



# BOARD CHAIR RESPONSIBILITIES

Being named chair of the hospital/health system board of trustees is an honor and the position carries prestige as well as heightened responsibilities. With the high visibility of the role, the chair has new opportunities to exert greater leadership on the organization's planning and activities while also bearing more responsibilities and accountability for governance. Understanding the roles and responsibilities of the board chair position is essential especially before assuming office. In addition to being an effective communicator, the board chair must be skilled in leading meetings and interacting with key stakeholders. The board chair should exemplify the hospital's/health system's values and ethical standards and be a role model for other board members.

**Just as each board's bylaws are unique so are member dynamics. While the board chair and CEO set the tone for the organization and the interactions of the board, the chair must be aware of board member dynamics and utilize emotional intelligence to foster healthy relationships. The chair can ensure that meetings are productive, discussions are respectful and relevant, and that unprofessional decorum is not tolerated.**

## **Board chairs must:**

- Maintain a professional, respectful decorum at meetings;
- Encourage a thorough discussion of issues at meetings and presentation of both sides of proposals/topics;
- Ensure discussions stay on topic and that the agenda is adhered to; and
- Address unprofessional behavior; and foster accountability among the board and hospital leadership.



## **Duties of the board chair typically include:**

- Contribute to and approve the board meeting agenda;
- Preside over board meetings;
- Ensure that meetings are conducted according to applicable laws and regulations, the bylaws and the board's governance policies;
- Make sure all relevant information about a topic/issue is shared with board members in a timely manner and before decisions are made;
- Ensure that all board members understand the scope and implications of specific decisions before a vote is taken;
- Fulfill the fiduciary duties of a director;
- Oversee the quality of the board's governance processes and leading change when needed.



## The board chair should:

- Ensure adequate time is allocated to discuss agenda items;
- Review draft minutes;
- Sign official documents/legal agreements according to specific bylaws, legal or regulatory provisions;
- Rule on procedural matters during meetings;
- Serve as chair of the executive committee and the CEO/executive performance and compensation committee(s), or as directed in the organization's bylaws;
- Serve as an ex-officio member of all board committees, although bylaws may specify differently and should be followed;
- Function as a counselor and advisor to the organization's CEO;
- Represent the hospital in the community and in dealing with regulatory authorities;
- Be a role model and mentor to other board members; and
- Represent the board within the hospital and serve as the "voice" of the board.

The board chair is a critical component of governance. They must communicate clearly with their colleagues on the board and build relationships with the CEO and community leaders. Balancing warmth and professionalism, the chair should feedback and utilizes board members' expertise while keeping everyone informed and accountable. Serving as the chair of a hospital governing board is a unique and honorable role and one that must be met with passion, energy and professionalism.