GOVERNANCE COMMITTEE JOB DESCRIPTION

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

1. **Board Role and Responsibilities**

* Leads the board in regularly reviewing and updating the board’s statement of its role and areas of responsibility, and the expectations of individual board members.
* Assists 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.

1. **Board Composition**

* Leads in assessing current and anticipated needs for board composition, determining the board’s knowledge, attributes, skills, abilities, influence, and access 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 and presents potential board member candidates and explores with each candidate his or her interest and availability in board service.
* Nominates individuals to be elected as directors of the board.
* In cooperation with the board chair, meets annually with each board member to assess his or her continuing interest in board membership and term of service. Works with each board member to identify the appropriate role he or she might assume on behalf of the organization.

1. **Board Knowledge**

* Designs and oversees a process of board orientation, including information prior to election as a board member and information needed during the first cycle of board activity for new board members.
* Designs and implements an ongoing program of board information and education for all board members.

1. **Board Effectiveness**

* Leads the periodic assessment of the board’s performance; proposes, as appropriate, changes in board structure, roles, and responsibilities.
* 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.

1. **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.