

# Sample Chairman Job Description

## I. Basic Function

The chairman of the board serves as the board's agent retained for the proper execution of corporate governance functions. As such, the chairman organizes and manages the functioning of the board itself, such that the Company's total activities are aligned with Company values, mission, and strategic objectives as well as laws applying to the activities of the firm. Further, the chairman provides specified liaison, relationship enhancement, and development activities between the board and outsiders, which are strategic in supporting the long-term health and growth of the Company.

## II. Responsibility and Authority

### A. Policy

1. Formulates board policy proposals concerning reserved board powers, the proper functioning of the board and its committees, and places such proposals on board agenda for action.
2. Reviews with the CEO Company policies, plans, budgets, and the like, to assist in preparation for presentation to the board.

### B. Shareholder Relations

1. Maintains and directs shareholder relations so that shareholders' confidence in the Company is strengthened and their values pursued.
2. Prepares calls for shareholder meetings, with assistance of other corporate officers, and signs official communications to the shareholders.
3. Prepares the agenda for shareholders' meetings and presides over meetings.
4. Ensures that the shareholders are properly informed about the financial condition, the opportunities, and risks to the Company and receives counsel as appropriate from the shareholders.

### C. Family Council Relations

1. Serves as the primary communications link between the Family Council and the board of directors.
2. Actively represents the views of the Family Council at board meetings.
3. Identifies issues at the board level for input from the Family Council.

### D. The Board of Directors

1. Prepares for timely distribution board meeting agendas, advance information packages, and such other information as may properly flow to the board.
2. Oversees the development and implementation of board evaluation processes. Reviews evaluation results and recommends remedies to the board.
3. Facilitates obtaining adequate response to requests for information from other directors.
4. Guides the board in discharging its responsibilities, drawing from directors their maximum contributions, and assisting in the resolution of any differences that may arise among them.

5. Performs other duties, as assigned by the board or by committees of the board.
6. Reviews management proposals, reports, presentations, and recommendations that will be made to the board and assigns them to the appropriate committee or the general board for action.
7. Coordinates with the CEO the implementation of board decisions to ensure their effectiveness.
8. Councils the CEO in the preparation of reports and proposals for submission to the board or its committees.

#### E. The Board Meeting

1. Presides at all board meetings and serves as a voting member of the board.
2. Proposes time and place of board meetings, including special meetings.
3. Directs the board toward policy matters and away from involvement in operations.

#### F. Committees of the Board

1. Identifies the needs for creating or dissolving board committees, including definition of powers, and makes recommendations to the board for action.
2. Appoints committee members and chairpersons, subject to board approval.
3. Works with the committee chairmen and the CEO to ensure the effective functioning of the board and its committees.
4. Serves as an ex-officio nonvoting member of all committees.

#### G. Planning

1. Ensures that a short-range and long-range business planning process is in place and remains actively involved in
2. establishing objectives, defining strategy, and identifying associated implementation steps.
3. Ensures that the board regularly evaluates management performance against the strategic plans and holds management accountable to the plan.

#### H. Special Strategic Responsibilities

1. Represents the Company in relations with the government to identify, promote, and establish corporate interests.
2. Represents the company in relations with the local and global community in order to develop and promote common interests.
3. Administers the Company contributions program, as adopted by the board, and approves all donations.

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