



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.

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 overall governance of The Mountaineers.
- 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 and steward the at-large election process. 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 to 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 open nomination cycle
- Share 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.
- Provide oversight and periodic review of all Board policies. Updated policies are subsequently recommended by the Committee for approval by the Board.
- 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.
- 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 and other organization-wide policies;
- Conducting a comprehensive evaluation of the responsibilities and structure of subsidiary committees and making recommendations to the Board for needed changes;
- Developing an orientation and mentoring program for new Board members and officers; and
- Developing a plan to maintain or improve Board diversity and inclusivity