# How to Help the Chair-Legal Powers

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A chairman must make decisions in real time, sometimes with less than perfect information. Even if a court might reach a different decision after hearing all the evidence, ***the chairman’s decision will survive challenge if it was made in good faith, was reasonable and did not involve an error of law.***

*Australian Olives Ltd v Livadaras [2008] FCA 1407.*

*Justice Beach: Australian Securities and Investments Commission v Mitchell (No 2) [2020] FCA 1098 (31 July 2020).*

…. he or she does have ***the power and authority to manage Board meetings*** and so may have greater responsibility for the performance of the Board as a whole;

* the Chair has responsibility for ***setting the agenda for Board meetings*** and ***must ensure that the Board has before it sufficient information to consider, discuss and decide on the agenda items.***  The Chair is responsible for ensuring the Board has sufficient time to attend to necessary matters;
* the Chair is responsible for ensuring “***workable and harmonious relations***” between executive and non-executive directors and between the Board and executive management. The Chair must also ***manage unhelpfully disruptive directors***;
* the chair may have ***greater responsibility*** for ensuring that the Board sets and implements an ***appropriate corporate culture and corporate governance structure*** within the organisation;
* the Chair must ensure appropriate communication with and the taking into consideration of the ***interests and concerns of members*** of the organisation; and
* the Chair may have a ***public relations role*** in respect of the Board and outside parties.