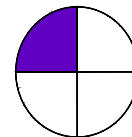


Board of Directors Policy



Policy Type: Governance Process

Policy #: GP5

Policy Name: Board Chairperson Role

Page #: 1 of 1

Creation Date: December 3, 1995

Effective Date: April 17, 2023

Monitoring: April

The job contribution of the Chairperson is, primarily, the integrity of the Board's process and, secondarily, occasional representation of the Board to outside parties. The Chairperson 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 Chairperson 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 CEO.
 - 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 Robert's Rules are observed except where the Board has superseded them.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 Chairperson 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-CEO Relationship.
 - 2.1. The Chairperson is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
 - 2.2. The Chairperson has no authority to make decisions beyond policies created by the Board within Ends and Executive Limitation policy areas. Therefore, the Chairperson has no authority to supervise or direct the CEO.
3. The Chairperson 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 Chairperson.
4. The Chairperson may delegate their authority but remains accountable for its use.