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The Role of the Chair of the Board of Directors

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The role and duties of a Chair are not defined and circumscribed in incorporating statutes (federal and Quebec) except in the case of Quebec government-owned corporations and then, only in part. Boards of directors have been at the centre of the public debate on corporate governance in recent years. This heightened focus on boards has provoked questioning and reflection on the role and liability of the Chair.

This newsletter reviews the legislative, regulatory and jurisprudential framework of the Chair's role.

Every company and every period in its development has specific characteristics and requirements. The context, the identity of the company's shareholders or members, as the case may be, the composition of the board, and the personalities of the Chair and of the CEO are some of the many factors that will affect the role of the Chair and the specific qualities that the Chair of a particular company should have. However, the fundamental features and requirements should remain constant, regardless of the circumstances. This newsletter has attempted to explain and describe some of them.

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