**Board Chair Job Description**

Description

This Policy describes the role and responsibilities of the Chair (Chair) of the Board of Directors (Board) of *[[CUName]]* (Credit Union).

**Purpose**

As a vital leader of the Board, the Chair is the manager and coordinator of the Board’s overall activities. Most importantly, the Chair provides leadership and inspiration to his or her fellow Board members; works to increase Board effectiveness related to both governance and strategy; ensures the efficient and effective management of Board operations; and promotes a constructive partnership among the Board, the *[[Supervisory/Audit]]* Committee and the Chief Executive Officer (CEO) and Senior Management.

**Authority**

This Policy is adopted by majority vote of the Board pursuant to the Credit Union’s Bylaws.

The Chair’s authority is established by majority vote of the Board through officially electing one of its own for this leadership role. In addition, the authority of the Chair flows from the Credit Union’s Bylaws, applicable Federal and state laws, this Board Chair Job Description, as well as any of the Credit Union’s internal policies or procedures that may articulate the Chair’s role and responsibilities.

**Role & Responsibilities of the Chair**

*[[If you are a Canadian credit union, omit the following two paragraphs.]]*

Article VI, Section 3 of the National Credit Union Association’s Model Credit Union Bylaws contains a brief description of the role and responsibilities of the Chair:

“The chair presides at all meetings of the members and at all meetings of the board, unless disqualified through suspension by the supervisory[[1]](#footnote-1) committee. The chair also performs other duties customarily assigned to the office of the chair or duties he or she is directed to perform by resolution of the board not inconsistent with the Act and regulations and these bylaws.”

The Chair carries out his or her important leadership role and responsibilities by ensuring the effective execution of the Credit Union’s governance, taking care that he or she does not supplant nor limit the collective responsibility of the Board members to individually and independently perform their own duties.

The role and responsibilities of the Chair fall in six central areas:

1. **Craft Engaging & Effectively Facilitate Board & Committee Meetings**
   * Work in constructive partnership with the CEO to forward the work of the Board.
   * Set the agenda for Board and Executive Committee meetings in constructive partnership with the CEO.
   * Call to order and preside over the Board and Executive Committee meetings, in accordance with the Credit Union’s policies and procedures, as well as in compliance with applicable Federal, state and local laws and regulations.
   * Encourage full and robust participation by Board members at Board and committee meetings.
   * Help to maintain a healthy balance between operational and strategic discussions at Board and committee meetings.
2. **Build a Positive & Healthy Board Structure & Culture**
   * Appoint the chairs of all Board committees and task forces.
   * Work with the Governance & Nominations Committee to ensure appropriate and effective identification, recruitment and on-boarding of new Board members.
   * Serve on the Executive Committee and as an ex-officio member of all Board committees.
3. **Inspire & Engage the Board**
   * Inspire a shared commitment to the Credit Union’s vision, mission and strategic goals.
   * Cultivate a strong leadership culture among individual Board members.
   * Encourage Board member development, including further education in Credit Union governance.
4. **Act as a Key Liaison with the CEO**
   * Act as a representative of the Board as a whole, serving as the central liaison and a key conduit for information with and to the CEO, rather than as an individual supervisor, remembering that the CEO reports to the Board as a whole.
   * Help to establish the strategic direction of the Credit Union, working in constructive partnership with Board colleagues and the CEO.
   * Work with the Board Treasurer, the Board members and the CEO to oversee the Credit Union’s budget and support the development of and adherence to sound fiscal policies and actions to safeguard the integrity of the Credit Union’s financial management systems.
   * *[[Optional: Have the power to sign, in addition to the CEO, and on behalf of the Credit Union, all contracts authorized either generally or specifically by the Board.]]*
5. **Set, Model & Require High Standards for Board & Staff**
   * Oversee efforts to build and maintain an exceptional governing Board by setting goals and expectations for Board members.
   * Hold Board members accountable on a one-on-one basis when they fail to meet the Board’s goals and expectations.
   * Convene Board discussions on evaluating the CEO and assuring the effective negotiation of the CEO’s compensation and benefits package.
6. **Act as One of the Credit Union’s Chief Ambassadors**
   * Serve as an official spokesperson for the Board among community members and the media, in addition to the CEO.
   * Encourage Board members to act as ambassadors for the Credit Union in the community and encourage participation by the Board in Credit Union events, as appropriate, and in coordination with the CEO.

**Policy Review**

This Board Chair Job Description shall be reviewed annually by the Governance & Nominations Committee to determine whether changes should be made.

**Board Authorization**

This Board Chair Job Description was approved by the Board at a meeting dated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

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**Acknowledgement[[2]](#footnote-2)**

By my signature below, I certify that I have received a copy of the Board Chair Job Description and have read, understood and agree to comply with its terms.

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1. Footnote added by Quantum Governance: For state-chartered or Canadian credit unions, this may be an Audit Committee. [↑](#footnote-ref-1)
2. Note: The Acknowledgement statement and signature block should be included on each Board-level policy (including job descriptions and committee charters) unless such policies are collected together in one Board-level governance policy manual. In such cases, one Acknowledgement statement and signature block will suffice for the entire governance policy manual and all of the policies contained therein. [↑](#footnote-ref-2)