

NPO GOVERNANCE TOOL BOX SERIES

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For private circulation only

VICE-CHAIRPERSON - ROLES & RESPONSIBILITIES



Financial Management Service Foundation

C-56/47, 3rd Floor
Sector 62, NOIDA 201 307
Ph: 91-120-4773200
Fax: 91-120-4773227
Email: fmsf@fmsfindia.org



OUTLINE OF GOVERNANCE TOOL BOX

Vol. I: Tools for identifying, recruiting and developing a Board

Issue 1: Characteristics of Board Member - [Click here to download](#)

Issue 2: What materials to be shared with the Board Members - [Click here to download](#)

Issue 3: Board Members commitment sheet (to be reviewed every year) - [Click here to download](#)

Issue 4: Areas to be covered in Board Orientation process - [Click here to download](#)

Issue 5: Board Diversity Matrix - [Click here to download](#)

Issue 6: Board Size – [Click here to download](#)

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Vol. II: Job description (Including do's and don'ts)

Issue 1: Chairperson (Including do's and don'ts) - [Click here to download](#)

Issue 2: Vice-Chairperson

Issue 3: Board Members

Issue 4: Secretary

Issue 5: Treasurer

Vol. III: Board Evaluations

Issue 1: Board Evaluation Form

Issue 2: CEO performance appraisal form

Vol. IV: Board Committee

Issue 1: Executive Committees

Issue 2: Audit Committee

Issue 3: Finance Committee

Issue 4: Human Resource Committee

Issue 5: Program Committee

Vol. V: Policies

Issue 1: Human Resource Policy

Issue 2: Finance Policy

Issue 3: Conflict of Interest Policy

Issue 4: Gender Policy

Vol. VI: Conducting Meetings/Making Decisions

Issue 1: Notice

Issue 2: Setting the Agenda

Issue 3: Writing Minutes

Issue 4: Taking Resolutions

Issue 5: Attendance

Issue 6: Following up on Decision

Issue 7: Evaluating a Board Member

Vol. VII: Creating a Board Manual

Issue 1: Need for the Board Manual

Issue 2: Organization Essentials

Issue 3: Board Structure and Processes

Issue 4: Board – ED Relations

Issue 5: Executive Parameters

Issue 6: Review of Board Manual

JOB DESCRIPTION (INCLUDING DO'S & DON'TS)

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CONTENTS

WHO IS A VICE-CHAIRPERSON?	5
WHY A VICE-CHAIRPERSON IS NEEDED?	6
HOW THE VICE-CHAIRPERSON IS ELECTED/SELECTED & HIS/HER TENURE?	7
WHAT ARE THE ROLES AND RESPONSIBILITIES OF A VICE-CHAIRPERSON?	9
CONCLUSION	9

1. WHO IS A VICE-CHAIRPERSON?

Generally, the Board of a voluntary organization is structured responsibility-wise. In other words, the Board would have ordinary members and certain office-bearers like Chairperson, Vice-chairperson, Secretary and the Treasurer.

In the previous issue, we have already discussed the roles and responsibilities of the Chairperson. In this issue, we would be focusing on the roles and responsibilities of the Vice-chairperson.

2. WHY A VICE-CHAIRPERSON IS NEEDED?

2.1. Taking collective responsibility

A Vice-chairperson acts as a support or a deputy to the Chairperson. The role of Vice-chairperson becomes necessary and more important in both medium and large-sized organizations. As we know, Board members are voluntary positions and they are not remunerated for rendering their services as members of the Board. Therefore, there is a constant challenge on the part of the members to allocate the time required to discharge their responsibilities. Further, the role of the Chairperson is very vital and therefore demands a lot of time. In such situations having a Vice-chairperson is very helpful to the Chair in delegating some responsibilities. However, having said that it needs to be remembered, delegating responsibilities to Vice-chairperson depends solely at the Chairperson's discretion.

2.2. Leadership development

The Board is also the place for further learning and growth for Board Members. An effective Board always thinks of ways and means to capacitate the members to take on vital responsibilities. It is always recommended that before being elected as a Chairperson, the member must serve as a Vice-chairperson for at least one term. This would help the member get familiarized with the various responsibilities and demands of the position.

**“Vice-Chairperson is the
Chairperson in the making.”**

A Vice-chairperson is in a very good position to learn and develop in order to eventually take over as a Chairperson. During the term as Vice-chairperson, the individual gets to work closely with the Chairperson as well as functions as part of the core Governance team and gets valuable insights to the functioning of the organization.

3. HOW THE VICE-CHAIRPERSON IS ELECTED/SELECTED AND HIS/HER TENURE?

The term is determined in the Trust Deed for Trust and in the Byelaws incase of Society.

- The board is selected/elected in the General Body meeting. Sometimes the bylaws provide that the society also elects the Vice-chairperson while electing the board members and the Chairperson. In that case, the Vice-chairperson is elected as a Board Member first and only then as a Vice-chairperson.
- The second method of selecting/electing a Vice-chairperson is that the board is elected in the General Body meeting. After this, in the first meeting of the board, the Vice-chairperson is elected again as stated above. These processes are prescribed in the bylaws/ trust deed of the organization.

3.1 Election of Vice-chairperson in a Trust:

- Unlike a company or a society, the trust does not have a General Body, from which the Governing Body is elected. Therefore, all the Trustees form the General Body as well as the Governing Body of the Trust.
- The Vice-chairperson is elected as laid down in the Trust Deed. Generally, the Trustees elect a Vice-chairperson from among themselves by voting. The term of the Vice-chairperson shall be applicable as defined in the Trust Deed.

3.2 Election of Vice-chairperson in a Society:

- The board is selected/elected in the General Body meeting. Sometimes the bylaws provide that, the society also elects the Vice-chairperson while electing the Chairperson and Board members. In that case, the Vice-chairperson is elected as a Board Member first and then as a Vice-chairperson.
- The second method of selecting/electing a Vice-chairperson is that the board is elected in the General Body meeting. After this, in the first meeting of the board the Vice-chairperson is elected along with the Chairperson, again as stated above. These processes are prescribed in the bylaws of the organization.

“Role of the Vice-chairperson is crucial, when the post of the Chairperson falls vacant either on resignation, infirmity or sudden demise.”

3.3 Election of Vice-chairperson in Section 25 Company:

- The Articles of Association generally allow for the Board of Directors to elect a Vice-chairperson to stand in the chair, when the reigning Chair is unable to do so. Unless, specified in the Articles about the term, the Vice-chairperson remain in that position until the Board decides otherwise.

- Even if, there is no provision in the Articles of Association of the company, election and appointment of Vice-chairperson for Board Meetings is a must, in order to conduct the proceedings of a meeting. In such a case, the Board may elect a Vice-chairperson and determine the period for which he/she is to hold office.
- The Vice-chairperson will be elected by show of hands in the first instance, by the members, personally present at the meeting. However, if poll is demanded by them, then it should be done by ballot.

4. WHAT ARE THE ROLES AND RESPONSIBILITIES OF A VICE- CHAIRPERSON?

The roles and responsibilities of the Vice-chairperson are laid down in the Organization’s governing documents.

- Generally, the Vice-chairperson serves on the Executive Committee or any special Committee of the Board along with the Chairperson
- To carry out certain special tasks as delegated by the Chairperson
- To substitute the Chair in his/her absence which includes, chairing meetings and performing any other Legislative/Executive role performed by the Chairperson
- To support the Chair in conducting meetings in an orderly and organized manner is another big responsibility entrusted upon him/her and is expected to maintain a healthy relationship with the Chair and other Board members.

“Vice-chairperson’s decisions are influenced by the Chair as well as the Board. The supreme decision-making authority is the Chair and/or the Board.”

5. CONCLUSION

The Vice-chairperson is considered as the Chairperson-in-training. He/she should attend meetings of the Board regularly. He/she also has to obtain the consent of the Chairperson before making major decisions. The Vice-chairperson is accountable to the Board who is accountable to the members and other stakeholder.

By electing the Vice-chairperson, the Board creates a second line in the governance process itself. This ensures broad based leadership and smooth transition in due time.

Dos and Don'ts for a Vice-chairperson

Do's	Don'ts
Call meetings in the Chair's absence	Getting into issues that lead to conflict of interest
Get familiarized with stakeholders	Take major decisions without consulting the Chairperson
Act judicious in organizational interest	Signing blank cheques, in case he/she is an authorized signatory
Always be ready to chair various Committees as and when required	Take the liberty of not attending Board meetings regularly because of sporadic nature of authority.

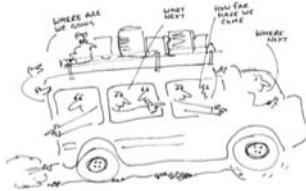
Watch out for the next issue on "Secretary - Roles and Responsibilities."



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C-56/47, 3rd Floor, Sector 62, NOIDA 201 307
Tel: 91-120-47732200 | Fax: 91-120-4773227 | Email: fmsf@fmsfindia.org

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