

## B 8.3 Governance Committee

See Bylaws 5.15 and 9.2

### **Purpose**

To ensure that the board fulfills its legal, ethical, and functional responsibilities through adequate governance policy development and governance infrastructure, recruitment strategies, training programs, monitoring of board activities, and evaluation of board members' performance.

### **Objectives**

1. Create governance policies and procedures
2. Oversee the development and implementation of recruitment processes for suitable board members
3. Provide orientation and training programs for board members
4. Evaluate the performance of individual members and the board as a whole.
5. Ensure that an Annual General Meeting takes place.

### **Key Tasks**

#### A. Governance Policy Development

The Committee will ensure that policies are created and periodically reviewed which define:

1. The roles and responsibilities of the board
2. Duties and responsibilities of directors and officers
3. Duties and responsibilities of board committees/advisory groups
4. Conflict of interest procedures
5. Procedures for nomination, selection, and removal of directors.

#### B. Recruitment & Selection

The Committee will ensure that:

1. The board does not fall below the number of directors required by the bylaws
2. Directors appointed to the board understand and agree with the mission, vision and values of the organization
3. Directors appointed to the board understand and agree to the time and participation requirements of board members
4. Directors appointed to the board understand and agree to the legal requirements of board members
5. Elections and appointments to the board comply with bylaws and other legal requirements
6. There is ongoing recruitment of members who can augment the strengths and build on the weaknesses

7. Records are kept of recruitment history: names suggested, who approached, what happened
8. Current, documents needed for recruitment efforts will be produced and kept.

### C. Education

The Committee will:

- Ensure that directors are able to discuss, debate, and plan the following from a basis of knowledge of:
  1. The organization's mission, goals, objectives, programs and services
  2. The organization's budget and financial statements
  3. The roles, duties and responsibilities of the board, committees, individual directors, and the Executive Director.
- Annually review a plan for board development based on the strategic plan and the annual board assessment, and revise as appropriate.
- Ensure that directors are trained coached and mentored to develop their own skills as board members and committee members.

### D. Evaluation

The Committee will ensure that the Board Members perform their responsibilities in an effective and professional manner, and that the achievements, abilities, strengths and limitations of current Board Members are optimized. This will be completed through:

1. The implementation of a monthly Board of Directors evaluation plan
2. Annual review of individual director performance and areas for improvement
3. Annual board assessment of strengths and weaknesses

### E. Accountability

The Committee is accountable to the Board of Directors for ensuring that key tasks are completed.

### **Membership**

- A. The Governance Committee shall include a member of the Board of Directors as Chair, not fewer than two additional directors and not more than four.
- B. The Committee shall exercise the powers and duties as determined from time to time by the Board
- C. The committee members shall have a broad understanding and/or interest in policy development and board governing procedures

### **Frequency of Meetings**

The Committee will meet:

- Frequency – Quarterly, or as needed based on work plan.
- At the call of the Committee Chair.
- At the request of two members of the Committee

**Accountability:**

*The work of all committees/working groups is subject to annual review by the Board.*

Approved by the Board of Directors

Adopted: 06.14.17 – Approved: 02.28.09

Reviewed: 02.28.12 – Approved: 02.28.02

Reviewed: 03.26.19 – Approved: XX.XX.XX