

#### **4.35 Role of the Chairperson**

##### **Central Purpose**

The chairperson of the board will guide the board of directors in carrying out its responsibilities, giving strong leadership in areas such as policy development, interfacing with the co-operative community, the Chief Executive Officer and members. The chairperson will assist in clearly relating Board and management responsibilities, and help maintain the delicate but essential balance in the Board-Management team effort. Along with the President & CEO, the chairperson will also serve as the face of The Co-operators (on behalf of the Board), and be expected to make decisions on his/her own in some circumstances.

##### **Responsibilities**

In order to achieve the foregoing purpose, the Chairperson shall carry out the following tasks:

- To discharge his/her responsibilities as a director.
- Along with the President & Chief Executive Officer and his designate, to develop meeting agendas.
- Unless some other person is appointed therefore, to Chair all meetings of the Board and perform such other duties as may from time to time be delegated or directed to this position.
- To ensure that Management provides the Board with sufficient appropriate information so that it can fulfil its responsibilities.
- Periodically, to consult with the President & CEO about Management and Board concerns and their inter-relationships, and ensure that the operations of The Co-operators are conducted within policies established by the Board.
- To act on behalf of the Board in the event that there is no longer a President & CEO.
- To ensure that the Board members are given an opportunity for adequate training to carry out their responsibilities effectively. This will include periodic contacts by all board members with shareholders, policyholders, and other segments of the co-operative system in Canada.
- To provide leadership in assessing the performance of the President & CEO, counsel him/her accordingly while keeping the board informed, and serve as liaison officer between the President & CEO and the board.
- To act as chief spokesperson for the board in accounting for its stewardship to the members.
- To become an ex-officio member of standing committees.
- To become sufficiently knowledgeable about all directors so that, as chairperson, he/she is acquainted with their special skills, abilities, and interests.

## **Reporting Relationships**

- To the members at their board and/or annual or special general meetings.
- To policyholders at various meetings as opportunities arise.
- To the general public on co-operative or industry issues when information needs to be given.
- To government bodies and/or agencies when information needs to be provided.
- Receives some reports from the President & CEO of a confidential nature and takes appropriate action, sometimes alone.

## **Qualifications**

- Leadership qualities, especially in relation to the Board, the President & CEO, and the co-operative community.
- Ability to bring diverse opinions to a satisfactory point of mutual accommodation, without impeding the progress of The Co-operators.
- Tact in securing participation by all Board members, and helping each of them to increase his/her knowledge, skills, and effectiveness as a Board member.
- General knowledge of the operations of The Co-operators and a general understanding of the various segments of the Canadian co-operative system.

## **Other Contacts**

- Other segments of the co-operative system, especially co-operative and credit union centrals.
- Industry organizations.
- Elected and/or staff personnel from governments.
- Staff of The Co-operators.

## **Time Requirement**

This is estimated to be 60-80 days per year. This does not include preparation time and incidental activities such as informal meetings, attendance at local events, etc.

- Approved Board -October 2013