

Board Chair Position Description

1. Appointment and Term

The Board Chair is appointed by the Board to serve a three-year term and may be re-appointed for an additional term (to a maximum of six years). In exceptional circumstances, the Chair be re-appointed for an additional one year-term (to a maximum of seven years)].

The Board Chair may be removed by a Board resolution passed by a majority of not less than 75% of all Directors.

2. Role

The Board Chair leads the Board in all aspects of its work and is responsible to effectively manage the affairs of the Board. The Board Chair is accountable to the Board, acts as a direct liaison between the Board and the CEO and Founder, and represents the Board internally and externally, including acting as a spokesperson on behalf of the Board.

3. Duties and Responsibilities

The Board Chair:

a) Working with the Members

- acts as a liaison between the members and the Board;
- keeps the members apprised of any noteworthy issues with respect to the Rick Hansen Foundation (RHF); and
- chairs the annual general meeting with the members.

b) Working with the Founder

- acts as a liaison between the Founder and the Board and understands the Founder's views as expressed in the Founder's Covenant;
- keeps the Founder apprised of any noteworthy issues with respect to RHF; and
- collaborates with the Founder regarding Board recruitment in accordance with the Board Composition, Succession and Appointment Process.

c) Working with Senior Leadership

- acts as a liaison between senior leadership and the Board;
- fosters a constructive relationship between the Board and senior leadership through regular contact with the CEO;
- acts as a sounding board for the CEO, including helping to identify problems and ensuring the CEO is aware of concerns and expectations of the Board; and
- seeks to ensure that senior leadership presents to the Board all information necessary to allow the Board to effectively discharge its responsibilities.

d) Board Operations

- recommends to the Board an annual schedule of Board meetings;
- in concert with the CEO, develops and sets the Board meeting agendas;
- calls and presides over Board meetings;
- reviews pre-meeting information packages for completeness, with the goal of providing Board Members with sufficient background information to enable them to prepare for the meeting;
- ensures Board meeting materials are provided to the Board Members one week prior to the meeting;
- conducts Board meetings in an efficient, effective and focused manner;

- ensures proper minutes are recorded and presented to subsequent meetings;
- develops for Board approval, and monitors expenditures of, an annual Board budget;
- oversees issues raised with respect to conflicts of interest;¹ and
- signs documents on behalf of the Board as authorized by the Board.

e) **Board Effectiveness**

- provides leadership to the Board in fulfilling its governance responsibilities as set out in the Board Terms of Reference;
- builds consensus and develops teamwork within the Board;
- fosters ethical and responsible decision making by the Board and Directors;
- encourages all Directors to participate and contribute to the Board's deliberations;
- makes themselves available to individual Directors for questions, counsel and discussions relating to RHF;
- provides information on the Board's key issues as part of the Director orientation program;
- facilitates Board deliberations in a way that promotes robust questioning and the candid expression of each Director's opinion in a respectful and collegial spirit;
- maintains an appropriate boundary between the Board and senior leadership responsibilities;
- keeps the Board up to date on all significant developments at RHF, both at and between meetings;
- with the Human Resources and Governance Committee Chair, co-leads the Board and the Director evaluation process;

¹ Actual or perceived conflicts of interest with respect to the Board Chair are to be raised with the Chair of the Human Resources and Governance Committee.

- with the Human Resources and Governance Committee, co-leads in Board succession planning;
- meets one-on-one annually with each Director to exchange views on the Board’s effectiveness and the Director’s contributions; and
- provides advice to the members on the performance of individual Directors.

f) **Foundation’s Activities**

- represents the Board with respect to Foundation matters; and
- represents the Board at RHF events and participates in RHF events as requested by the CEO.

4. **Leadership Competencies**

The Board Chair should have substantial business leadership experience; a commitment to good governance; strong inter-personal and communications skills; and the time and energy to commit to the role. Specific leadership competencies and attributes that are important to this role are set out below.

Tone at the Top: The Board Chair sets the right “tone at the top” through ethical values, transparency, and adherence to high governance standards.

Business Background and Qualifications: The Board Chair brings senior executive business and board leadership experience.

Governance Leader: The Board Chair is committed to maintaining a high level of governance practices.

Long term, Strategic Perspective: In providing leadership to the Board, the Board Chair exhibits the following:

- functions at a strategic level and helps the Board and management focus on key problem and opportunity areas that will foster RHF’s long term success;
- sees the “big picture” in complex situations and helps the Board make decisions in situations of uncertainty; and
- brings a long-term view of success consistent with the Founder’s Covenant.

Communication and Relationships: The Board Chair has excellent interpersonal and communications skills and be able to establish and maintain excellent working relationships with Directors, the CEO, the Founder, management, and all stakeholders, including its members.

Time, Energy and Commitment: The Chair is passionate about RHF vision, committed to the role of Board Chair and have the time, energy and flexibility to do all that is required and expected.

5. **Board Chair's Absence**

In the absence of the Board Chair, another Director (as determined by the Board) performs the Board Chair's duties.

6. **Board Chair Succession**

The Human Resources and Governance Committee, as part of its annual review of Board composition, considers Chair reappointment and succession planning.

7. **Performance Feedback**

Each year, the Human Resources and Governance Committee Chair leads a Board Chair evaluation process that gathers feedback from identified participants (e.g., all directors, the CEO and Founder), includes an opportunity for all directors (without the Board Chair) to review the feedback and develop key messages for the Board Chair, and a discussion with the Board Chair on the feedback. Following the evaluation, the Chair will discuss with the Board the Board Chair's focus over the coming year in response to the Chair evaluation feedback.

Areas to be explored in the evaluation process will include the responsibilities and attributes outlined in this Board Chair Position Description.