

GOVERNANCE COMMITTEE JOB DESCRIPTION

Purpose: The Governance Committee is charged by the Board, in accordance with the bylaws, to undertake the tasks needed to recruit and develop an excellent, high performing board in accordance with our mission and strategic objectives.

Composition: The Governance Committee is composed of at least 3 (three) directors¹, including the committee chair, elected by the Board annually. The Board Chair and Executive Director are ex-officio members of the committee. Non-directors may be invited to assist the committee in its identification and recruitment of candidates for the Board.

Meetings: 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 members and officers** including:
 - a. Recommend for board approval “candidate profiles” that prioritize the characteristics, skills, knowledge, and connections needed to achieve board objectives.
 - b. Manage the recruitment process for new and returning directors.
 - develop and maintain an ongoing roster of candidates with background materials
 - conduct preliminary meetings with candidates to test their interest, commitment and ability to fulfill the criteria for Board service.
 - conduct formal interviews with the most desirable candidates and check references.
 - recommend candidates for election to the Board at the annual meeting or to fill vacancies.
 - assess current board members for re-nomination.
 - c. Ensure high quality leadership and seamless transitions of officers and committee chairs by identifying and developing future board leadership and recommending to the Board a slate of officers for election.
2. **Oversee and ensure a relevant board and committee structure:**
 - a. Conduct periodic reviews of the bylaws and recommend changes to meet evolving needs.
 - 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.
 - d. Recommend committee chairs and committee members for board approval.
3. **Oversee board development to meet strategic organization 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.

¹ Check with your state law as to the required number of directors on committees.

- e. Oversee planning for the annual Board retreat, including agenda development, program content and evaluation.
4. **Oversee systems for the Board to regularly assess its performance**, as well as a process to review the performance of individual board members.
5. **Honor board members whose terms are ending.**
6. **Fulfill other duties as assigned** by the Board as appropriate to the responsibilities of this committee.

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