

Committee Chair Position Description

1. Introduction

This Position Description outlines general duties and expectations of the Committee 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

This position description applies to Chairs of all Board Committees and sets out expectations for how Committee Chairs broadly fulfill their duties and responsibilities. Committee Chair roles will vary between Committees, with specific Committee responsibilities and activities set out in Committee Terms of Reference.

Broadly, the Committee Chair manages the effective performance of the Committee and is responsible for ensuring the Committee fulfills its mandate. The Committee Chair works collaboratively with the Board Chair and other Committee Chairs, through the Governance Committee, to align Board and Committee work.

The role of Committees is to take on more in-depth work on behalf of the Board, in collaboration with relevant members of the University administration, and to make recommendations to the Board¹ in areas related to their mandate and responsibilities, as set out in Committee Terms of Reference.

3. Responsibilities

The Committee Chair:

3.1. Committee Leadership

- Provides overall leadership to the Committee and supports the Committee in fulfilling its mandate and responsibilities
- Ensures that Committee responsibilities are effectively carried out
- Ensures Committee members receive proper orientation and training to support their work
- Fosters a constructive Committee culture and seeks to ensure that each Committee member is engaged in the Committee's work
- Establishes relationships with individual Committee members

¹ Board of Governors Bylaw 1, Section E (3).

- Meets annually with Committee members to seek and share feedback

3.2. Committee Meetings and Related Committee Operations

- Reviews Committee meeting agendas and seeks to ensure information packages provide sufficient background and strategic information
- Chairs Committee meetings, facilitates the discussion of matters that come before the Committee, and encourages full participation by all Committee members
- Conducts Committee meetings in an efficient, effective, and focused manner and ensures adequate time to consider complex issues
- Establishes a safe and inclusive environment that seeks and embraces diverse perspectives
- Seeks to ensure that the Committee 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
- Liaises with the Board Chair and University Secretary as necessary with respect to Committee recommendations to the Board
- Prepares focused Committee reports to updates the Board on the Committee's most important work
- Reports on the Committee's activities to the full Board

3.3. Committee / Board Coordination

- Oversees the Committee's mandate, and works with the Board Chair and Governance Committee to promote alignment of the Committee's work with the Board's focus and the strategic direction, priorities, and core objectives of the University
- Works with the Chair and Governance Committee to ensure coordination and alignment of work between the Committee, the Board, and other Committees, in line with the Board's annual work plan

3.4. Other

- Performs additional responsibilities related to their specific Committee, as set out in Committee Terms of Reference or related governance policies

4. Appointment and Term

Committee members and their Chairs are appointed for the length of their term as a Governor, serving at the pleasure of the Board. The Governance Committee reviews and recommends Chairs and membership on committees (and subcommittees) of the Board on an annual basis. For the sake of clarity, a Committee Chair may not serve in that capacity beyond their term as Governor.

5. Attributes

Committee Chair qualities include:

- Committed to the vision of the University
- Strong skills and experience in one or several areas related to the Committee's mandate
- 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
- Recognized as an effective Governor and understands contemporary governance standards and expectations
- Time and energy to undertake a Committee leadership role