

The Mountaineers Governance Committee Charter

Purposes and Mission

The Governance Committee (the Committee) is a standing advisory committee, established by the organization's Bylaws. It is responsible for reviewing, facilitating and enhancing the development and effectiveness of the Board of Directors (the Board) and its officers, as well as Mountaineers committees. The Committee is also responsible for improving the overall governance practices in The Mountaineers. For additional background on Bylaws and the Board Policy on Committees, see Appendix 2.

Authority

The Committee derives its authority from the Bylaws, in particular Article III, Sections 2 & 3, and Article IV, Section 3, and the Board. It shall abide by The Mountaineers Bylaws and Board Policies.

Responsibilities

The specific responsibilities of the Committee include:

- Recommend to the Board policies and procedures that are designed to promote effective governance, including but not limited to:
 - Election and reelection of Board members, including the number of at-large directors
 - Board member orientation and development (e.g., continuing education)
 - Periodic evaluation of the Board, its members, and future needs
 - Succession planning for officers of the Board
- Provide oversight and periodic charter review for all committees that are chartered by the Board (Committees of the Board as well as Advisory Committees). Updated charters are subsequently recommended by the Committee for approval by the Board.
- Draft and recommend to the Board position descriptions of member responsibilities and expectations.
- Recruit candidates for at-large directors. As part of this responsibility, the Committee shall:
 - Develop and recommend to the Board a statement of the competencies and personal attributes of present and future Board members, to guide recruitment;
 - Recommend to the Board the number of at-large directors, based on the



- needs of the organization;
 - Conduct a gap analysis the identify succession planning / recruitment;
 - Develop and regularly update a list of potential Board members, whether or not a vacancy occurs;
 - Develop and oversee a plan for enhancing and/or preserving Board diversity and inclusivity;
 - Coordinate with staff on conducting annual open nominations for potential at-large Board members;
 - Oversee a process for vetting the qualifications of prospective nominees, including developing and using objective criteria that is shared publicly with membership each year prior to the annual nomination cycle and sharing the names of the candidates nominated by the Board with membership prior to the annual meeting each year; and
 - Recommend a slate of at-large candidates to be nominated by the Board for a membership vote.
- Review on a rotating schedule charters and policies and make recommended updates to the Board for approval.
 - Recommend to the Executive Committee proposed plans for Board education, including plans for new member or officer orientation, continuing education and Board retreats.
 - Oversee the Board's periodic self-assessment and improvement activities.
 - Counsel committees chartered by the Board on governance best practices as needed or requested.
 - Make recommendations to the Board as to the appointment of members of the Braided River board of directors.
 - Assist the President, Vice-President and CEO, as requested, with recruiting and nominating candidates for Board officer positions.

Governance

Voting Members. The Committee's voting membership shall include the following four officers: the Vice President for Governance, who shall chair the Committee; the Vice President; the Vice President of Branches; and the Secretary. In addition to these four ex officio members, additional Mountaineers Directors or members may be appointed by the Vice President of Governance.

Non-voting Members. The Mountaineers CEO and Publisher shall serve as ex officio, non-voting members.



Terms. Members shall serve a term of two years, with no limits on the number of terms served.

Meetings. The Committee shall meet at least quarterly but typically monthly, and additionally when necessary at the call of the Vice President of Governance. Meeting dates, times and agendas shall be specified in advance. The Vice President of Governance will set the agenda in consultation with the CEO.

Appendix 1 - Annual Work Plan

The Committee shall establish an annual work plan that supports The Mountaineers Strategic Plan and annual Board of Directors goals.

Typical examples of Committee work plan actions:

- Developing guidelines for directors to assist them in meeting fiduciary obligations, ensure meaningful participation for directors, and ensure all directors meet the expectation of a director as established by The Mountaineers;
- Reviewing and revising Conflict of Interest or other policies;
- Conducting a comprehensive evaluation of the responsibilities and structure of subsidiary committees and making recommendations to the Board for needed changes;
- Developing a mentoring program for new Board members and officers; and
- Developing a plan to maintain or improve Board diversity and inclusivity

Appendix 2: Background - Bylaws and Board Policy on Committees

In 2022, the Board unanimously recommended that the membership amend the Bylaws to add a new officer role, Vice President of Governance, to help create greater continuity on the Committee and help distribute office workloads more effectively. To aid in that continuity, the Vice President of Governance position is not term limited, and neither are the terms of members of the Committee. The Bylaws now provide that the Committee consist of not fewer than three members, at least two of whom shall be members of the Board.

The Bylaws also describe the process the Committee is to follow in recruiting and nominating for election by the membership candidates for open at-large director positions, and provide that the Committee may also help recruit and advise the Board with respect to selecting candidates for officer positions. The Committee shall recommend to the Board the number of at-large Directors consistent with the Bylaws and based on the needs of the organization.

The Board Policy on Committees provides in part that it shall be the responsibility of the Committee “to review any proposed new or updated charters for Committees of the board and board-chartered Advisory Committees.” Said charters are to be reviewed by the Committee for adherence to the Board Policy on Committees and other governance best practices. Upon a majority vote of the Committee to recommend the dissolution or updating of a committee charter, the Committee shall forward the recommended action to the Board for consideration.