

President v Chairperson

Chairperson

The function of the chairperson of the board is clearly defined: he or she heads the Board of directors, which regulates the organisation but, like the other Board members, leaves the operation of the organisation to the CEO. The main role is leadership, ensuring effectiveness in all aspects of the governance role. The chair manages meetings and ensures that the board is balanced and board discussion is open and includes all directors. It is also the chair's responsibility to ensure that relevant issues are included in the agenda and that all directors receive timely information for meetings.

The chairperson will normally be elected either from the entire organisation's membership or from those who sit on the executive or management committee. In the executive role, the chairperson not only chairs the meetings but also acts as principal officer throughout the year, making decisions whenever the need arises in consultation with other committee members.

The Chairperson provides leadership to the Board, ensuring that the Board's processes and actions are consistent with its policies. The Chairperson also provides sound leadership and advice to the CEO, and ensures that the CEO has a healthy and working relationship with the Board. The Board should clearly outline to the CEO what they expect the CEO to consult the Board on, what and how to report.

As appropriate, the Chairperson represents the Board and the organisation to outside parties. It is expected that the Chairperson will promote a culture of stewardship, collaboration and co-operation, modelling and promulgating behaviours that define sound Board Membership.

Below is a brief role description:

1. The Chairperson will chair Board meetings ensuring that:
 1. a. Meeting discussion content is confined to governance matters as defined in the Board's policies.
 2. b. All Board Members are treated even-handedly and fairly.
 3. c. All Board Members are encouraged and enabled to make a contribution to the Board's deliberations.
2. The Chairperson has no authority to unilaterally change any aspect of Board policy.
3. The Chairperson will ensure that that board develops and implements processes and systems that result in board effectiveness including:
 1. a. The development, review and monitoring of [name of organisation] strategic plan and risk management.
 2. b. Board Member and office holder succession planning.
 3. c. Board Member and Board professional development.
 4. d. Board performance assessment.
 5. e. Serving as a mentor to individual Board Members.
 6. f. Overseeing the stakeholder interface.

Nb. Some or all of these tasks may be delegated to a Board committee e.g. Audit and Risk Committee.

4. The Chairperson will ensure that Board meetings are properly planned including the development and distribution of Board papers in a timely manner and that the minutes accurately reflect the deliberations and decisions of the Board.
5. The Chairperson will ensure that all Board decisions are understood by Board Members and accurately recorded.
6. With the approval of the Board the Chairperson may establish a regular communication arrangement with the Chief Executive in which there is an exchange of information. This

might also provide an opportunity for the Chief Executive to use such sessions as a sounding board for proposed actions or to check interpretations of Board policy. However;

1. a. The Chairperson will recognise that such sessions are not used to 'personally' supervise or direct the Chief Executive.
 2. b. The Chairperson will maintain an appropriate professional distance from the Chief Executive to ensure objectivity and attention to governance matters and concerns,
 3. c. The Chairperson will not inhibit the free flow of information to the Board necessary for sound governance. Therefore the Chairperson will never come between the Board and its formal links with the Chief Executive.
7. The Chairperson may delegate aspects of the authority accompanying the position but remains accountable for the overall role.

President

'President' is a title that essentially means 'the head of a company'. Particularly with medium-sized and large companies, it is often essentially honorific (i.e. it does not have any specifically defined functions). A "president" is one who presides, who sits in leadership. When there is both a Board chair and a President, the President is usually a titular role (related to title role only) , and is not a member of the Board but (in some cases) may attend board meetings.

The president has little or no involvement in the day-to-day affairs of the organisation and only attends meetings in a neutral and uncommitted capacity. This enables the group to have a discussion with an impartial person, which is particularly useful in negotiations where the president may act as a conciliator between two parties trying to resolve some kind of disagreement.

The president would chair or preside at general meetings, especially the annual general meeting.

If the president chairs the general meetings, the Board chairperson is able to represent his or her personal views, and those of the Board/committee. The members of the organisation will feel that they have a neutral person in the chair at a general meeting they can trust to give them a fair hearing if they disagree with the Board or management committee.

Courtesy of:

