



## **Illustrative GOVERNANCE COORDINATOR POSITION CHARTER**

Although assigned a number of different titles (e.g., director of governance, corporate or board secretary), "governance coordinator" is a functional designation for the person responsible for providing staff support to the board.

The nature and scope of the role will vary by type of institution and the complexity of its governance structure/functioning.

### general

This position is lodged in the office of the CEO. The individual performing this role is accountable, and reports, to the CEO and the board chairperson. He/she directs/supervises other individuals providing staff support to the board, board committees and individual directors.

The percentage of time allocated to this exempt position is XX FTE.

### responsibilities

- serves as the primary assistant and advisor to the CEO and board chair regarding all matters dealing with governance
- provides staff support to the board chair regarding all matters related to fulfilling his/her role
- forwards recommendations to the CEO and board chair regarding how governance effectiveness, efficiency and creativity can be improved
- coordinates the formulation of annual governance goals and the board's work plan
- schedules, and arranges logistics for, all board meetings
- staffs all meetings of the board including specific tasks such as:
  - meeting notification
  - preparing agenda books and supporting materials
  - agenda planning (with direction from the CEO, board chair and executive committee)
  - preparing resolutions
  - codifying policies and decisions
  - compiling minutes

- coordinating follow-up activities
- coordinates the process of formulating annual standing committee objectives and work plans
- provides staff support to all board committee chairs
- schedules, and arranges logistics for, all board committee meetings
- staffs all board committee meetings including specific tasks such as:
  - meeting notification
  - preparing agenda books and supporting materials
  - agenda planning (with direction from the committee chair)
  - compiling minutes
  - codifying recommendations
  - coordinating follow-up activities
- coordinating the flow of information between board committees and the board
- coordinating/facilitating the process of preparing annual committee evaluations
- assists in preparing and managing the annual governance budget
- reviews and processes all requests for expense reimbursement from directors
- reviews and processes all governance related invoices
- maintains the board policy and decision file
- maintains and (when necessary) coordinates the process of modifying board by-laws and governance protocols
- maintains all board records and files
- preparing draft responses to all external requests for information regarding the organization's governance and board
- coordinates the board assessment and performance improvement action planning process
- coordinates the individual director assessment, feedback and performance planning improvement process
- coordinates planning for, and execution of, the new director orientation program
- assists in planning/coordinating, and staffs, all board educational programs
- assists in planning/coordinating, and staffs, the annual board retreat

- coordinates all arrangements associated with director attendance at extra-mural conferences and seminars
- works with the CEO and board chair to build and maintain empowering and productive relationships with directors
- serves as the point of first contact for board member interaction with the organization and CEO
- works with the webmaster to provide content for, and maintain, the board's intranet web site
- coordinates all communication with directors between board meetings
- responds to inquires and requests for information from directors
- coordinates requests from board and board committees to members of the management team
- provides support as needed, and advice, to members of the management team when they work with the board chair, board, board committee chairs, board committees and individual directors
- provides support, and advice to, consultants when they work with the board

core competencies and success criteria

- well developed written composition/expression skills
- excellent listening and verbal communication skills
- ability to design and deliver effective presentations in front of large and small groups
- ability to work independently and learn quickly
- possession of (or ability to quickly acquire) a sophisticated understanding of: the nature of governance; board obligations, responsibilities, roles and duties; governance/director best practices
- possession of (or the ability to quickly acquire) an understanding of healthcare industry structure/dynamics
- possession of (or the ability to quickly acquire) an understanding of the organization, including its: market, vision/mission, strategies, management, operations and financial structure

- possession of (or the ability to quickly acquire) a basic understanding of governance and corporate law
- appreciation of the highly sensitive nature of issues being dealt with by the board and need to maintain confidentiality
- high level of computer literacy; the ability to use word processing, spread-sheet, graphic design, web page design and data-base management software
- a “service orientation” in dealing with CEO, board chair, committee chairs and directors
- willingness/ ability to work irregular hours (e.g., evening meetings and weekend activities)
- have the ability to maintain respect/confidence of the CEO, board chair and directors