Policy Number:	1.2.4 Board Leadership Roles

Relevant Statutory / Regulatory Linkages: **Corporate By-laws**

Policy Statement (Intent and Scope)

1. Chair

The Chair of the Board of Directors is the responsible person to ensure the effective operation of Board processes. This person is impartial in this role and has significant responsibilities in representing the organization. The following are the key roles and responsibilities:

1.1 To facilitate preparation of all Board of Director meeting agendas, including regular and special meetings in consultation with the President and University Secretary.

1.2 To attend and chair all Board meetings, relying on the organization's By- laws and Governance Policies to manage the meeting processes.

1.3 To ensure that the Board's deliberations are timely, fair, orderly, respectful and thorough, but also efficient, limited to time and kept on-point.

1.4 To make decisions that are identified for the Chair within the By-laws and/or Governance and/or other policies.

1.5. To ensure the President annual review is completed in accordance with Board Policy.

1.6. The Chair's authority does not extend to interpreting Board policies to, or otherwise directly supervising or directing the President

1.7. To represent the organization at meetings, forums, conferences, etc. or to assign designates where appropriate.

1.8. The Chair may attend all Board committees and working groups unless otherwise stipulated by the Board.

1.9. To coordinate with the Executive Committee the naming of Directors to committees and working groups President.

1.10. To ensure that the work of committees and working groups is proceeding as directed by the Board, and is integrated into Board's meeting agendas on a timely basis.

1.11. To implement and oversee the Board of Directors' Code of Conduct, speaking to/working with individual Directors on interpretation, compliance and related considerations.

1.12. To sign approved Governance and Board Policies, contracts and legal documents agreements.

1.13. To report to each Annual General Meeting of Voting Members of the Corporation of King's University College concerning the governance of King's University College.

1.14. The Board Chair chairs the Board's Executive Committee and the Presidential Search and Reappointment Committees.

1.15 To undertake other duties and tasks as assigned by the Board.

2. Vice Chair(s)

The Vice Chair(s) is responsible for supporting the Chair, undertaking specific assignments and can be part of the Board's leadership succession plan. The Board may appoint up to two Vice-Chairs. The following are the key roles and responsibilities of the Vice Chair:

2.1. To undertake the Chair's role as designated by the Chair when the Chair is not available.

2.2. To provide advice to the Chair on Board governance and other topics as requested by the Chair or felt by the Vice Chair to be appropriate.

2.3. To assume the Chair's role in the case of an emergency absence of the Chair until the Chair's return.

2.4. To undertake Governance Policy monitoring tasks as outlined at the end of each Governance Policy.

2.5. To attend Board of Director, and any assigned meetings as required.

2.6. To undertake other tasks and/or leadership roles as assigned by the Chair and/or the Board.

2.7. While the Vice Chair may succeed the Chair, succession is not automatic and is subject to election in accordance with the Board's Governance Policies and the Corporate By-laws.

2.8. To complete an annual governance compliance report for the Board.

3. Treasurer

The Treasurer is responsible to oversee on behalf of the Board, and to report to the Board directly or have the President or designate report on the financial and functions of King's University College. The key roles and responsibilities are:

3.1. To attend Board and assigned meetings as required.

3.4. To provide to the Board whenever required an account of all their transactions as treasurer and of the financial position of King's.

3.5. To Chair the Finance and Investment Committee of the Board.

3.6. To undertake other tasks and / or leadership roles as assigned by the Chair and/or the Board.

4. Secretary

The Secretary is an officer of the university and, as such, is a fiduciary of the University. The position reports administratively to the President, with functional responsibility to both the Board Chair and Academic Council Chair.

As the Senior Governance Officer and the Senior Policy Advisor at King's, the Secretary plays a key role in supporting good governance practices and processes for the Board of Directors and the Academic Council. This involves providing advice to both the Board and the Academic Council on the interpretation of the Acts, by-laws, policies and rules of procedure. The Secretary will remain in attendance at any closed and in-camera meetings unless the performance of the University Secretary is being considered.

A key responsibility is deciding questions of jurisdiction raised by either body.

The Secretary is responsible to oversee, on behalf of the Board, and to report to the Board directly or have the President or designate report on all contacts, records management, relevant correspondence and related corporate secretarial activities of King's University College. The key roles and responsibilities of the Secretary are:

4.1. To attend Board and assigned meetings as required.

4.2. To enter or cause to be entered in minutes books all minutes of all Board proceedings.

4.3. To attend directly, or on a delegated basis, to correspondence of the Board as required by the Chair.

4.4. To give or cause to be given, as and when instructed, all notices of Board of Directors meetings

4.5. To be the custodian of the corporate seal of King's University College and of all books, papers, records, documents and other instruments belonging to King's University College or to ensure their safe keeping by a designated staff person except when some other office or agent has been specifically appointed by the Board for that purpose.

4.6. To perform such other duties as may from time to time be designated by the Chair of the Board.

Monitoring
Reviewed a minimum of every three years, and amended as appropriate, with recording in Board meeting minutes.

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