

First Among Equals: The Role of the Chair


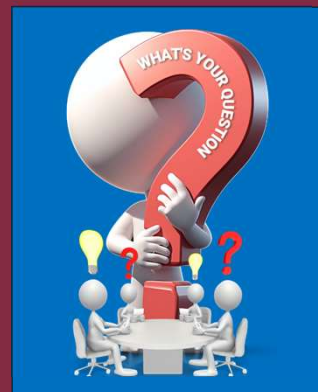
Rose Mercier
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The Governance Coach



It's All About People

AT YOUR TABLE

- Are you Chair? Vice-Chair?
Wanna-be-Chair?
Just in Case I'm Ever Chair?
Curious to know what our
Chair should know?
Just Curious?
- The topic or question that
most interests you today



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Today

- Role of the Chair
- Chair's Toolbox
- Creating Board Culture
Conducive to Collective
Wisdom
- Scenarios




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First Among Equals: Role of the Chair Responsibilities



- Lead board to accomplish its jobs
- Lead board to clarify issues related to its own processes
- Act as servant leader to the board
- Ensure board governs according to its own standards
- Lead board to clarify its issues related to organization results and risks



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First Among Equals: Role of Chair – CGO

CGO Relationship to CEO

- Job is to lead board not CEO
- CGO is colleague of CEO not supervisor
- Does not evaluate CEO
- CGO and CEO can exchange information and advice...but CGO has no instructive authority

CGO Authority

- Not the Board's boss
- Only that which has been delegated by the Board
- Make any reasonable interpretation of the board's means policies
- Prepared to lead by making choices within reasonable interpretation at whatever level Board has stopped writing – and to justify those choices



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Chair's Toolkit

Agenda

- Board planning cycle
- Agenda plan

Meeting management

- Rules of order
- Facilitating discussion and decision-making



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MEETING AGENDA



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MONITORING SCHEDULE

Policy	Method	Frequency	Date
Global End	Internal Report	Annually	March
E-1 Safe, Quality, Professional Practice	Internal Report	Annually	March
E-2 Access to Regulatory Process Effectiveness	Internal Report	Annually	March
E-3 Health System and Public Policy Influence	Internal Report	Annually	March
General Executive Constraint	Internal Report	Annually	December
EL-1 Treatment of Clients	Internal Report	Annually	September
EL-2 Treatment of Staff	External Report	Annually	June
EL-2 Treatment of Staff	Internal Report	Every 3 years	June 2026
EL-3 Planning (3.3 to 3.8)	Direct Inspection	Annually	December
EL-3 Planning (3, 3.1-3.2; 3.9)	Internal Report	Annually	June



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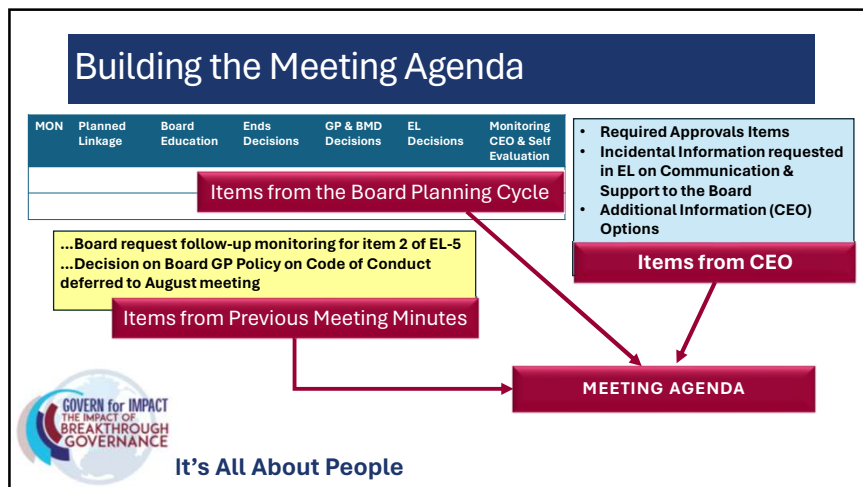
Schedule of Internal Monitoring and Policy Content Review	Year 1 (2024)	Year 2 (2025)	Year63 (2026)	Year 4 (2027)	Year 1 (2028)
BCD Global Board-CEO Delegation	Dec. 2024				Dec 2028
BCD-1 Unity of Control				June 2027	
BCD-2 Accountability of the Registrar/CEO			Dec. 2026		
BCD-3 Delegation to the Registrar/CEO		Dec. 2025			
BCD-4 Monitoring Registrar/CEO Performance	Sep. 2024		Sep. 2026		Sep. 2028
BCD-5 Registrar/CEO Compensation		Sep. 2025		Sep. 2027	
BCD-6 Registrar/CEO Succession	Dec 2024				Dec 2028
GP- Global Governance Commitment				Dec. 2027	
GP-1 Governing Style	June 2024		June 2026		June 2028
GP-2 Council Job Contributions		Mar 2025		Mar 2027	



GOVERNANCE

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Board Planning Cycle For Agenda Control						
	Planned Linkage with Owners	Board Education	Ends Decisions	GP and BMD Decisions	Executive Limitations Decisions	Monitoring CEO & Board Self-Evaluation*
January						
March						
June						
September						
November						
December						



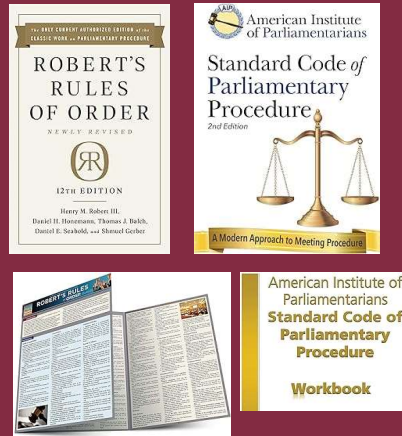
- ### Sample Agenda
1. Call to Order
 2. Adoption of Agenda
 3. Declaration of potential conflict of interest
 4. Adoption of minutes
 5. Ownership Linkage
 6. Board Education
 7. Ends items for decisions
 8. EL items for decision
 9. BMD items for decision
 10. Required Approvals Agenda
 11. Monitoring CEO Performance
 12. Monitoring Board Performance
 13. Info re questions from the Board
 14. Other Nice to Know
 15. Meeting evaluation
 16. Adjourn
- Special Agenda Items – 'In Camera' or Executive Sessions**
- AGENDA**

Rules of Order

- Like a traffic light – controls the sequence
- Appropriate to context
- Common sense
- Absence of rules invites disharmony
- Avoid adopting rules not understood by board members
- RRO is not the only game in town
- Special Rules of Order in GP policy



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Facilitating Discussion & Decision-making

- Ground rules
 - Code of conduct, rules of order
- Listen first to understand
- Check for understanding
- Observe not judge behaviour
- Decision to be made is clear
- Pre-determine agreed process
- Criteria for assessing solutions
- Ensure all have same data
- Look for consensus not perfection



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Chair's Leadership

- Establish a climate of trust and candor
- Foster culture of open dissent
- Avoid typecasting board members or slotting in roles
- Ensure board member accountability
- Evaluate board performance



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Key capacity for board excellence is the Chair's leadership in creating a board culture conducive to developing collective wisdom



Scenarios

In your group:

- Which **Role(s)** of the CGO is/are relevant in this scenario? Why?
- What **Tools** are the CGO are relevant in the scenario? Why?
- Which element of **board culture** if present would be helpful in preventing or mitigating this scenario?



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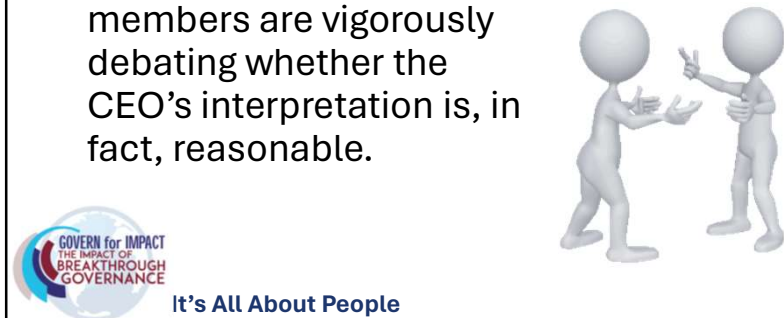
Role of the Chair – First Among Equals

- **Scenario #1:** A high prestige board member dominates board deliberations.



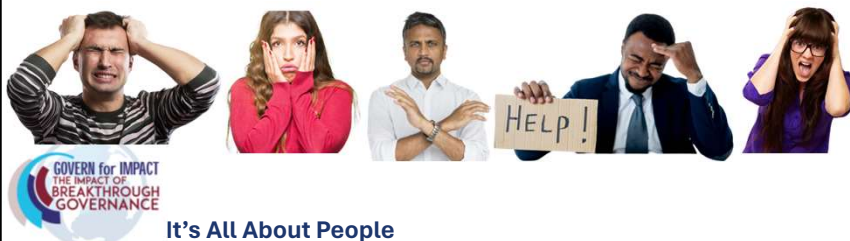
Role of the Chair – First Among Equals

- **Scenario #2:** Two board members are vigorously debating whether the CEO's interpretation is, in fact, reasonable.



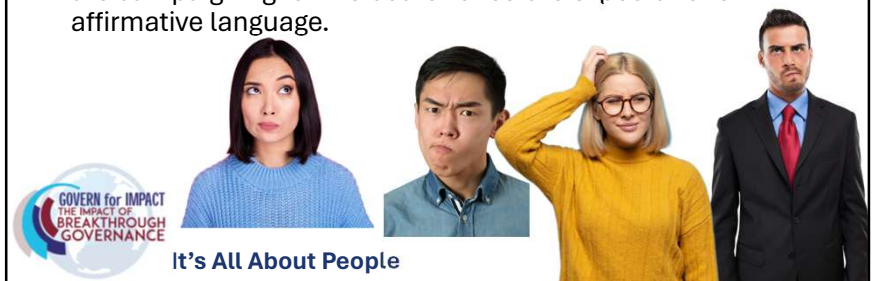
Role of the Chair – First Among Equals

- **Scenario #3:** Several board members are frustrated about the lack of board meeting time being devoted to Ends/future focus.



Role of the Chair – First Among Equals

- **Scenario #4:** Four new board members are uncomfortable with the “negative” language of Executive Limitations and are campaigning for the board to restate expectations in affirmative language.



Summary & Reflection



- What stood out for you today?
- How will this affect how you approach your role as a Chair?
- What action might you take after today?



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Glossary



- CGO – Chief Governing Officer
- CEO – Chief Executive Officer
- EL – Executive Limitation
- GP – Governance Process
- BMD – Board Management Delegation
- BCD – Board CEO Delegation
- PG – Policy Governance
- RRO – Roberts Rules of Order Newly Revised



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