

**TERMS OF REFERENCE FOR THE BOARD CHAIR****BRD 120****INTRODUCTION**

1. The Board Chair is appointed by the BC Minister of Health.
2. The Board Chair's primary role is to act as the presiding Director at Board meetings and to manage the affairs of the Board of Directors of Northern Health (the "Board"). This includes ensuring that the Board is properly organized, functions effectively, and meets its obligations and responsibilities.
3. The Board Chair builds and maintains a sound working relationship with the President and Chief Executive Officer (the "CEO") and ensures an effective relationship between the Minister of Health, other government representatives and key stakeholders.
4. The Board Chair is an ex-officio member of Board committees where they are not appointed as a full member, including the Northern Health Medical Advisory Committee.

**DUTIES AND RESPONSIBILITIES****Working with Management**

The Board Chair:

1. Acts as a sounding board, counsellor and confidante for the CEO and assists in the review of strategy, definition of issues, maintenance of accountability, and building of relationships.
2. In conjunction with the CEO, represents Northern Health as required.
3. Ensures the CEO is aware of concerns of Government, the Board and other stakeholders.

Author(s): Governance & Management Relations Committee

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4. Leads the Board in monitoring and evaluating the performance of the CEO, ensures the accountability of the CEO, and ensures implementation of the management succession and development plans by the CEO.
5. Works closely with the CEO to ensure management strategies, plans and performance are appropriately represented to the Board.
6. In conjunction with the CEO, fosters a constructive and harmonious relationship between the Board and the senior management group.

### **Managing the Board**

The Board Chair:

1. Acts as the primary spokesperson for the Board.
2. Ensures the Board is alert to its obligations to Northern Health, the Government and other stakeholders.
3. Chairs Board meetings and ensures that the appropriate issues are addressed.
4. Establishes the frequency of Board meetings and reviews such frequency from time to time as considered appropriate, or as requested, by the Board.
5. Assists the Governance & Management Relations Committee in developing Director criteria and in identifying potential candidates to be recommended to the Government for appointment as Directors, and communicates with the Government regarding the criteria and names of candidates.
6. Recommends committee membership and committee Chair appointments to the Board for approval; and reviews and reports to the Board the need for, and the performance and suitability of, Board committees.
7. Liaises and communicates with all Directors and committee Chairs to coordinate input from Directors, and optimizes the effectiveness of the Board and its committees.

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8. Ensures the coordination of the agenda, information packages and related events for Board meetings in conjunction with the CEO and the Corporate Secretary.
9. Ensures major initiatives have proper and timely Board understanding, consideration, oversight and approval.
10. Ensures the Board receives adequate and regular updates from the CEO on all issues important to the welfare and future of Northern Health.
11. Builds consensus and develops teamwork within the Board.
12. Reviews Director conflict of interest issues as they arise.
13. In collaboration with the CEO, ensures information requested by Directors or committees of the Board is provided and meets their needs.
14. Ensures regular evaluations are conducted of the Board, Board Chair, Directors and Board committees.
15. Engages independent counsel or advisors, as considered necessary, and provides approval to Board committees seeking to engage independent counsel or advisors, as appropriate.

### **Relations with the Government and other Stakeholders**

In consultation with the Board, the Board Chair has the responsibility to establish regular interactions and relationships with individuals, groups, organizations and at meetings such as:

- Board Chair/CEO meetings
- Chair to Chair meetings
- Local & municipal governments
- Minister of Health
- MLAs

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- First Nations Health Authority, Métis Nation of BC, First Nations Health Council – Northern Regional Caucus, and First Nations communities in the north
- NGOs (Alzheimer Society, Canadian Cancer Society, Canadian Red Cross etc.)
- North Central Local Government Association (NCLGA) & Union of British Columbia Municipalities (UBCM)
- Other provincial Ministries and government bodies
- Regional Districts (RD) & Regional Hospital Districts (RHD)

The Board Chair may authorise other Directors to participate in meetings with government and other stakeholders.

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