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FACTSHEETS

The role of the Chair

18 Oct 2018

The Chair's primary role is to ensure that the board is effective in its task of setting and implementing the company's direction and strategy.

The Chair is appointed by the board and the position may be full-time or part-time. The role is often combined with that of managing director or chief executive in smaller companies. However, the joint role is not recommended for public companies listed on the Stock Exchange.

The information below offers a brief overview of the role; however the IoD also offers a course on **Role of the Chair (https://www.iod.com/training/open-courses/role-of-the-chair)** -this popular course provides a unique opportunity to review the chair's role in light of current legal requirements and good practice.

Find out more (https://www.iod.com/training/open-courses/role-of-the-chair)

The **main features** of the role of Chair are as follows:

- As well as being Chair of the board, they expected to act as the company's leading representative which will involve the presentation of the company's aims and policies to the outside world.
- To take the chair at general meetings and board meetings. With regard to the latter this will involve: the determination of the order of the agenda; ensuring that the board receives accurate, timely and clear information; keeping track of the contribution of individual directors and ensuring that they are all involved in discussions and decision-making. At all meetings the Chair should direct discussions towards the emergence of a consensus view and sum up discussions so that everyone understands what has been agreed.
- To take a leading role in determining the composition and structure of the board. This will involve regular reviews of the overall size of the board, the balance between executive and non-executive directors and the balance of age, experience and personality of the directors.
- To ensure effective communication with shareholders and, where appropriate, the stakeholders.

Appointment

The first directors of a company are appointed at the time of its registration. Subsequent appointments are governed by the company's articles of association but any shareholders' agreement should also be checked. Typically the articles will provide for the board of directors to fill any casual vacancies or to appoint additional directors up to the maximum number specified by the articles. The Chair has the same legal duties as other directors.

Summary

The essential tasks of a Chair are:

- providing leadership to the board
- taking responsibility for the board's composition and development
- ensuring proper information for the board
- planning and conducting board meetings effectively
- getting all directors involved in the board's work
- ensuring the board focuses on its key tasks

- engaging the board in assessing and improving its performance
- overseeing the induction and development of directors
- supporting the chief executive/MD

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