

## **ROLE PROFILE FOR THE CISV INTERNATIONAL GOVERNING BOARD CHAIR**

The Chair is a Governing Board (“Board”) Trustee elected by the Trustees to serve as Chair.

### **ACCOUNTABILITY**

The Chair is responsible for general leadership and coordination of the Board, but is not solely responsible for the output or conduct of the Board. All Trustees share the responsibilities for the Board duties. In some areas, however, the Chair has primary responsibility for ensuring that certain duties are fulfilled.

### **MAIN TASKS**

- Lead the Board in ensuring that it fulfils its responsibilities as set out in the Articles of Association and the Terms of Reference of the Board to achieve the mission of the organization
- Lead the Board in supporting the Secretary General in fulfilling the responsibilities set out in the Secretary General’s Role Profile and any responsibilities delegated to the Secretary General.
- With the Secretary General take a leadership role in promoting the organization, and representing it effectively to internal and external stakeholders

### **RELATIONSHIP WITH THE SECRETARY GENERAL**

Effective cooperation and partnership between the Chair and Secretary General is essential.

- The Chair must be the main contact for the Secretary General and the main representative and spokesperson for the Board in the following Board duties (section 6 of Board Terms of Reference)
  - Recruit and appoint the Secretary General
  - Provide clear management direction and framework to the Secretary General)
  - Support the Secretary General in managing the organization; monitor his/her performance; provide regular feedback on his/her performance; hold him/her to account for the management and administration of the organization.
- The Chair will work closely with the Secretary General to guide and support the Board in fulfilling its responsibilities.
- While the Secretary General is the primary link between the Board and the Senior Management Team, the Chair will work with the Secretary General to optimize the relationship between the Board and staff.
  - This is particularly important regarding Senior Managers because Trustees will be working closely with them.
  - The Chair will assist the Secretary General in his or her delegated role of recruiting and managing Senior Managers
  - The Chair will work with the Secretary General to resolve and conflicts between Trustees and the Secretary General or Senior Managers and will be the final arbiter of such matters. Should the matter involve the Chair, the Chair must withdraw from any appeal panel and ensure that another Trustee is appointed to fulfil that role.
  - The Chair will be asked to with assist with any appeals from disciplinary or grievance procedures and may be asked to serve as final appeal officer. Should the matter involve the Chair, the Chair must withdraw from any appeal panel and ensure that another Trustee is appointed to fulfil that role.
- The Secretary General will assist the Chair in the tasks below.

### **RESPONSIBILITIES REGARDING BOARD CONDUCT**

- The Chair has primary (but not sole) responsibility for ensuring that the following Board duties are fulfilled (section 9 of Board Terms of Reference):
  - Ensure that a Trustees Code of Conduct and Conflict of Interest Policy are in place, complied with and enforced

- Trustees act reasonably and prudently in all matters relating to CISV International
- The Board always act in the best interests of CISV International
- Trustees use any specific skills, knowledge or experience they have to help the Board reach sound decisions.
- In addition, the Chair, as leader of the Board must:
  - Help Trustees to resolve any conflicts among them or between Trustees and other persons
  - Ensure that any performance issues within the Board are appropriately addressed.

## RESPONSIBILITIES REGARDING GOOD GOVERNANCE

- **The Chair must work with the Secretary General to ensure that:**
  - The Board has the advice and information necessary to enable it to fulfil its governance role
  - The Board and other officials receive appropriate training on organizational governance
  - The organization has the resources (human, material and financial) to operate as effectively as possible.
  - The Board and organization fulfil their legal obligations and act in accordance with the Governing Documents.
  - That CISV International's mission is formulated, understood and reviewed by the Members
  - The organization is able to articulate its philosophy and values and ensuring that these are consistently applied across the organization.
  - The Board develops and monitors strategic plans, targets and budget.
  - A long term strategy is in place which can guide the organization in achieving objectives
  - Annual plans, targets and budgets are developed and monitored
  - Board decisions are minuted and that official documents are kept and archived (This duty can be delegated to a Company Secretary).
- **The Chair also has primary (but not sole) responsibility for ensuring that the following Board duties are fulfilled (section 8 of Board Terms of Reference):**
  - Transparency in the decision-making processes and appropriate consultation with Members. This will include clear channels of communication and participation by Members where required.
  - Ensure that the Board's own performance is regularly reviewed and that all Trustees receive appropriate orientation and induction on their appointment and that they continue to receive appropriate advice, information and training.
  - (Other examples are appointing advisors and selection of Committee personnel, see Board Terms of Reference for details)

## RESPONSIBILITIES REGARDING BOARD MEETINGS

- **The Chair has primary responsibility for ensuring that the Board meetings are carried out in line with the Articles of Association and Board Terms of Reference. Specifically, the Chair must:**
  - With the Secretary General, develop appropriate and relevant agendas for meetings, ensuring all matters requiring board review are discussed
  - Chair meetings of the Board, or appoint another Trustee to do so in accordance with the agenda
  - With the Secretary General, monitor the implementation of decisions taken at meetings.
  - With the Secretary General, ensure that, where necessary, votes of the board are conducted properly and that the functions of Company Secretary are carried out.
  - With the Secretary General, ensure that a proper representation of the organization's activities is provided to members.

## RECOMMENDATIONS

Where possible, a person should have served a year on the Governing Board before becoming a Chair.

It is desirable that Chairs not serve longer than three years in the role in order to ensure healthy changes in leadership style.