

**POLICY NUMBER: POL-107**

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**Chapter:**  
**BOARD OF DIRECTORS**

**Subject:**  
**GOVERNANCE PROCESS, CHAIR'S ROLE**

**Effective Date:**  
**January 23, 2003**

**Last Update:**  
**October 24, 2013**

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**REFERENCE:**

*Workers Compensation Act R.S.P.E.I.1988, Cap. W-7.1, Sections 20, 21, 22.*  
*Occupational Health and Safety Act R.S.P.E.I. 1988, Cap. 0-1.01, Section 4.*

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**DEFINITION:**

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**POLICY:**

1. The Chair assures the integrity of the Board of Directors' process and represents the Workers Compensation Board to outside parties.
  - A. The role of the Chair is to ensure that the Board of Directors behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.

Accordingly,

- (i) Discussion will be limited to those issues which, according to Workers Compensation Board policy, clearly belong to the Board of Directors to decide.
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**POLICY NUMBER: POL-107**

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- (ii) Deliberation will be fair, open, and thorough, but also efficient, timely, orderly, and kept to the point.
- B. The authority of the Chair consists of making decisions that fall within the topics covered by Workers Compensation Board policies on Governance Process and Board - Chief Executive Officer Relationship, except where the Board of Directors specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.
- (i) The Chair is empowered to chair Board of Directors' meetings with all the commonly accepted power of that position.
  - (ii) The Chair has no authority to make decisions about policies created by the Workers Compensation Board within Ends and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the Chief Executive Officer, unless directed by the Board of Directors.
  - (iii) The Chair may represent the Workers Compensation Board to outside parties in announcing Workers Compensation Board-stated positions and in stating Chair decisions and interpretations within the area delegated to him or her.
  - (iv) The Chair ensures that the Minister responsible for the Workers Compensation Board is informed of the organization's business.
  - (v) The Chair may delegate this authority, but remains accountable for its use.
  - (vi) The Chair may represent the Workers Compensation Board through participation on external committees and boards.
- C. In the absence of the Chair, or in the case of the Chair's inability to act or if there is a vacancy in the office, the Vice-Chair shall act as and shall have all the powers of the Chair.

Accordingly,

- (i) The Chair shall advise and provide notice to the Vice-Chair of any

**POLICY NUMBER: POL-107**

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anticipated absence or inability to act as Chair and provide a briefing to the Vice-Chair.

- (ii) Where the Chair is unable to provide advance notice of an absence or inability to act, the Chief Executive Officer shall contact the Vice-Chair and brief the Vice-Chair.
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**HISTORY:**

October 24, 2013 – Editorial changes made to the policy as a result of a review by the Board of Directors.

August 21, 2013 – Editorial changes made to the policy as a result of a review by the Board of Directors.

January 20, 2009 - Amended to include the situations where the Vice-Chair will act as the Chair.

March 13, 2006 - Editorial changes made to the policy as a result of a review by the Board of Directors.

Board of Directors Approval Date: January 23, 2003