



Characteristics for Consideration in Nominating a Potential Chairman

Leadership – The chairman must be a natural leader and comfortable leading an organization through financial and organizational challenges. They must understand how to build consensus, create an effective board, partner with and support the president. Further, the chairman’s leadership experience must include prior board service (non-profit or profit). The chairman should have experience leading a board in solving complex problems and representing a board in negotiating complex agreements.

Commitment – The chairman must be able and willing to provide the time, resources and other efforts required to be an effective leader. In addition, the chairman should have familiarity with the mission, ideals, programs, functioning and reputation of the school and a commitment to being a zealous advocate on its behalf.

Credibility – The chairman must be highly respected for their accomplishments and trustworthiness – professionally and personally.

Communication – The chairman must be an advocate of transparency (in process and content) and must be able to communicate across a wide spectrum – from artists to engineers and from students to alumni to donors and to political, professional and community leaders.

Philanthropic Commitment – The chairman must have a demonstrated commitment to non-profit fundraising and be comfortable leading those efforts (both personally, in accordance with their means, and with donors). In addition, the chairman must take a prominent role in the board’s strategic engagement with the philanthropic community in New York and beyond.

Courage – The chairman must be able to operate under highly stressful conditions and stand firm in his/her convictions.

Judgment – The chairman must have excellent analytic skills and an ability to synthesize multiple viewpoints into a sound decision making process.

Integrity – The chairman’s reputation must be beyond reproach (even after the most thorough Google, Lexis/Nexis, etc. search).

Financial Aptitude – During these financially challenging times, the chairman must be financially sophisticated, not just literate. The ideal candidate has a business, finance, real estate or legal background and a deep commitment to and understanding of the arts.

Inspirational – We need a chairman whose confidence, positivity and energy inspire us to envision a 21st century Cooper Union which exceeds our expectations.



Position Description for the Board Chair

Role of the Chair

1. In accordance with the by-laws, the board chair is the chief policy officer of the Corporation and leader of the board.
2. The board chair is responsible for:
 - a. Appointing the members of all committees of the Corporation
 - b. Presiding at all meetings of the Board
 - c. Representing the Board within the school and the school in the community.

Responsibilities

Board Governance

1. The board chair ensures the board meets its obligations and fulfills its governance responsibilities. The board chair oversees the quality of the board's governance processes including:
 - a. Ensuring that the board performs a governance role that respects and understands the role of management.
 - b. Ensuring that the work of the board committees is aligned with the board's role and that the board respects and understands the role of board committees and does not redo committee work at the board level. The chair of the board will be an ex-officio member of all board committees.
 - c. Ensuring board succession by ensuring there are processes in place to recruit, select and train trustees with the skills, experience, background and personal qualities required for effective board governance.
 - d. Overseeing the board's evaluation processes and providing constructive feedback to individual committee chairs and board members as required.
 - e. Ensuring that the board's governance structures and processes are reviewed, evaluated, and revised from time to time.

Presiding Officer

1. The chair is the presiding officer at board and trustees' meetings. As the presiding officer at board meetings, the chair is responsible for:
 - a. Setting agendas for board meetings and ensuring matters dealt with at board meetings appropriately reflect the board's role and annual work plan.
 - b. Facilitating and forwarding the business of the board, including preserving order at board meetings.
 - c. Encouraging input and ensuring that the board hears both sides of a debate or discussion.
 - d. Encouraging all trustees to participate and controlling dominant members.
 - e. Facilitating the board in reaching consensus.
 - f. Ensuring relevant information is made available to the board in a timely manner and that external advisors are available to assist the board as required.

- g. Ruling on procedural matters during meetings.

Representation

1. The chair is the official spokesperson for the board.
2. The chair represents the school in the community and to its various stakeholders.
3. The chair represents the board within the school attending and participating in events as required.
4. The chair represents the board in dealings with government, community, and academic credentialing authorities.

Relationships

1. The board chair facilitates relationships with, and communication among, board members and between board members and administration, faculty, students, alumni, donors, and the wider community.
2. The chair establishes a relationship with individual trustees, meeting with each trustee at least once a year to ensure that each trustee contributes his/her special skill and expertise effectively.
3. The chair provides assistance and advice to committee chairs to ensure committee chairs understand board expectations and have the resources that are required for performance of their terms of reference.
4. The chair maintains a constructive working relationship with the President, providing advice and counsel as required and ensuring he/she understands board expectations. The chair also leads the President's performance evaluation and succession planning processes.

Other Duties

The chair performs such other duties as the board determines from time to time.

Skills and Qualifications

1. The board chair will possess the following personal qualities, skills, and experience:
 - a. All of the personal qualifications required of a board member
 - b. Proven leadership skills
 - c. Good strategic and facilitation skills, ability to influence and achieve consensus
 - d. Act impartially and without bias
 - e. Powerful communicator
 - f. Political acuity
 - g. Must have the time to continue the legacy of the building strong relationships between the school and stakeholders
 - h. Ability to establish trusted advisor relationship with the President and other board members
 - i. Governance and board level experience
 - j. Outstanding record of achievement in one or several areas of skills and experience used to select board members.

Term

Except as further authorized by by-laws, the board chair will serve a term of one year renewable for a total of no more than 4 consecutive one year terms.