

Governance Committee

Foundation boards have customarily used nominating committees to identify and recommend new trustees. Often these committees would meet just a few times a year, usually in advance of an annual meeting at which new trustees would be elected. A growing trend among nonprofit boards is the establishment of a committee to deal with a broader range of governance issues.

Charge to the Governance Committee

The Governance Committee is responsible for ongoing review and recommendations to enhance the quality of the board. It focuses most heavily on five areas, with specific duties varying depending upon board needs at any specific time, as well as evolving practice.

A. Board Role and Responsibilities

- Lead the board in regularly reviewing and updating the board's statement of its role and areas of responsibility and the expectations of individuals.
- Assist the board in periodically updating and clarifying the primary areas of focus for the board — the board's agenda for the next year or two, based on the strategic plan.

B. Board Composition

- Lead in the assessment of the current and anticipated needs for board composition. The Committee should determine the knowledge, attributes, skills, abilities, influence, and access the board will need to consider the issues and topics that will come before the board in the foreseeable future.
- Develop a profile of the board as it should evolve over time.
- Identify potential trustees and explore their interest and availability (i.e., establish a pool of candidates).
- Based upon the foregoing, nominate individuals to be elected as trustees of the board.
- In cooperation with board chair, meet annually with each trustee to assess his/her continuing interest in board membership and the term of service. Work with each trustee to identify the appropriate post she/he might assume on behalf of the foundation.

C. Board Knowledge

- Design and oversee process of board orientation, including information prior to election and information needed during first cycle of board activity for new trustees.
- Design and implement an ongoing program of board information and education.



D. Board Effectiveness

- Lead the periodic assessment of the board's performance. Propose, as appropriate, changes in board structure, roles and responsibilities.
- Provide ongoing counsel to the board chair and other board leaders on steps they might take to enhance board effectiveness.
- Regularly review the board's practices regarding trustee participation, conflict of interest, confidentiality, etc., and suggest improvements as needed.
- Periodically review and update the board's policy guidelines and practices.

E. Board Leadership

- Lead in succession planning, taking steps to prepare trustees for future board leadership.
- Nominate trustees for election as board officers.