Overview

The Chairperson’s primary role is to provide assurance of the Board’s integrity and the effective management of the organisation. At a secondary level the Chairperson may also publicly represent the Board and its policies to members and other stakeholders. The role should never be merely procedural or ceremonial.

Board directors usually ask a lot of their Chairperson. They expect the role to be carried out fairly and responsibly at all times; they must accept that the Chairperson is required to exercise authority and guide them, which is sometimes the more difficult part of the role, especially for a new Chairperson.

The role typically demands a much greater commitment of time than that expected of other directors. The Chairperson is the Board’s leader and consequently bears the sometimes uncomfortable and lonely burden of leadership.

[N.B. The Canoe Wales Chairperson is the board leader but every director has equal legal liability.]

The Chairperson is bound by a range of formal powers granted by way of:

- the Canoe Wales Articles of Association;
- the agreed governance policies and processes of the organisation.

The Chairperson has no authority to unilaterally alter, amend or ignore the Articles of Association or these policies or procedures.

In addition informal powers may be granted to the Chairperson by fellow directors at particular times or linked to particular activities. Always ensure such informal powers are written down in the minutes of a board meeting, even if this has to happen retrospectively, there needs to be a record of the delegation to the Chairperson and the length of time that the delegation is in force. This can be as simple as an “action point” in the minutes.

The Chairperson may need to have informal powers relating to the taking of urgent action (but not decision-making unless authorized) between board meetings when a meeting is not possible or practical because of the timeframes. However with email and other immediate methods of contacting board members the number of times this occurs should be limited.

The Chairperson may delegate certain aspects of his/her formal powers (outlined above) but still remains accountable for decisions made and actions undertaken and this fact must be remembered.

How the Chairperson carries out the role goes to the heart of the Board’s success. The Chairperson needs to be capable of blending the skills of individuals into an effective leadership team. A Board can become ineffective if the Chairperson is too weak but a domineering Chairperson may run roughshod over participation of others in meetings – neither situation is suitable and should be avoided.
Different dimensions of the Chairperson’s role

In carrying out their duties, the Chairperson should:

- ensure the Board’s behaviour is consistent with its own rules and those legitimately imposed upon it from outside the organisation (e.g. HMRC, Sport Wales);
- chair meetings with the commonly accepted power of the position;
- ensure meeting discussion focuses on those issues which, according to Board policy, clearly belong to the group as opposed to the General Manager or another sub-committee;
- ensure Board discussions are timely, fair, orderly, thorough, efficient, limited to time and kept to the point;
- observe a recognised ‘rules of order’ process for Board discussions and ensure a Board manual is maintained and updated.

In carrying out their duties outside of meetings, the Chairperson should:

- act consistently within agreed governance policies and processes;
- avoid making independent operational decisions which are the prerogative of the General Manager or other employees.

Things the Chairperson should know

In one way or another, each of the following represents an element of leadership, or competency, that any Chairperson should demonstrate.

1. Where the organisation is, or should be, heading

Regardless of how the organisation’s future direction is developed and voiced to the wider world the Chairperson must be its champion. It is essential that the Chairperson is fully aware of the current circumstances of Canoe Wales (e.g. number of members, funding received, etc.) and can explain where the organisation is heading (its vision) and why without reference to anything or anyone.

2. Policies and delegations

The Chairperson should be familiar with the Canoe Wales policies and agreed written delegations and ensure that all other directors are also aware of them. Others will often look to the Chairperson to interpret a policy or for protection (e.g. from intrusion by individuals into areas of work that should not be part of their role). While the Chairperson may not need to know all policies in full detail they should at least be aware of the existence of a relevant policy, some general principals of the policy, be able to access it quickly and provide a general ruling or guidance.

3. The rules for management of specific meetings

There will be occasions, e.g. the AGM, elections, etc., when formal rules must be used. The Chairperson should be familiar with these rules so that they are applied appropriately and fairly.

4. How to get the best out of the Board team
The Chairperson is the equivalent of the team captain who must lead by example while drawing on the skills of all team members. To achieve this, the Chairperson must know the strengths and weaknesses of everyone around the table.

5. Chairperson’s strengths and weaknesses

There are always going to be high expectations of the Chairperson from all areas within Canoe Wales and its stakeholders. The Chairperson needs to develop the ability to self-assess their own performance and be open to changing their behaviour to maximize their strengths and overcome or compensate for any weaknesses.

6. What is on the agenda and what outcome is sought from each item

Managing the Board meeting is the Chairperson’s most visible role but no less critical for meeting success, is the pre-meeting planning. The Chairperson should know exactly what issues are to be discussed at the meeting, in what order and what outcomes are sought from each item. Try to anticipate where the Board’s discussion might go as this helps ensure that potential clashes or minor issues don’t throw the meeting. At the start of the meeting the Chairperson might also quickly walk the Board through the agenda, checking that the pre-planning assumptions are consistent with those held by other directors and as a way of warming up the Board for the business to follow.

7. How to deal with differing views and perspectives

A balanced Board will not comprise of completely like-minded, similar people – diversity is vital. However, diversity can also bring its challenges to the meeting. While the Board should work as a team, individuals are expected to exercise independent views and perspectives. Many Board members are strong-willed people who bring passionately held views to the meeting. It is almost inevitable that there will be clashes; a skilled Chairperson will know how to manage any clash to the Board’s advantage rather than disadvantage and ensure a meeting is controlled at all times.

8. How to handle a maverick Board member

Knowing how to harness the creative potential of someone who might be seen as a “bit of a rebel”, while at the same time, managing potential damage to the team structure, is one of the challenges of leading a diverse group. The Chairperson is often asked to walk a fine line that typically will be improved by experience.

9. When to draw a discussion to closure

Knowing when a discussion has run its course and should be wrapped up is one of the skills of a good Chairperson. This may involve denying Board members the opportunity to further advocate their position so can be difficult to manage. On the one hand, Board members expect the opportunity to air their views, but on the other they expect the Chairperson to manage the process to avoid the discussion becoming unnecessarily drawn out. Agenda time slots can assist but should not be the paramount reason for ending discussion.

10. The General Manager’s strengths and weaknesses and how the Chairperson can provide mentoring

The organisation will benefit from a strong working partnership between the two leaders (Chairperson and General Manager); however, too close a working relationship can detract
from the full Board's relationship and responsibilities. The Chairperson can provide considerable support to the General Manager at times when the support of other employees is inappropriate. The Chairperson should appreciate the General Manager's strengths and weaknesses and be able to offer appropriate advice when needed. The term “critical friend” is sometimes used to explain the Chairperson's relationship with the General Manager.