
**DIAGNOSTIC SERVICES OF MANITOBA
BOARD OF DIRECTORS POLICY**

Policy Name:	Chair's Role	Number:	GP-5
Policy Type:	Governance Process	Date Approved:	April 14, 2005
		Date Revised:	June 15, 2005
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The job contribution of the Chair is primarily the integrity of the Board's process, and representation of the Board to outside parties. The Chair is the only Board member authorized to speak for the Board (beyond simply reporting Board decisions), other than in specifically authorized instances.

1. The job result of the Chair is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - 1.1. Meeting discussion content will only be those issues which, according to Board policy, clearly belong to the Board, not the Chief Executive Officer, to decide.
 - 1.2. Deliberation will be timely, fair, orderly, and thorough, but also efficient and kept to the point.
 - 1.3. Robert's Rules of Order will guide the Board.
2. The authority of the Chair consists only in making decisions that fall within the topics covered by Board policies on Governance Process and Board-CEO Relationship, except where the Board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.
 - 2.1. The Chair is empowered to chair Board meetings with all the commonly accepted power of that position.
 - 2.2. The Chair has no authority to make decisions about policies created by the Board within *Ends* and *Executive Limitations* policy areas, except in those instances where he/she is acting on behalf of the Minister as the sole member of the corporation in accordance with General By-Law No. 1, section 21. The Chair shall report to the Board any instances in which such action is taken on behalf of the Minister.
 - 2.3. The Chair may represent the Board to outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to the Chair.
 - 2.4. The Chair may delegate this authority, but remains accountable for its use.

3. The Chair has the following specific responsibilities in relation to the CEO.
 - 3.1. Be available to the CEO for consultation and advice if requested.
 - 3.2. Take the lead role in recommending an appropriate remuneration package for the CEO.
 - 3.3. Take the lead role in evaluating CEO performance.
 - 3.4. Take the lead role in conducting search and selection for a new CEO should that become necessary.