

Section 4 – *Chair of the Board Responsibilities*

1. Selection of the Chair

- 1.1 It is the responsibility of the President to work with the Secretary-General to ensure the selection of a new Chair occurs in a timely and appropriate fashion, including provision of formal advice to the Secretary-General of the need to commence a search one year prior to the end of the term of the incumbent which may be three or six years. The Secretary-General must consult widely prior to making a recommendation to the Board. The Secretary-General will seek input from the Board in the nomination and selection process and include arranging for an extension in term of the incumbent Chair, as provided for in the MOU if recommended. The Board appoints the Chair on the Secretary-General's recommendation.

2. Person Profile for the Chair

- 2.1 To assist the Secretary-General in meeting requirements for recruitment of a new Chair, the Board has developed the following person profile. This would need to be reviewed for continued appropriateness immediately prior to commencement of a selection process.
- 2.2 The MOU requires that the Chair be:
- a) A citizen of a Commonwealth country.
 - b) A person of international standing who is able to contribute to and provide leadership for COL, particularly in its relationships with member Governments and other supporters or potential supporters of its activities.
- 2.3 The Board believes the following characteristics are also important:
- a) Experience in international affairs
 - b) Interest in ODL and development
 - c) Useful networks
 - d) Advocacy skills at the highest level
 - e) Able to provide strategic leadership in a time of change
 - f) Committed to chairing in an open and inclusive way
 - g) Would use skills and energy of Board members
 - h) Consensus builder
 - i) Ability to assist in the mobilization of financial resources for COL
 - j) Preferable that the appointee has had a connection with the work of COL in recent times
 - k) Complementary strengths to those of the incumbent President
 - l) Demonstrated innovation and creativity – preferably in education and/or development.

3. Role of the Chair

- 3.1 The role of the Chair is to lead and manage the Board and its interface with COL Management.

4. Specific Responsibilities

4.1 The Chair has the following responsibilities:

- a) Meet obligations to CHOGM
 - i. Ensure that COL Board and Management maintains focus on achieving the purpose set for it by CHOGM by requiring appropriate strategies and plans to be developed and approved.
 - ii. Ensure the Board monitors progress against plans that will produce results expected by stakeholders.
- b) Lead the Board
 - i. Ensure that Board appointments result in achieving the range of skills and competencies required for proper exercise of its role.
 - ii. Mobilise the talents and resources of the Board both as individual members and as a whole Board.
 - iii. Set clear expectations of the Board and ensure members have a shared understanding of their role.
 - iv. Effectively manage any conflicts of interest between Board members and/or between Board members and Management.
- c) Board Meetings
 - i. Set Board agendas in consultation with the President, including setting priorities and ensuring necessary preparations are made to enable Board business to be conducted in an efficient and effective manner.
 - ii. Chair meetings – stimulating debate on the issues before the Board.
 - iii. Ensure the Board maintains focus on Board level issues and demand relevance. Review Minutes of meetings for accuracy and to ensure that matters arising from previous meetings have been addressed.
 - iv. Ensure any Committees of the Board operate within defined terms of reference.
 - v. On behalf of the Board, sign the President's Annual Performance Agreement.
- d) Support the President
 - i. Ensure appropriate processes are used to recruit and select the President when required.
 - ii. Support the President in his/her role as required.
 - iii. Effectively manage relationships between the Board and Management by:
 - 1. Maintaining a regular dialogue on important management issues with the President.
 - 2. Acting as a sounding Board and giving assistance and advice to the President especially on sensitive issues.
- e) Stakeholder Engagement
 - i. Support the President as required in stakeholder engagement and actively encourage appropriate involvement of other Board members in this activity.

- f) Resource Mobilisation
 - i. Support the President as required in approaches to achieve new or improved sources of funding.

5. Term of Office

- 5.1 The MOU (Clause 7 (iv) (g)) states that the Chair: “Will be appointed for a term of three years by the Board on the nomination of the Secretary-General made after appropriate consultation and will be eligible for a second term of up to three years”.

6. Delegated Authority to Chair

- 6.1 The Board of Governors of the Commonwealth of Learning may delegate to the Chair such powers and responsibilities as it may determine.

7. Office Support for Chair

- 7.1 The Board has determined that there shall be a specific budget approved to provide for office support for the Chair.

8. Reimbursement of Expenses for Chair

- 8.1 The Chair shall be reimbursed for all expenses incurred in undertaking appropriate activities for the position; such expenses are to be documented in a routine schedule of expenditure for review by the Audit Committee.

9. Compensation and Payment of Expenses for Chair

- 9.1 Contributions in terms of time are considered voluntary and, while valued, no fees or honorarium is payable for the Chair. *(See also Chapter 4 – Composition of the Board: item 4. Compensation and Payment of Expenses for Board Members and Chair, page 22)*

10. Election of Deputy Chair

- 10.1 Every two years the Board shall elect a Deputy Chair from within its membership who shall, in the event of the unavailability of the Board Chair, discharge the duties of that office until such time as the Chair is able to fully resume his/her duties. The Deputy Chair supports the Chair during the term of office. The Deputy Chair’s term length is designed to not match the Chair’s three-year term of office.
- 10.2 In the event that the Deputy Chair is unavailable to discharge the duties of that office, an Acting Chair will be appointed from within the Board’s membership.