DESCRIPTION

The Chairperson of the Board shall appoint a Governance Subcommittee, consisting of no fewer than five (5) members, all of whom are current Dwelling Place Board Members. The Chief Executive Officer and other assigned Dwelling Place employees shall serve as staff to the Committee. A majority of the Committee membership shall constitute a quorum. The Committee reports to the Board. The Committee shall meet no fewer than four times per year and shall maintain minutes of all meetings, which shall be regularly approved by the Committee and made available for distribution to the Board.

GOVERNANCE COMMITTEE RESPONSIBILITIES

The Governance Committee has the responsibility for ongoing oversight and guidance concerning board recruitment, orientation, training, 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 position 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 Committee will:

1. Anticipate the needs for Board and Committee composition including knowledge, attributes, skills, abilities, influence, diversity and access, and identify candidates recruit for service on the Board and Committees.
2. Draft a board recruitment plan, continuously cultivate new prospects and nominate qualified candidates tor 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 Chairperson 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.
Committee needs bench-strength. YES

Has the committee agreed on the ideal number of members? NO

Determine committee goals/deliverables.

Has the committee determined the profile/skills needed? NO

Determine the profile/skills of person needed.

Has the committee determined the profile/skills needed? YES

Inform the Board chairperson.

Does the committee have a person in mind? NO

Inform the Board chairperson.

Does the committee have a person in mind? YES

Inform Governance committee about the recommendation.

Governance activates talent search and identifies potential nominee

Governance committee considers nomination

Governance committee recommends nominee to the Board

Board approves.