

Chair of the Board of Trustees Role Description & Qualifications

[NOTE: While this document is presented anonymously, NCFP members who have a question for the foundation that created these policies may request to do so by contacting ncfp@ncfp.org.]

The Chair of the Board of Trustees of XYZ Foundation carries significant responsibility. In addition to responsibilities as a member of the Board of Trustees and the Executive Committee, the Chair has executive authority and provides oversight of and strategic counsel to the Executive Director. The position responsibilities are outlined in more detail below.

Responsibilities of the Chair:

The Chair's duties are above and beyond the responsibilities of all Trustees of The XYZ Foundation, Inc. Please refer to the Trustee role description for a complete listing of these duties.

- **Overall leadership:** Work in close partnership with the President and the Executive Director to provide general leadership to the XYZ Foundation as it carries out its philanthropic mission. Promote a professional, collegial culture for the Foundation, the Board, and Board Committees. Promote a commitment to excellence in all aspects of Foundation operations. As outlined in the Bylaws, the Chair has the power to execute on behalf of the Corporation deeds, contracts, transactions, etc.
- **Governance:** Serve as member of the Executive Committee. Work with President and other members of Executive Committee on all matters related to nominating, succession, and governance.
- **Board leadership:** Preside over all Board meetings. With Executive Director, prepare agendas and materials for Board members to ensure that the Board dedicates appropriate time to the highest-priority topics and that board meetings operate effectively / efficiently.
- **Foundation members:** While the President is considered the “frontline” contact for family members, the Chair too shall be available to respond to concerns or topics that Foundation members wish to discuss, maintaining discretion and confidentiality as appropriate.
- **Strategy and long-range planning:** From time to time, work with the President and the Executive Director on big-picture strategic questions related to the Foundation and its future strategy. Prepare ideas and recommendations for further discussion at Board and/or Executive Committee meetings.
- **Executive Director review:** With the President, engage in the process for an annual or bi-annual performance review for the Executive Director. With the Board and/or Executive Committee, make final determinations about compensation, employment status, etc.
- **Integrity and ethics:** Respond to matters related to the Foundation’s Code of Conduct, including the sections related to self-dealing and confidentiality. In the case of a suspected violation or allegation, work with appropriate individuals (e.g., Audit Committee Chair) to ensure

a thorough investigation of the relevant facts and surface those facts to the Board for further action or discussion.

Required Qualifications

These required qualifications are in addition to the required qualifications and qualities for Board of Trustee positions.

- Minimum of 10 years of professional experience. Professional experience is defined broadly and may include one or more of the following:
 - Experience within the XYZ Foundation.
 - Board experience in the nonprofit sector, preferably including prior experience with board leadership positions.
 - Board experience in the for-profit sector (beyond XYZ family enterprises).
 - Experience in the professional sector (non-profit or for-profit), preferably with some degree of management experience.
 - Other leadership experiences outside the XYZ Foundation.
- Successful completion of at least one full term of service on the XYZ Foundation Board of Trustees, with strong preference for at least two prior terms. A nominee need not be on the Board currently, but he/she must have served at least one full term previously.
- Prior leadership experience at the XYZ Foundation is strongly preferred, such as experience serving as Chair of a Board Committee.
- Residence in home city of the foundation is preferred, although not required. If the Chair role is held by an individual who resides outside of the home city, she/he would need to be willing to travel to the foundation's home city regularly (estimated 4 to 6 times per year).
- Willingness to dedicate time and energy as required by the duties of the Chair role. Typically, the Chairs spends 2 to 3 hours per week on Foundation duties *in addition to* the time required to attend Board, Executive Committee, and other Board Committee meetings.

Required qualities and characteristics

- Exceptional track record of collegiality, professional, and respect.
- Credibility among Foundation members; recognized as a leader among the family; able to build trust and maintain positive, collaborative relationships with all Foundation members.
- Demonstrated ability to maintain confidentiality and discretion, especially as it pertains to sensitive matters.
- Demonstrates sound judgment; ability to remain calm and level-headed even in challenging situations.
- Ability to make and stand by hard decisions even in face of conflict or disagreement. Ability to engage in difficult conversations if required.