

## GOVERNANCE COMMITTEE JOB DESCRIPTION - SAMPLE

The Governance Committee is charged by the Board of Directors with the tasks needed to recruit and develop an excellent, high performing board in accordance with our mission and strategic objectives. This committee is essential to the functioning of the Board of Directors.

The Governance Committee is composed of at least (five) directors of the Board. The chair of the committee and its members will be selected annually by the Chair of the Board, with the consent of the full board. The Governance Committee will meet year round as needed to accomplish its objectives and may appoint ad hoc task forces to assist the Committee in accomplishing its responsibilities.

Major Responsibilities:

1. **Screen and nominate candidates for Board membership and leadership**, including:
  - a. Recommend for board approval "ideal candidate profiles" that identify the characteristics, skills, knowledge and competencies needed to achieve board strategic objectives
  - b. Manage the recruitment process for new directors
    - ★ develop an ongoing roster of potential candidates
    - ★ obtain background information on candidate qualifications
    - ★ conduct preliminary meetings with candidates to test for their interest and commitment) and their ability to fulfill the criteria for board service
    - ★ conduct formal interviews with the most desirable candidates
    - ★ Recommend a slate of candidates for election to the Board
  - c. Identify and develop potential board leadership to ensure seamless transitions of officers and committee chairs and continuing high quality leadership
2. **Oversee board and board member development to meet strategic board needs:**
  - a. Develop and maintain the Board Handbook , including all documents necessary to support the full participation of board members and adherence to organizational protocols
  - b. Develop and deliver an orientation program for new Board members, Committee Chairs, and committee members (as appropriate).
  - c. Create mentoring programs for new board members
  - d. Recommend and develop ongoing board training as needed
  - e. Oversee planning for the annual Board retreat, including agenda development, program content and evaluation.
3. **Oversee and ensure a relevant board and committee structure:**
  - a. Conduct periodic reviews of the bylaws and recommend changes when needed
  - b. Facilitate coordination among committees
  - c. Evaluate emerging needs for new committees, the establishment of ad-hoc task forces, or workgroups and make recommendations to the board
4. **Oversee systems for the Board to assess its performance** no less than annually, as well as a process to review the performance of individual board members.
5. Develop a "good exit" process for board members whose terms are ending
6. **Fulfill other duties as assigned** by the Board as appropriate to the responsibilities of this committee.