



## **Role of the Board Governance Committee**

Governing boards must continually enhance their governance capacity if they are to provide the leadership required of them. This involves assessing the governance processes, identifying opportunities to improve and developing and implementing a plan to strengthen the board.

Increasingly this role is being assigned to a Board Governance Committee. When these duties are including in the portfolio of another committee, the oversight of the governance processes may be shortchanged. The range of duties assigned to a Governance Committee can vary significantly from one organization to another. As a Governance Committee gains experience, its duties often expand.

One of the key contributors to a highly competent board is the proactive cultivation, recruitment and nomination of new board members. Because the quality of board members is essential to strong board functioning, the recruitment of new board members is usually at the core of a Governance Committee's responsibilities.

Recruitment of board members often includes the following:

- Maintaining a profile of current board members.
- Proactively cultivating relationships with prospective board members. This involves maintaining a list of potential board members and keeping the list current.
- In anticipation of an opening on the board, determining the qualities that are desired and conversing with potential nominees about their availability/interest.
- Recommending appointment of new board members for vacant board positions.
- When board members are nearing the end of their term, determining the availability of the board member for another term and recommending reappointment.



- In consultation with the CEO and Board president, proposing one or more nominees to fill any unexpired term on the Board.

In addition, evaluation of individual board members may be a part of this process. This evaluation may take place:

- At the end of the first year of a new board member's first term. This information is often reviewed with the board member by a member of the governance committee.
- Just prior to the last year of each board member's term. For example, board members who serve three year terms would complete an assessment and review their comments with a member of the development committee at the end of their second year of their first term, at the end of their second year of their second term, etc.

Governance Committees may also be charged with the following responsibilities related to the development of board members:

- Overseeing the process for orienting new Board members and redesigning as needed.
- **Ensuring that a board member job description is available.**
- **Arranging for peer mentoring for new board members for the first two years of their board involvement.**
- Facilitating continuing education opportunities for board members including:
  - Recommending educational topics to be addressed periodically during board meetings.
  - Ensuring that a policy for board member education is in place and that board members are aware of it.
  - Making board members aware of educational opportunities and encouraging board members to report to the board on what they have learned.

Additional responsibilities may be assigned to the Governance Committee including:



- **Overseeing the annual Board self-assessment process and ensuring that a plan for strengthening the board is in place.**
- Reviewing and updating the bylaws
- Making recommendations regarding Board functioning including size, composition, organization and committee functions as needed.
- **Facilitating Board officer continuity.**
- Monitoring the online repository of resources available to board members and recommending changes as needed.
- Monitoring trends and best practices in corporate governance and recommending changes as appropriate.

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November 2018