

**AMERICAN NATIONAL RED CROSS**  
**BOARD OF GOVERNORS**

**CHAIRMAN OF THE BOARD OF GOVERNORS**  
**POSITION DESCRIPTION**

The Chairman of the Board of Governors is an independent member of the Board of Governors (the “Board”), appointed by the President of the United States based on a recommendation from the Board to the President. The Chairman of the Board serves at the pleasure of the President of the United States.

***Direct Reports:*** The Chairman maintains open communication with the Chief Executive Officer (the “CEO”). Unfettered two-way communication with all senior officers (“Management”) is also expected.

***Position Summary:*** The Chairman leads and oversees the operations and affairs of the Board. The Chairman facilitates good governance by focusing the work of the Board on governing and performing its oversight role of Management. Further, the Chairman builds an effective Board team and inspires the Board to set the mission and strategic direction of the Corporation. The Chairman works to ensure that the Board functions properly, meets its obligations and responsibilities, and fulfills its mandate as set forth in the Corporate Bylaws and as otherwise determined from time to time by the Board.

***Specific Responsibilities:***

- Together with the CEO, the Chairman represents the Corporation to internal and external groups and constituents such as local communities, chartered units, other non-profit organizations, media, and federal, state and local government.
- The Chairman will build a strong, effective and well balanced Board and Committees, and works to ensure succession planning for them by consulting with the Governance and Board Development Committee and the CEO to identify, actively recruit, solicit, evaluate, and select candidates for membership to the Board and to make appropriate Committee and leadership assignments.
- The Chairman will work to ensure an effective relationship between the Board and Management and, in so doing, will be the liaison between the Board and Management. The Chairman will ensure that the roles and responsibilities of the Board and Management are understood by all so that boundaries between Board and Management responsibilities are respected.
- The Chairman oversees the performance evaluation and compensation of the CEO, in concert with the Compensation and Management Development Committee, by conducting an annual review of the CEO and discussing the review with the Board; and by reviewing and recommending for approval by the full Board the compensation of the CEO.

- The Chairman leads the Board, the CEO and Management in creating and maintaining an appropriate corporate governance culture.
- The Chairman provides direction and advice to the CEO and Management on corporate wide priorities and financial, reputational, business, brand, and partnering risk management.
- The Chairman shall, if present, preside over all meetings of the membership, the Board of Governors and the Executive Committee of the Board of Governors and conduct the meetings in an efficient, effective and focused manner. The Chairman shall also convene all such meetings of the Cabinet Council.
- The Chairman shall manage the affairs of the Board by: establishing the agenda of the Board in consultation with the Vice Chairmen, Committee Chairs, Corporate Secretary, CEO, and Management; working to ensure that the Board and its Committees have adequate resources to support their work, in particular, timely and relevant information in advance of meetings; and by working to ensure that appropriate policies and procedures for the effective operation of the Board are in place, complied with, and properly reflected in corporate governance documents and published as needed.
- The Chairman shall play a leading role in fundraising activities for the Red Cross, and in conjunction with the Chairman of the Philanthropy Committee of the Board of Governors coordinate the fundraising or donations of the members' of the Board.

***Specific Roles:***

- The Chairman is an officer of the Corporation and the Board of Governors.
- The Chairman shall be a member of the Executive Committee of the Board of Governors.
- The Chairman shall be the chair of the Annual Meeting and the National Convention or shall identify a designee to serve as chair of the Annual Meeting or the National Convention respectively. The Chairman shall appoint a vice chair who shall preside over the Annual Meeting or the National Convention in the absence of, or at the request of, the chair of the Annual Meeting or National Convention respectively.
- The Chairman shall be the chair of any search committee formed by the Compensation and Management Development Committee to fill any vacancy or anticipated vacancy in the office of the CEO except upon his or her absence or request the most senior Vice Chairman shall chair the search committee.