

# Governance Committee Job Description

The governance committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the board of directors. The work of the committee revolves around the following five major areas:

## 1. Board Role and Responsibilities

- Leads the board in regularly reviewing and updating the board's statement of its roles and areas of responsibility, and what is expected of individual board members.
- Assists the board in periodically updating and clarifying the primary areas of focus for the board, and helps shape the board's agenda for the next year or two, based on the strategic plan.

## 2. Board Composition

- Leads in assessing current and anticipated needs related to board composition, determining the knowledge, attributes, skills, abilities, influence, and access to resources the board will need to consider in order to accomplish future work of the board.
- Develops a profile of the board as it should evolve over time.
- Identifies potential board member candidates and explores their interest and availability for board service.
- Nominates individuals to be elected as members of the board.
- In cooperation with the board chair, contacts each board member to assess his or her continuing interest in board membership and term of service and works with each board member to identify the appropriate role he or she might assume on behalf of the organization.

## 3. Board Knowledge

- Designs and oversees a process of board orientation, including gathering information prior to election as board member and information needed during the early stage of board service.
- Designs and implements an ongoing program of board information and education.

## 4. Board Effectiveness

- Initiates periodic assessment of the board's performance. Proposes, as appropriate, changes in board structure and operations.
- Provides ongoing counsel to the board chair and other board leaders on steps they might take to enhance board effectiveness.
- Regularly reviews the board's practices regarding member participation, conflict of interest, confidentiality, etc., and suggests improvements as needed.
- Periodically reviews and updates the board's policy guidelines and practices.

## 5. Board Leadership

- Takes the lead in succession planning, taking steps to recruit and prepare for future board leadership.
- Nominates board members for election as board officers.

The Governance Committee Job Description is adapted from the work of Fred Miller, Chatham Group, Inc.