


Policy Title: ROLE OF BOARD OFFICERS		Policy Section: IV Governance Process	Policy Number: IV-15
Approved By: Board of Directors	Date Approved: Sept 9, 2005	Date Reviewed/ Revised: Sept 15, 2009 Sept 21, 2012 May 12, 2015 June 11, 2018 Jun 3, 2021 May 28, 2024	Board Chair's Signature: 

PURPOSE

The Board of Directors has adopted this policy to establish a shared understanding of the role and responsibility of the CMLTO Board Officers who are the:

- Chair of the Board of Directors,
- Vice-Chair, Professional, and
- Vice-Chair, Public.

CHAIR OF THE BOARD OF DIRECTORS

Roles

The Chair of the Board of Directors provides leadership and facilitation to the Board, ensures the integrity of the Board's processes, and represents the Board to external parties, including:

- Working with the Board to ensure the integrity and effectiveness of the Board's governance processes.
- Leading the Board of Directors and coordinating the Board's efforts to govern.
- Being an ex-officio Member of all Statutory Committees and Working Groups.
- Representing the Board of Directors to outside parties on governance matters and is the authorized spokesperson for the Board.

Responsibilities

The role responsibilities of the Chair of the Board of Directors include:

1. Ensuring Effective Board Process

- Ensuring that the Board interprets and operates consistently with the CMLTO By-Law and its own Governance Process and Board-CEO Relationship Policies.
- Ensuring the integrity and efficiency of the Board process by presiding in a manner which fairly and firmly directs the group, promotes participation and adherence to the rules of order, and ensures the intended outcome.

- Ensuring that the Board achieves governance requirements legitimately imposed upon it by external sources.
- Encouraging succession planning activities, such as Board Member recruitment and development of Board Members for leadership roles.

2. Ensuring that Board Decisions and Actions are in Accordance with the CMLTO's High Level Vision for Impact Ends (Critical Outcomes) Policies, and Values

- Aligning the work of the Board to the College's purpose and values including ensuring that the work, policy direction, and practice of the Board of Directors is developed in keeping with the Board's strong commitment to equity, diversity, inclusion, and justice.
- Organizing the development of an Annual Integrated Board Strategic Agenda/Work Plan, which outlines the Board's goals and priorities. Setting the quarterly Board meeting agenda consistent with the Board's Annual Integrated Board Strategic Agenda/Work Plan (in collaboration with the Registrar & CEO).
- Ensuring that meeting discussion content and decisions only apply to those issues, which according to the Board policy, clearly belong to the Board to decide and not the Registrar & CEO.
- Ensuring that the Board reviews its decisions through the primary mandate of "what is in the public interest?".
- Presiding over the Board meetings in a manner that encourages fair and open participation along with information sharing while moving the Board toward timely closure and prudent decision-making.
 - Chairing and presiding at all meetings of the Board and the Executive Committee.
- Maintaining an effective working relationship with the Registrar & CEO, other Board Officers, and Board Members to ensure the free flow of information among these individuals.
- Encouraging development of Board Members through access to comprehensive onboarding activities, continuing education opportunities, and periodic check-in with individual Board Members regarding their emerging needs, in collaboration with the Registrar & CEO.

3. Representing the Board to External Parties

- Representing the Board of Directors' policy positions in meetings with senior government officials, politicians, Board Officers of allied organizations and in other instances as determined by the Board or requested by the Registrar & CEO.

4. Other Duties as Assigned

- Performing such official (signatory) duties as required by the CMLTO By-Law and relevant Board policies.

Authority

The authority of the Chair consists of making decisions on behalf of the Board of Directors that fall within the topics covered by Board policies on Governance Process and Board-CEO Relationship, except where the Board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.

Specifically, the Chair:

- Is empowered to chair Board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing) in accordance with the CMLTO By-Law and Board's Rules of Order.
- Has no authority to make decisions about Ends or Executive Limitations Policies created by the Board of Directors. Therefore, the Chair has no individual authority to supervise or direct the Registrar & CEO as that authority is held by the Board of Directors.
- Shall represent the Board of Directors to outside parties in announcing Board stated positions, decisions, and interpretations.

Note:

During the absence or inability of the Chair to act or carry out their role, the duties and powers of the Chair may be exercised by the Vice Chairs in accordance with the CMLTO By-Law.

Term of Office

- The Chair will be elected annually in accordance with the CMLTO By-Law / Section 4.2.3 Election of Board Officers and is eligible to serve a maximum of two (2) consecutive one-year terms.

VICE-CHAIRS OF THE BOARD OF DIRECTORS

Roles

The Vice-Chairs of the Board of Directors provide facilitation and support to the Board Chair and to the Board as needed, including:

- Providing support and back-up to the Board Chair and assisting with supporting the workload of that office.
- Building skills and capacity to contribute to CMLTO's Board governance succession planning.

Responsibilities

The role responsibilities of the Vice-Chairs of the Board Directors include:

- Exercising the duties and powers of the Chair in the absence or inability of the Chair to act or carry out their role.
- Supporting the Board Chair and Board, at meetings of the Board, by reading and managing motions made and recording those Board Members moving such motions.
- Supporting the Chair by assisting with specific assignments and advice which facilitate effective Board process.
- Actively working to study and learn the role and competencies of the position of Chair of the Board of Directors as part of the Board governance succession plan.
- Serving on the Executive Committee.
- Serving as an alternate Board Mentor should the original mentor assigned for new Board member orientation not be available to complete this role for any reason.

Term of Office

- The Vice-Chairs will be elected annually in accordance with the CMLTO By-Law / Section 4.2.3 Election of Board Officers.

REFERENCES

CMLTO By-Law:

- Article 4 – Board of Directors