

The Governance Institute

Sample Job Description: Board Chairperson

In a single phrase, the role of the board chairperson is to be the keeper of governance integrity. Governance integrity resides with the board, as does governance authority. The board's role must be defined first; the chair's role flows from that of the board. It is the chairperson, nevertheless, who leads the process that results in high-performance governance.

Responsibilities

Leadership

- Keep the mission of the organization at the forefront and articulate it as the basis for all board action.
- Propose board goals and objectives that help to fulfill the mission and translate them into annual work plans.

Role Clarification

- Understand and communicate the roles and functions of the board, committees, medical staff, and management.
- Understand and communicate individual board member, board leader, and committee chair responsibilities and accountability.

Liaison

- Build cohesion among the leadership team of the board chair, CEO, and medical staff leaders.
- Act as a liaison between and among other boards in the healthcare organization.
- Represent the organization at official functions and be the board's spokesperson to the media.

Meetings

- Plan agendas and meetings for board and executive committee(s) (if an executive committee exists).
- Preside over the meetings of the board and the executive committee.
- Preside over or attend other board, medical staff, and other organization meetings.
- Facilitate discussions and decision making, ensuring all viewpoints are considered and clear decisions are reached.

Board Conduct

- Enforce board and hospital bylaws, rules, and regulations (such as conflict-of-interest and confidentiality policies).
- Set a high standard for board conduct by modeling rules of conduct in board bylaws and policies.

Committees

- Appoint board committee chairs and members in a consistent and systematic approach.
- Work with committee chairs to encourage effective disposition of responsibilities.
- Direct the committees of the board, ensuring that the committee work plans flow from and support the organization and board goals, objectives, and work plans.

Education

- Ensure new board members receive comprehensive orientation.
- Mentor the chair-elect, other board leaders, and new board members as appropriate.
- Support and arrange continuing education for the board.

CEO Evaluation

- Lead the CEO compensation review and performance evaluation process.

Self-Evaluation and Annual Goal Setting

- Ensure effective board self-evaluation and annual goal setting.
- Ensure committees conduct self-evaluations and annual goal setting.
- Seek feedback on personal performance as chair.

Succession Planning

- Plan for board leadership succession.

Additional Roles

- Serve as a voting member of the board.
- Serve as an *ex-officio* voting member of all committees.
- Requirements:
 - Minimum of three years service on the board
 - Served at least one year as one of the other board officers (vice chair does not automatically succeed to chair)
 - Chaired the finance committee
 - Independent, according to the IRS Form 990 definition

Term: two years, and eligible to then serve one additional term, if elected by the board (dependent upon board member term limits and performance evaluation).