

## **Governance Committee PROPOSAL 2/28/2019**

The Governance Committee is generally responsible for reviewing the governance structures and practices of the organization and reporting its findings and recommendations to the board. This may include a careful examination of the board's composition, the needs of the board to effectively fulfill its duties and responsibilities, the mission and vision of the organization and its governing documents (articles of incorporation, bylaws, etc).

### ***Key Tasks of the Governance Committee***

1. Develop a board member, committee member and officer recruitment strategy, taking into account desired skill sets and diverse perspectives
2. Continually identify and recruit candidates for the board, committee, and officer positions consistent with such strategy
3. Develop, and ensure appropriate implementation of, a board, committee and officer orientation and onboarding strategy, which emphasizes appropriate respect of diversity, inclusion and equity
4. Develop and implement a plan for continually educating the board, committees and officers and continually strengthening the bonds among such individuals to encourage independent expression of ideas and collaborative decision making.
5. Periodically review the defined and adopted mission and vision statements of the organization and whether they are consistent across documents and activities
6. Periodically review the governing documents of the organization and whether they are consistent with applicable laws and actual or desired organizational practices; amend such governing documents, as necessary
7. Develop and review other governance policies to guide effective oversight and thoughtful planning
8. Review the performance of the board and committees, including the effectiveness of meetings, and make recommendations as appropriate
9. Review the performance of any perceived or actual conflicts involving individual board members.
10. Ensure timely and compliant elections of board members and officers
11. Recommend retention and re-election of incumbent board members and officers as appropriate
12. Recommend the request for resignation or removal of a board member as appropriate
13. Develop a job description for the Executive Director
14. Conduct a regular performance review of the Executive Director
15. Approve any change in compensation of the Executive Director, then recommending said change to the full board
16. Review and oversee the organization's personnel policies and recommend changes to the board as appropriate.
17. Retain the board calendar of requisite annual activities to ensure board performance of regular responsibilities

### ***Members of the Governance Committees:***

- Vice President must be a member – to ensure smooth transition to Presidency

- Restrict membership to board members only – to ensure confidentiality of matters discussed

### ***Review of the Articles and Bylaws***

- Articles of incorporation and bylaws should be reviewed at least every few years and whenever the committee or the board is aware of a change in the law or governance practice
- Mission statements evolve over time – review to ensure applicability and appropriateness

### ***Diversity and Recruitment of Board Members***

- Consider how the board and the organization can build a culture of inclusion
- Consider why and how a diverse board can:
  - Enhance the organization’s ability to further its mission, vision, and values
  - Better understand the challenges, risks and inequalities the organization faces and should seek to manage or address them
  - Contribute to the overall public good

File name: TM/TRFP/Personnel committee/GovernanceCommittee 02192019