

Governance Policies of the Board

Title: Chairperson's Role
Category: Governance Process

Policy No. GP-5

Adopted: September 7, 1999
Chair: Larry Wilson

Latest Revision: September 12, 2023
Chair: John L. Varela

The Board of Directors revised and adopted this policy at its public meeting on the latest revision date.

The Chairperson assures the integrity of the Board's process and represents the Board to outside parties.

Accordingly:

- 5.1. The job result of the Chairperson is that the Board behaves consistently with its own policies and those legitimately imposed upon it from outside the organization.
- 5.2. The authority of the Chairperson consists in making decisions that fall within topics covered by Board policies on Governance Process and Board Appointed Officer Linkage, with the exception of (a) employment or termination of a BAO and (b) where the Board specifically delegates portions of this authority to others. The Chairperson is authorized to use any reasonable interpretation of the provisions in these policies.
 - 5.2.1. The Chairperson is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
 - 5.2.2. The Chairperson is empowered to modify previously approved Board Standing Committee work plans and agendas in the event returning to the Board would delay distribution of Standing Committee meeting materials.
 - 5.2.3. The Chairperson has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Chairperson has no authority to supervise or direct the BAOs.
 - 5.2.4. The Chairperson may represent the Board to outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to her or him.
 - 5.2.5. The Chairperson may delegate this authority but remains accountable for its use.
 - 5.2.6. The Chairperson will determine, in concert with the CEO as necessary, whether to place on an agenda consideration of documents of support or recognition (e.g., resolutions, commendations, certificates of appreciation, etc.) for individuals, organizations or efforts in the

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community by evaluating whether the individual, organization or effort has a clear nexus to issues relevant to the District.

- 5.2.6.1. A Board member may, at his or her discretion, request the CEO to prepare for the Board member's signature a Certificate of Appreciation for an individual, organization, or effort. The Chair may also sign the certificate.
 - 5.2.6.2. No more than three Board members may sign one of the above-mentioned documents, unless the action was approved by the Board at a Board meeting.
 - 5.2.6.3. Should there be disagreement between the Chair and a Board member over a request for placement of any of the above-mentioned documents on an agenda, the Board member may request that the matter be placed on the next available Board agenda for consideration.
- 5.2.7. The Chair may add agenda items to agendas.
- 5.2.8. The Chair may execute documents on behalf of the Board using electronic and/or digital signatures (such as DocuSign) as allowed by law in lieu of handwritten signatures, including the following Board-approved documents:

- Agreements
- Agreement Amendments
- Contracts
- Resolutions (excluding Resolutions of Appreciation) Ordinances
- Board Meeting Minutes
- Letters

- 5.3. The Board of Directors elects both the Chairperson (Chair) and Vice Chairperson (Vice Chair) of the Board by a majority vote.

5.3.1. The election of the following year's Chair and Vice Chair will take place as the last business item at the last Board Meeting in December.

5.3.2. The Clerk of the Board shall maintain the list of Board member service as Chair or Vice Chair.