

Governance Committee

Overall Roles and Responsibilities

The Governance Committee is responsible for reviewing, facilitating and enhancing the board's effectiveness and succession, and for facilitating the board's continued development.

Authority:

The Governance Committee derives its authority from The Mountaineers Board of Directors, and shall abide by The Mountaineers bylaws, all board policies and Robert's Rules of Order.

Responsibilities

The specific responsibilities of the Governance Committee include:

- Recommending to the board policies and processes designed to promote effective governance, including but not limited to policies and procedures covering:
 - Evaluation of the board and its members.
 - Election and reelection of board members.
 - Board orientation and education.
 - Succession planning for the board president and other board leaders.
- Drafting and recommending to the board a position description detailing responsibilities and expectations of board members.
- Recommending to the Nominating Committee nominees for election or re-election to the board. In furtherance of this responsibility, the committee shall:
 - Develop and recommend to the board a statement of the competencies and personal attributes needed on the board – both now and in the future - to be used as a guideline for the recruitment and election of board members.
 - Conduct a "gap analysis" to identify succession planning/recruitment needs.
 - Develop and regularly update a list of potential board members, whether or not a vacancy currently exists.
 - Oversee a process for vetting the fitness of prospective nominees.
 - Develop and oversee a plan for enhancing and/or preserving board diversity.
- Recommending candidates for board officers to the Nominating Committee and for election by the board.
- Periodic review of the bylaws and board policies and recommendation of any needed changes to the board.
- Advising the Executive Committee on plans for board education, including plans for new member orientation, board member education, and board retreats.
- Oversight of the board's periodic self-assessment and improvement process.

Meetings

The Governance Committee shall meet at least four times a year or when additionally necessary at the call of the committee chair. Meeting dates and times should be specified in advance.

Members

The Governance Committee shall consist of at least four members of The Mountaineers, at least three of whom shall be members of the board. The CEO shall not be a member, but shall attend meetings upon the request of the committee. A Member who is eligible for re-election shall recuse him or herself from decisions affecting his or her re-election. Members of the GovernanCommittee shall serve terms of two years, with no limits on the number of terms served. The President-Elect shall chair the committee, and shall select the initial members of the committee and fill vacancies thereafter.

Reports

The committee will create, with staff support, the following reports:

- Competency matrix. Profile or matrix of the board's current makeup compared to its list of needed competencies, together with an analysis showing areas to emphasize in the recruitment of new members.
- Backgrounds of prospective board members.
- Annual board education plan.
- Participation summary. Annual review of each director's attendance at board meetings, committee meetings, education sessions, and (if possible) community / organizational events.
- Board self-assessment. Report of the full board's self-evaluation survey.

Annual Committee Goals

The Governance Committee will establish annual goals that specify its principal work focus areas for the coming year. Typical examples might include:

- 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 the conflict of interest policy.
- 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.
- Developing a plan to increase the diversity of the board.