

The Job of the Chair

This chapter summarizes information from *The Board Chair Handbook*, published by BoardSource, and other articles.

Does this sound like you? Would you apply?

Wanted:

A board chair with wisdom and intelligence; a decisive leader with excellent organizational skills and judgment. Must be willing to take responsibility and commit to the organization's mission, rising beyond regionalism for the broader good of the entire agency. Must be willing to mentor new board members and be supportive of the board and staff. Must be an advocate for the organization, a good listener, and a good public speaker. Extroverts with a sense of humor are encouraged to apply. Must maintain excellent, open relationships with the CEO and key community stakeholders, including the appointive governmental officials and bodies that fill board vacancies.

Focusing on the Agency's Mission

The board chair keeps the board focused on its mission, maintaining the overall view of the agency's work in relation to the region's needs and direction. While the CEO shares this charge, it is the chair's main orientation to look to the future.

The Important CEO–Board Chair Relationship

The relationship with the CEO is important for all board members, and it is the chair who leads the communications. The chair's main objective is a productive, professional working relationship that is a mutually supportive, personal growth experience. One CEO said that he and the board chair were always easily accessible to each other and had developed a strong, personal friendship that strengthened their professional relationship. Many pairs meet regularly in more informal settings, such as breakfasts or working lunches so they can address the agency's challenges. The CEO's performance review is led by the chair.

Consider the chair as the program director, with the program being the partnership with the CEO. He or she goes the extra mile to build and maintain the partnership. The chair may expect the CEO's help in achieving the chair's leadership objectives, working together to create a plan to further the chair's initiatives. The chair will naturally consult with the CEO on the best way to communicate with staff.

Working with Board Members

The chair is the chief consensus builder and communicator. He or she should help to make the board's work easier and more enjoyable.

- The chair leads the executive committee, if there is one, normally composed of the committee chairs and elected officers.
- The chair should use the latest technology for communication, such as email and Internet access, and encourage other board members to do the same.

- The chair helps to orient and educate the board members. He or she describes the history of the agency, recommended lines of communication with the CEO and staff, who is in charge of which area; and the expertise of each of the board members.
- The chair sets a high priority on board capacity building and is an active agent in helping the board become a more effective governing body. He or she promotes professional development experiences, such as attendance at educational and industry seminars.
- The chair helps to educate the board with institutional memory and on complex issues.
- He or she appoints committee and task force chairs and attends at least one of their meetings every six months. Suggesting changes to the committee structure and ensuring that each committee has a charter describing the committee's responsibility is the chair's job.
- The chair publicly recognizes the achievements of the board members and privately addresses improvements that are suggested.
- The chair makes it clear that the contributions or reticence of board members are noticed. The chair cultivates a sense of accountability and ownership among the members.
- The chair leads in setting board performance targets and monitoring board's performance through, perhaps, a self assessment process conducted every two to three years.

Facilitating Board Meetings

Together the CEO and board chair develop the meeting agendas, emphasizing the important issues. The chair conducts the board meetings' starting and ending on time. The board will need full briefings and complete materials from the CEO and senior staff; the chair should request these as needed. The chair should insist that board materials are user-friendly, clear, and concise, and that decision or action items are identified.

The standard advice is to buy a copy of *Robert's Rules of Order* so that meetings are properly conducted and decisions are made with open discussion.

At meetings, the chair's responsibilities include (1) being an effective group facilitator or team builder, ensuring constructive actions and productivity, and (2) acting at times as a conflict mediator. The leader must remain emotionally level in the midst of active, passionate discussion or testimony. He or she must help to control dominating members and bring out those who are heard less often. The responsibilities include treating all contributors equally and allowing everyone to participate freely.

External Relationships

Relationships with many external groups and individuals become more important as a board member ascends to the chairmanship. The chair may request that the CEO schedule him or her to speak in prominent community forums perhaps three or four times a year and involve him or her in key media interviews. The CEO and staff would provide a complete briefing, a PowerPoint® presentation, and rehearsal time.

Please see references for this chapter: 6, 16, 20, 48

The meetings usually begin at 5:30 p.m. All Board meetings will last until the meeting adjourns.

If a Board executive session is necessary, it will normally follow a Board meeting. In those instances where an executive session is scheduled to precede a Board meeting every effort will be made to complete discussion of executive session matters to avoid delaying the commencement of the formal Board meeting.

Board Meetings. Board business meetings are designed to hear and take formal action on matters of agency concern, including but not limited to such things as recognition of retiring staff; staff presentations, committee reports, adopting resolutions, conducting public hearings, and considering measures and proposals offered by Board members.

Executive Sessions. Board Members and staff shall not discuss executive session matters with anyone outside of the session without prior lawful authorization.

Minutes. A record of all Board meetings shall be kept as required by law. Only Board Members have the authority to revise the minutes subject to a majority vote of the Board. If a citizen wishes to suggest a modification or revision, the request must be made through the Chair or a Board Member.

Attendance. Board Members will inform the Chair and Clerk of the Board if they are unable to attend any Board meeting.

Presiding Officer. The Chair presides over Board meetings. In the Chair's absence, the Vice-Chair shall preside. In the absence of both the Chair and Vice-Chair, the longest serving member of the Board shall preside.

The presiding officer has the authority to preserve order at all meetings of the Board, to cause the removal of any person from any meeting for disorderly conduct, to place a limit on debate and to enforce the rules of the Board. The presiding officer may also command the assistance of C-TRAN staff to restore order at any meeting as authorized by law.

Seating. The Chair will inform staff of the preferred seating arrangement for Board meetings.

Staffing. The Executive Director/CEO or designee will attend all Board meetings unless excused. The Executive Director/CEO may make recommendations to the Board and, with the consent of Board, shall have the right to take part in all Board discussions. The Executive Director/CEO shall have no vote.

CITIZEN COMMUNICATIONS

CONSENT AGENDA

PUBLIC HEARING

ACTION ITEMS

PRESENTATIONS

COMMUNICATIONS FROM THE BOARD CHAIR, BOARD MEMBERS, EXECUTIVE DIRECTOR/CEO, AND LEGAL COUNSEL

EXECUTIVE SESSION

ADJOURNMENT

Agenda Preparation. The Executive Director/CEO will prepare an agenda for each Board meeting specifying the time and place of the meeting and a brief general description of each item to be considered by the Board.

Agenda materials will generally be available to the Board, staff, media, and public no later than the Friday preceding the meeting.

Scheduling of Agenda Items. The Chair will meet with the Executive Director/CEO to determine scheduling of agenda items.

With the exception of Workshops, a time for citizen comment will be scheduled for all Board meetings. Citizen and Community Group sign- up forms will be available at each meeting.

An item may be placed on the Board agenda after the agenda is printed and the notice published if the Executive Director/CEO explains the necessity and receives consent of the Chair. The Executive Director/CEO will notify the media and any known interested citizens as soon as possible after receiving information about proposed agenda additions. The practice of adding items to the Board agenda after it has been printed and published is to be discouraged, and will be permitted only when required by business necessity.

Agenda items that are continued from one meeting to another will have preference on the subsequent agenda.

The Chair may, with the approval of the Board, consider agenda items out of order.

(h) Removal of a member of a committee other than a Board member.

Sec. 3.4 Parliamentary Procedure. Unless otherwise governed by the provisions of these Bylaws or laws of the State of Washington, Roberts Rules of Parliamentary Procedure shall govern the conduct of all Board meetings. The Chairperson or his/her designee shall be the Parliamentarian.

Sec. 3.5 Board Acting as a Body. The Board shall act as a body in making its decisions and announcing them. No member shall speak or act for the Board without prior authorization of the Board, except as otherwise provided for in these Bylaws.

Sec. 3.6 Records of Board Meetings. Minutes. The proceedings of the Board meetings shall be recorded and maintained in the offices of the Corporation. The minutes shall consist primarily of a record of the action taken. Prior to the adoption of the minutes, copies of the proposed minutes shall be forwarded to all Directors prior to the next regular meeting for their reference and/or correction. At the next regular meeting, the Board shall consider the minutes for adoption or necessary corrections.

Sec. 3.7 Committees. The Chairperson, from time to time, may nominate Directors to serve on committees.

(a) Committees created by resolution of the Board may be composed of Directors, other elected representatives of cities requesting and designating representatives not directly appointed as members of the Board, and qualified electors.

(b) All electors shall be qualified electors as defined by the election laws of the State of Washington and shall remain so throughout the term to which appointed and shall reside within the Spokane Transit Authority boundaries. Nominations shall be by the Chairperson and approved by the Board, and the Chief Executive Officer shall be an ex officio, non-voting member of each committee. The Chairperson may appoint, with the approval of the Board, alternates to each committee to act in the absence of any regularly appointed member.

(c) Directors and elected representatives of cities not directly sitting on the Board, shall be appointed annually after the election of the Chairperson to all committees. The Director sitting on the Board pursuant to Section 2.1(a) shall occupy a seat on the Board Operations Committee, or its successor committee, at all times. Electors shall be appointed to all committees by the Chairperson to serve two-year terms. Terms of electors shall be staggered in such a manner so that at least one elector is appointed each year.

(d) Committee members will continue to serve until a successor is appointed.

(e) All meetings of the Committees shall be subject to the Open Public Meetings Act of 1971, as amended (Chapter 42.30 RCW).

Sec. 3.8 Secretary of Board. The Chief Executive Officer or his/her designee, as provided for in Article V, shall be the Secretary of the Board.

ARTICLE IV. - SELECTION AND DUTIES OF THE CHAIRPERSON AND CHAIRPERSON PRO TEMPORE

Sec. 4.1 The Board shall select a Chairperson and a Chairperson Pro Tempore from among its voting members. The Chairperson shall hold office until the first day of January of each year. The office of the Chairperson shall rotate on a yearly basis among the following representative categories and in the following sequence: (1) towns and cities, excluding the Cities of Spokane and Spokane Valley; (2) City of Spokane; (3) County of Spokane; and (4) City of Spokane Valley. In any year, the rotation of the office of the Chairperson may be altered with the approval of six of the voting members of the Board, voting on the terms of such rotation in a regular or special meeting of the Board.

Sec. 4.2 The Chairperson shall preside at all meetings of the Board. In the event of the Chairperson's absence or inability to preside, the Chairperson Pro Tempore shall assume the duties of presiding over the meetings of the Board; provided, however, if the Chairperson is to be permanently unable to preside, the Board shall select a new Chairperson for the remainder of the Chairperson's term. In the event that the Chairperson Pro Tempore is selected

as the new Chairperson, then a new Chairperson Pro Tempore shall be selected for the remainder of the vacated Chairperson Pro Tempore's term.

Sec. 4.3 The Chairperson may act as spokesperson for the Corporation and may act as its representative at meetings with other organizations, committees and other such activities, unless another representative shall otherwise be authorized by the Board; provided, however, the Chairperson may delegate to any Director the duty of being a spokesperson or representative, and such person shall make no pronouncements that will obligate or commit the Corporation, except pursuant to prior authorization of the Board.

Sec. 4.4 The Chairperson shall be the chief executive and administrative officer of the Corporation until a Chief Executive Officer or Acting Chief Executive Officer is selected by and approved by the Board or when the Corporation is without a Chief Executive Officer or Acting Chief Executive Officer. When the Chairperson is acting as the chief executive and administrator of the Corporation, all persons employed or contracting service with the Corporation will be selected or discharged by the Chairperson, subject to the approval of the Board. The Chairperson when acting as the chief executive and administrator of the Corporation shall receive such remuneration as approved by the Board, in accordance with the law.

ARTICLE V. - CHIEF EXECUTIVE OFFICER

Sec. 5.1 Appointment and Removal of Chief Executive Officer. The Board may appoint a Chief Executive Officer. The Chief Executive Officer shall serve at the pleasure of the Board and shall perform such duties as may be designated from time to time by the Board.

Sec. 5.2 Duties of the Chief Executive Officer. The powers and duties of the Chief Executive Officer of the Corporation shall be:

(a) To have general supervision over the administrative and operational affairs of the Corporation, including the authority to organize and direct the work force within an approved budget and to act as a spokesperson or representative of the Corporation, provided he or she may not obligate or commit the Corporation, except pursuant to prior authorization of the Board.