

Eliot Institute Committee Charter
GOVERNANCE COMMITTEE
(Revised January 2024)

MISSION/PURPOSE

The Governance Committee's role is to assist the Board as necessary with tasks that help the Board carry out Eliot's mission and strategic plan.

GENERAL RESPONSIBILITIES

The Committee is a committee of the Board. It is mandated by the board to:

Serve the Board by recommending changes/revisions that bring clarity, consistency, and improved governance and be available to the Board, as needed.

Take the lead in the following, on behalf of the Board:

- Review Eliot Bylaws to ensure they are up to date and reflect the current structure and work of the board.
- Periodically review committee charters and structure to ensure they serve the needs of Eliot.
- Board Member onboarding & training.

ELIGIBILITY & TERM

Those recommended for appointment to this committee are:

- Current Board President (2-year term)
- 1 Current Board Member (2-year term)
- 2 At-large Elioteers (2-year term)
- President Elect (1-year term; optional at discretion of committee and/or President Elect)
- Immediate past president (1-year term; optional at discretion of committee and/or immediate past President)

STRUCTURE

- Chair: Any member of the committee.
- The President of the Board may appoint a successor to serve for the balance of a vacated Committee member's term.
- The Committee may request the participation of advisors from time to time, including but not limited to Eliot employees or external consultants, to provide advice or information to the Committee or to its members independently, with respect to any matter before or related to the Committee.

- The makeup of the committee should be as diverse as reasonably possible (e.g., camp representation, country, gender identity, sexual orientation, ethnicity, race, disability, camp experience, etc.)

SPECIFIC RESPONSIBILITIES

- Assist the board as requested to help a committee or task force improve internal function or interaction with other committees/task forces.
- Review and recommend changes/revisions to Eliot's Bylaws.
- Periodically review committee charters and structure to ensure they serve the needs of Eliot and request updated charters when needed.
- Provide a committee report at the three yearly Board Meetings.
- Advise and assist the Board in developing a strategic plan and advancing the goals of the plan including evaluation and monitoring of long-term strategies.
- Develop and implement the new Board member orientation process.
- Review Board, Dean and other staff and volunteer positions as needed and recommend changes as appropriate. Ensure that a current and complete Board Manual of documents is maintained including:
 - All policies and procedures applicable to the Board;
 - All Committee Charters setting out the roles and responsibilities of Board Committees and the Committee chairs

COMMITTEE MEETINGS

- **Confidentiality**
While the work of the Governance Committee is generally transparent and publicly available, there may be a rare occasion where the committee needs to keep a sensitive matter confidential.
- **Frequency**
The Committee shall meet at least two times each year, or at the call of the Committee chair or Board.

MEETING/COMMUNICATION TIMELINE

1st Quarter - 2nd Quarter

- If requested by the Board, review and make recommendations regarding camp volunteer positions, Board positions, communication, etc. as needed

3rd Quarter - 4th Quarter

- Review Board Orientation Process as needed
- Conduct new Board member orientation
- Remind Board Liaisons to committees to review charters and revise as needed prior to the January Annual Meeting

THROUGHOUT THE YEAR

- Prepare a committee report for each Board meeting — Fall, January Annual Meeting, and Spring.
 - Send to the Executive Secretary for filing and posting on Google Drive a minimum two weeks before the meeting.
 - If the committee has no report for a meeting, inform the Executive Secretary so they can track outstanding reports accurately.
- Address any issues related to the bylaws & board governance as needed
- Maintain records of committee business.