

Board Chair Position Description

1. Introduction

This Position Description outlines general duties and expectations of the Board Chair role. This document supplements the requirements set out in legislation and the University's Bylaws. In the event of a conflict between this Mandate and the requirements of the *University of Waterloo Act* or the University's Bylaws, the Act and the Bylaws prevail. It is intended to provide practical guidance for the role to support individual contributions and the collective pursuit of good governance.

2. Role

The Chair provides leadership to the Board of Governors, guiding the Board to fulfil stewardship responsibilities and supporting a culture of active and constructive Board engagement. They serve as the primary spokesperson for the Board, and as a direct liaison between the Board and the President.

3. Responsibilities

In addition to the duties and responsibilities of an individual Governor, the Board Chair:

3.1. Board Leadership

- Provides overall leadership to the Board and supports the Board in fulfilling governance responsibilities
- Fosters a constructive Board culture and seeks to ensure that each Governor is engaged in the Board's work
- Establishes relationships with individual Governors, meets with individual Governors at least once a year to review their attendance, to obtain input on their experience with the Board, and to provide feedback on their contributions

3.2. Working Relationship with the President and Administration

- Fosters and supports a constructive partnership and working relationship between the Board, the President, and Administration
- Acts as the primary liaison between the Board and President, and is available to the President and Administration as needed for regular meetings
- Acts as a resource and sounding board for the President, offering open, objective counsel
- Ensures the President is aware of the Board's expectations and concerns
- Ensures the President's annual objectives are established, and a mid-year and annual evaluation of the President is performed
- In partnership with the Vice Chair, co-leads the President evaluation process

3.3. Board Meetings and Related Board Operations

- Takes a leadership role in developing the Board agenda, reviews Board meeting agendas, and seeks to ensure information packages provide sufficient background and strategic information
- Chairs Board meetings, facilitates the discussion of matters that come before the Board, and encourages full participation by all Governors
- Ensures the Board fulfills its governance responsibilities as set out in the *University of Waterloo Act* and Board Bylaws
- Ensures that decision-making processes are as open and transparent as possible
- Establishes a safe and inclusive environment that seeks and embraces diverse perspectives
- Seeks to ensure that the Board considers all sides of an issue and works constructively to support diversity of opinion and independent thinking
- Ensures that risks to the institution are identified and considered, and mitigated to the extent possible
- Supports the Board in bringing a strategic perspective and maintaining an appropriate boundary between governance and University administrative responsibilities
- Works with the President and University Secretary to ensure that significant matters have proper and timely Board consideration and that the Board receives updates from the President on key matters both at and between meetings, as appropriate
- Communicates discussions and information from *in camera* sessions to the President and/or University Secretary, as applicable

3.4. Committees

- Chairs the Governance Committee, the Board Executive Committee, and is a member of the Signing Committee; is an *ex officio* member of all other Committees
- Works with the President and University Secretary to ensure coordination and alignment of work across the Board and Committees, and with the Board's annual work plan

3.5. Board Stewardship

- Ensures, in coordination with the Governance Committee, that there are robust succession planning processes to recruit, select, and onboard new Governors

- As chair of the Governance Committee, ensures the development of a robust pool of candidates for Board Chair, Vice Chair, Committee Chairs, and Governors (Community-at-large members and Lieutenant Governor in Council members)
- Leads the Governance Committee in recommending the Board Chair, Vice Chair, Committee Chairs, and Governors (Community-at-large members and Lieutenant Governor in Council members) for appointment or election
- Ensures new Governors receive a formal orientation and that there are ongoing education sessions for Governors that are targeted to emerging University and governance issues
- Oversees the Board's governance processes to ensure they are completed to a high standard
- Oversees Board, Committee, and Governor evaluation processes and provides constructive feedback to Committee Chairs and Governors
- Ensures the Board's structure and processes are regularly reviewed, evaluated, and updated
- Ensures governance reviews are undertaken periodically and that recommendations are actioned

3.6. Communication and Relations

- Is the primary spokesperson for the Board and represents the Board at University and University community functions and activities

3.7. Other

- Serves as chair of President search committees and Presidential review committees
- Leads the evaluation of the Secretary with the President to ensure that governance processes are carried out legally and that they support independent, informed decision-making
- Performs other duties as determined from time to time and as may be provided for in other Board governance and other University policies
- With the University Secretary, participates in the evaluation of the Ombudsperson to ensure the mandate of the office is carried out and that the Ombudsperson supports students effectively

4. Appointment and Term

Chair is selected from among the community-at-large members of the Board of Governors to serve a three-year term. A Chair may be re-elected to one additional term. For the sake of clarity, neither election as Chair nor re-election as Chair may extend the maximum term of a Governor.

5. Chair Succession

The Board plans for Chair renewal by ensuring that there are a pool of candidates serving on the Board who are eligible and capable of assuming the Board Chair position. The transition occurs by following an orderly selection and transition process. While the Vice Chair may become Chair, this is not an automatic process. Regardless of the capability of the Vice Chair, the Board must go through a fair and balanced process to select the Chair.

6. Attributes

Board Chair leadership qualities include:

- Committed to the vision of the University
- Understanding of the importance of equity and diversity and the role the Board plays in reflecting the diversity of the institution and Canada
- Skilled relationship builder and people leader, with experience motivating and encouraging high performance
- Highly effective communicator and skilled facilitator
- Strategic mindset
- Tact, diplomacy, and impartiality
- Ability to influence and build consensus
- A person of demonstrated integrity
- Able to build trusted and collaborative relationships across the Board
- Ability to establish a trusted advisor relationship with the President and others
- An outstanding record of achievement in one or several areas of skills and experience used to select Governors
- Recognized as an effective Governor and understands contemporary governance standards and expectations
- Time and energy to undertake a Board leadership role