

TERMS OF REFERENCE FOR THE BOARD CHAIR

1. INTRODUCTION

- (1) The Board Chair is appointed by the Government.
- (2) The Board Chair's primary role is to act as the presiding director at Board meetings and to manage the affairs of the Interior Health Authority Board of Directors (the "Board") ensuring that the Board is organized properly, functions effectively and meets its obligations and responsibilities.
- (3) The selection process for the President and Chief Executive Officer (the "CEO") is a collaborative one between the Board of Interior Health and Government, through the Deputy Minister of the Ministry of Health. The Board Chair will select a CEO for the Authority to submit for approval to the Ministry of Health. Once granted, the CEO will be appointed by the Board of Directors.
- (4) The Board Chair works with the CEO to ensure effective relations with the Government and partners.
- (5) The Board Chair is an ex-officio member of committees where he/she is not appointed as a full member.
- (6) The Board Chair works closely with the Secretary to the Board and management, as required.

2. DUTIES AND RESPONSIBILITIES

(1) Working with Management

The Board Chair has the responsibility to:

- (a) act as a sounding board, counselor and confidant for the CEO, including helping to review strategies, define issues, maintain accountability, and build relationships;
- (b) in conjunction with the CEO, assist in representing the Authority as required;
- (c) ensure the CEO is aware of concerns of the Government, the Board and other partners;
- (d) lead the Board in monitoring and evaluating the performance of the CEO, ensure the accountability of the CEO, and ensure implementation of the management succession and development plans by the CEO;

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- (e) work closely with the CEO to ensure management strategies, plans and performance are appropriately represented to the Board; and
- (f) act as the primary spokesperson for the Board undertaking, where appropriate, speaking and/or other public engagements in connection with the Authority's activities.

(2) Managing the Board

The Board Chair has the responsibility to:

- (a) ensure the Board is alert to its obligations to the Authority, the Government and other partners;
- (b) chair Board meetings and ensure that the appropriate issues are addressed;
- (c) establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board;
- (d) assist the Governance & Human Resources Committee in developing director criteria and potential candidates to be recommended to the Government for appointment of directors and communicate with the Government regarding the criteria;
- (e) recommend the committee members and committee Chair appointments to the Board for approval and review and report to the Board the need for, and the performance and suitability of, those committees;
- (f) maintain a liaison and communication with all directors and committee Chairs to co-ordinate input from directors, and optimize the effectiveness of the Board and its committees;
- (g) ensure the co-ordination of the agenda, information packages and related events for Board meetings in conjunction with the CEO and the Secretary to the Board;
- (h) ensure major Authority initiatives have proper and timely Board understanding, consideration, oversight and approval;
- (i) ensure the Board receives adequate and regular updates from the CEO on all issues important to the welfare and future of the Authority;
- (j) build consensus and develop teamwork within the Board;

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- (k) review director conflict of interest issues as they arise;
 - (l) in collaboration with the CEO, ensure information requested by directors or committees of the Board is provided and meets their needs; and
 - (m) review and assess director attendance and performance and the size and composition of the Board and make recommendations to the Government as required.
 - (n) take immediate steps to resolve existing or potential issues of conflict.
- (3) **Relations with the Government and other Partners**
- The Board Chair has the responsibility to:
- (a) in consultation with the CEO, act as the principal interface between the Board and the Minister;
 - (b) ensure, in consultation with the CEO, that the Authority's communications program addresses, as effectively as possible, the needs of all partners