoring: April, October

The job contribution of the Chair is, primarily, the integrity of the Board's process and, secondarily, occasional representation of the Board to outside parties. The Chair is the only Board member authorized to speak for the Board, other than in rare and specifically authorized instances.

1. The job output of the Chair is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - 1.1. Meeting discussion content will only be those issues which, according to Board policy, clearly belong to the Board to decide, not the Executive Director.
 - 1.2. Deliberation will be timely, fair, orderly and thorough, but also efficient, limited to time and kept to the point.
 - 1.3. Robert's Rules are observed except where the Board has superseded them.
2. The authority of the Chair consists only in making decisions on behalf of the Board which fall within and are consistent with any reasonable interpretation of Board policies on Governance Process and the Board-Executive Director Relationship.
 - 2.1. The Chair is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
 - 2.2. The Chair has no authority to make decisions beyond policies created by the Board within Ends and Executive Limitation policy areas. Therefore, the Chair has no authority to supervise or direct the Executive Director.
3. The Chair may represent the Board to outside parties either in simply announcing Board-stated positions or in stating decisions and interpretations within the area delegated to the Chair. (Governance Process and Board-Executive Director Relationship policy areas, consistent with Board policies therein).
4. The Chair may delegate the authority outlined in GP5 – Board Chair Role, but remain accountable for its use.