POLICY TYPE: GOVERNANCE PROCESS

POLICY TITLE: CHAIRPERSON’S ROLE

The Chairperson assures the integrity of the Board’s process and, secondarily, occasionally represents the Board to outside parties.

Accordingly:

1. The job result of the chairperson is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
   A. Meeting discussion content will be only those issues, which according to Board policy, clearly belong to the Board to decide, not the President.
   B. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.

2. The authority of the chairperson consists in making decisions that fall within topics covered by Board policies on Governance Process and Board-President Linkage, with the exception of (a) employment or termination of a President and (b) where the Board specifically delegates portions of this authority to others. The chairperson is authorized to use a reasonable interpretation of the provisions in these policies.
   A. The chairperson is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
   B. The chairperson has no authority to make decisions about policies created by the Board within ENDS and Executive Limitations policy area.
C. The chairperson may represent the Board to outside parties in announcing Board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.

D. The chairperson may delegate this authority, but remains accountable for its use.

E. The chairperson serves as an ex-officio member on all Board committees. As a member, the chairperson is eligible to vote.