***GOVERNANCE COMMITTEE JOB DESCRIPTION***

The Governance Committee is essential to development of an excellent Board of Directors. It 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.

The Governance Committee is composed of at least 3 (three) directors of the Board, with the maximum number set by the Board annually. The chair of the committee should be either the Secretary or Vice Chair of the Board. The Board Chair and Executive Director are ex-officio members of the committee.

Committee members and the chair will be approved annually by the full board from board member nominees or nominees of the committee. Non-directors may be invited to assist the committee in its identification and recruitment of candidates for the 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:
   1. Develop and recommend for board approval “candidate profiles” that indicate the characteristics, skills, knowledge, and connections needed to achieve board objectives
   2. Manage the recruitment process for new and returning directors
      * develop and maintain an ongoing roster of potential candidates
      * obtain information on candidate qualifications
      * 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
      * recommend a slate of candidates for election to the Board
      * assess current board members for re-nomination
   3. 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 board and board member development to meet strategic board needs**:
   1. Develop and maintain the Board Handbook, including all documents necessary to support the full participation of board members and adherence to organizational protocols
   2. Develop and deliver an orientation program for new Board members, Committee Chairs, and committee members (as appropriate).
   3. Create mentoring programs for new board members
   4. Recommend and develop ongoing board training as needed
   5. Oversee planning for the annual Board retreat, including agenda development, program content and evaluation.
3. **Oversee and ensure a relevant board and committee structure**:
   1. Conduct periodic reviews of the bylaws and recommend changes when needed
   2. Facilitate coordination among committees
   3. 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. **Honor board members whose terms are ending**
6. **Fulfill other duties as assigned** by the Board as appropriate to the responsibilities of this committee.