



CHAIRPERSON DUTY STATEMENT

PURPOSE

To clarify the scope and key responsibilities of the Chair.

POSITION TITLE

Chairperson of the Board

Our board is led by our Chairperson in a manner designed to encourage active board engagement and, in board meetings, diversity of opinion, ensuring that all directors are given an opportunity to contribute to discussion and decision making. Our Chairperson is bound by our board's policies and decisions. Except where stated in the Constitution, our board has not delegated to the Chairperson the right to decision taking without reference to the board.

FUNCTION

Provide leadership for the board, ensuring that it fulfils its responsibilities for the governance of the organisation

- > Be both a mentor and manager for the CEO, helping the CEO to achieve the mission of the organisation
- > Optimise the relationship between the board and management

RESPONSIBILITIES

Adhere to all general duties outlined in the board member job description. In addition:

- > Chair meetings of the board. See that it functions effectively, interacts with management optimally, and fulfils all of its duties
- > Chair the Annual General Meeting
- > Respond to calls for, and chair, Extraordinary General Meetings
- > With the CEO, develop agendas and ensure that the board is effectively served with appropriate papers and contextual information
- > With the CEO, recommend composition of board sub-committees and recommend committee Chairpersons with an eye to future succession
- > Work with the nominating committee to recruit new board members
- > Induct and train newly-elected board members
- > In consultation with the CEO, recruit board and other talent for whatever volunteer assignments are needed
- > Reflect any concerns management has regarding the role of the board or individual members and reflect to the CEO any concerns of the board and/or other constituencies
- > Oversee searches for a new CEO
- > Lead regular appraisals of the CEO and recommend salary for consideration by the appropriate committee
- > Personally abide by the organisation's Code of Conduct and provide leadership to board members

- > Ensure the board abides by the one voice principle
- > Undertake an annual review of each board member's performance. Set targets for individual and collective board action and encourage active engagement and participation
- > Ensure the board provides appropriate leadership and input to the organisation's strategic planning
- > Annually focus the board's attention on matters of organisational governance that relate to its own structure, role, and relationship to management
- > Co-ordinate external relationship building and maintenance with the CEO and serve as an alternate spokesperson
- > Arrange for the Deputy Chair to chair meetings in the absence of the Chair
- > Ensure board members receive agenda, minutes and board papers in a timely manner
- > Work in partnership with the CEO to make sure board resolutions are carried out
- > Fulfil such other assignments as the Chair and CEO agree are appropriate and desirable for the Chair to perform

TERM

- > Three years, renewable for a second term (maximum of six years).

SOURCE

- > JFM Law [The Chair's Role: A Guide for Not for Profit Boards](#)

REFERENCES

- > Fishel, D, *The Book of the Board*, Federation Press, Sydney, NSW (2003; 3rd edn. 2014)

ABOUT POSITIVE SOLUTIONS

[Positive Solutions](#) offers a range of services to non-profit boards throughout Australia. [Board development workshops](#) and detailed board reviews can be tailored to the needs of each organisation. To find out more about how Positive Solutions can help you, contact: info@positive-solutions.com.au or call 07 3891 3872.

THE BOOK OF THE BOARD

[The Book of the Board](#) is Australia's standard reference book for board and committee members of non-profit organisations. Authored by Positive Solutions Director, David Fishel, and currently in its third edition, *The Book of the Board* provides clear guidance on the role of the non-profit board, formal and legal responsibilities, and the ways in which the board can maximise its effectiveness for the organisation.

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