

## **THE BRINSON FOUNDATION**

### **Chair of the Board of Directors**

#### **General Responsibilities**

The Chair of the Board of Directors (“Board”) is responsible for overseeing the Foundation’s governance function. The Chair’s general responsibilities include:

- working with the Foundation’s President to establish the agenda for, and presiding at, all meetings of the Board;
- assisting the Foundation staff in generating input from the Board about important issues and topics;
- encouraging discussion by Board members during Board and other Foundation meetings and their participation in Foundation events; and
- exercising such other powers and duties as may be prescribed from time to time by the Board of Directors or in the Foundation’s Bylaws.

#### **Specific Responsibilities**

In addition to the on-going general responsibilities listed above, the Chair’s specific responsibilities include:

##### *Operations*

- acting as the primary liaison between the Foundation’s President and the Board;
- working with the Foundation’s President to develop annual goals for the Foundation;
- reviewing and approving the draft of the Foundation’s annual budget prior to its submission to the Board for review and approval;
- overseeing the performance review of the Foundation’s President; and
- when requested, providing the Foundation President with guidance on important policy issues with respect to the management and operations of the Foundation.

##### *Governance*

- working with the Foundation’s President to ensure that:
  - the Board is advised on all significant matters relating to the Foundation’s governance, management and operations;
  - the Board regularly reviews and updates the Foundation’s grantmaking strategies and policies to confirm that they are consistent with the Foundation’s mission, vision, beliefs, priorities, the Statement of Founder’s Intent and the Board’s vision and priorities for the future;
  - the Foundation’s governance structure is periodically reviewed to confirm that it facilitates proper oversight of the Foundation’s investment portfolio, legal compliance and overall operations, and, when appropriate, that any required changes are proposed for consideration by the Board; and
  - the Foundation remains true to its Mission and the Statement of Founder’s Intent and the Board regularly assesses the Foundation’s impact.