

GOVERNANCE SUBCOMMITTEE DESCRIPTION

Board Approved 04.03.2019



DESCRIPTION

The Chairperson of the Board shall appoint a Governance Subcommittee, consisting of no fewer than five (5) members, the majority of whom are also members of the Executive Committee and/or representatives from each of the Board's Standing Committees. The Chief Executive Officer and other assigned Dwelling Place employees shall serve as staff to the Subcommittee. The Subcommittee may also include former Dwelling Place Board members whose experience may assist the Subcommittee and the Board in the performance of their responsibilities. A majority of the Subcommittee membership shall constitute a quorum. The Subcommittee reports to the Board through the Executive Committee. The Subcommittee shall meet no fewer than four times per year and shall maintain minutes of all meetings, which shall be regularly approved by the Subcommittee and made available for distribution to the Executive Committee and the Board.

GOVERNANCE SUBCOMMITTEE RESPONSIBILITIES

The Governance Subcommittee has the responsibility of ongoing oversight and guidance concerning board members, membership, and governance issues. More specifically, it has the responsibility to:

1. Ensure that policies are developed, recommended to the Board and periodically reviewed which define:
 - a. Board membership and functions with job descriptions
 - b. Roles and responsibilities of the Board, directors and officers; and for nomination, selection and removal of directors
2. Annually review and update Board's policy and practices regarding member participation, conflict of interest, confidentiality, etc.
3. Annually review the Board committee structure.
4. Recruit new board members and to ensure that each board member is equipped with the proper tools and information to carry out his or her responsibilities.

The Governance Subcommittee will:

1. Anticipate the needs for Board composition including knowledge, attributes, skills, abilities, influence, diversity and access, and identify the kinds of people that should be recruited for service on the Board.
2. Draft a board recruitment plan, continuously cultivate new prospects and nominate qualified candidates for the Board to consider.
3. Ensure that candidates nominated for consideration by the Board understand and support the mission of the organization, the code of conduct, and the time, participation and financial requirements of board members.
4. Ensure that elections and appointments to the Board comply with bylaws and other legal requirements.
5. Provide new board members with a comprehensive Board orientation and mentoring

program during the first year of Board service.

6. Assist the Board Chair in identifying and preparing leadership for Board committees.
7. Develop the annual slate of Directors, Officers and Ex-officio members, if any, for recommendation to the Board and election at the Annual Meeting.
8. Ensure that directors are knowledgeable about the organization's mission, goals, objectives, programs and services; budget and financial statements; and the roles, duties and responsibilities of the Board, committees, individual directors and the Chief Executive Officer.
9. Advise on the design, implementation and evaluation of Board meetings, and propose improvements to Board meeting processes.
10. Ensure that the Board regularly engages in self-assessment.
11. With the Board Chair, monitor and review Board member engagement, relative to written expectations of performance and eligibility for re-appointment.