



Chartered
Governance
Institute
of Canada

The Effective Chair

CGIC Continuing Professional Development Webinar
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- Where the chair fits in organizational governance
 - Principles of good governance
 - The function of meetings
- The role of the Chair
 - Understanding the ‘sandbox’
 - By-laws
 - Policies
 - Managing relationships
- Being an *effective* Chair
 - Leader
 - Conductor
 - Negotiator
- Some Chair dilemmas

As leader of the Board, the Chair supports the 4 principles of effective governance

➤ **TRANSPARENCY**

Willingness to provide clear and timely access to information

➤ **ACCOUNTABILITY**

Obligation to explain actions of the organization and its decision-makers

➤ **INDEPENDENCE**

Making decisions untainted by self-interest

➤ **PARTICIPATION (inclusion)**

Giving a voice to the organization's key stakeholders

Governing happens in meetings

- AGMs/Special meetings – for shareholders/members
- Board Meetings – where the board exercises its governance responsibilities
- Committee Meetings – focus expertise and interest to inform and provide recommendations to the board

The chair is the leader of the meeting

Leading: but within the 'sandbox'

What defines – constrains – requires – limits the role of the Chair

- Constituting legislation
- Organization by-laws
- Other laws and regulations to which organization is subject
- Terms of Reference/policies

Lead the board/committee by:

- ✓ Ensuring there is a well-planned agenda
- ✓ Ensure board/committee members have the information they need to help them participate in the discussions and decision-making – well before the meeting
- ✓ Ensure board/committee members can appropriately provide their information, expertise and experience in the discussion process
- ✓ Help the board reach a strongly supported decision
- ✓ Be the key communication link between the Board/committee and the administration
- ✓ Help individual directors/committee members to be more effective

The Chair as Conductor

Conduct the board/committee by:

- ✓ Ensuring there is time for all matters to be discussed and decided
- ✓ Set meeting priorities
- ✓ Summarize the discussions to bring to a conclusion
- ✓ ‘reign in’ the wandering souls (speaking too long, becoming too assertive....)
- ✓ ‘empower’ the quiet participants to speak up

Negotiate outcomes for the board/committee by:

- ✓ Setting the stage for fair and respectful debate where there are strong differences
- ✓ Consider calling for an adjournment or postponement of decision to work outside of the meeting to alleviate concerns
- ✓ Ensure that everyone understands their responsibility to participate in the decision process
- ✓ Summarize the discussions fairly to not appear to weigh in on one side or the other
- ✓ Remind members that regardless of the decision outcome, all members must support the outcome positively.

Create and maintain positive relationships with other key players in the decision-making process

- ✓ Board Chair
 - ✓ MAJORLINK to the CEO/*Executive Director* for administrative issues
 - ✓ Collaborates and works closely with CEO/ED on bringing management issues to Board
 - ✓ Works closely with all *board members* to create a team
 - ✓ Brings issues from other board members (or *others*) to the attention of the CEO/ED
- ✓ CEO/ED
 - ✓ Link between members of leadership team and the Chair
 - ✓ Act as liaison between the Board and the leadership Team
 - ✓ Chair management meetings and general information sessions
- ✓ Committee Chairs
 - ✓ Ensure committee is effectively fulfilling its mandate
 - ✓ Communicates to Chair on key issues

Some Chair Dilemmas...

- 1: As the chair of your meeting – the Executive Director provided her written report only the afternoon before the meeting. At the meeting, the ED is not even following the format of the report and seems to be focussing on all the positive actions she has taken over the past 6 months. **How do you handle the situation – during and after?**
- 2: One of your board members asks at the beginning of the meeting to add to the agenda a discussion about concerns he has about the behaviour of a fellow board member that he found out about and wants to disclose. **How do you handle the matter – during and after?**
- 3: You are chairing the first meeting of the board after the Annual meeting. It is your first term as Chair. A fellow board member in her second term starts correcting how you are managing the meeting. **How do you handle the matter – during and after?**

Some Chair Dilemmas...

“To lead people, walk beside them. As for the best leaders, the people do not notice their existence ... When the best leader’s work is done, the people say, ‘We did it ourselves!’”

~ Lao Tzu, philosopher

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Thank you

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