

HANDOUT #7a

Sample Governance Committee Job Description

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

1. Help create board roles and responsibilities

- Lead the board in regularly reviewing and updating the board's description of its roles and areas of responsibility and what is expected of individual board members.
- Assist the board in periodically updating and clarifying the primary areas of focus for the board, and help shape the board's agenda for the next year or two, based on the strategic plan.

2. Pay attention to board composition

- Lead in assessing current and anticipated needs related to board composition, determining the knowledge, attributes, skills, abilities, influence, and access to resources the board will need to consider to accomplish future work of the board.
- Develop a profile of the board as it should evolve over time.
- Identify potential board member candidates and explore their interest and availability for board service.
- Nominate individuals to be elected as members of the board.
- In cooperation with the board chair, contact each board member eligible for re-election to assess his or her interest in continuing board membership and work with each board member to identify what he or she might be able to contribute to the organization.

3. Encourage board development

- Provide candidates with information needed prior to election to the board.
- Design and oversee a process of board orientation, sharing information needed during the early stages of board service.
- Design and implement an ongoing program of board information, education, and team building.

4. Assess board effectiveness

- Initiate periodic assessment of the board's performance, and propose, as appropriate, changes in board structure and operations.
- Provide ongoing counsel to the board chair and other board leaders on steps they might take to enhance board effectiveness.
- Regularly review the board's practices regarding member participation, conflict of interest, confidentiality, and so on, and suggest needed improvements.
- Periodically review and update the board policy and practices.

5. Prepare board leadership

- Take the lead in succession planning, taking steps to recruit and prepare for future board leadership.
- Nominate board members for election as board officers.

Source: Adapted from the work of Fred Miller, Chatham Group, Inc.