

Board Policy/Resolution on Committees of the Board: Governance Committee (approved October 2015)

The CFAW Bylaws say that:

7. Article 7—Committees 7.3 Other Committees.

(a) The Board may establish one (1) or more other standing or ad hoc committees to perform such duties as it deems appropriate. The Board resolution creating the committee must specify the function of the committee.

(b) **Committees of the Board.** If the proposed committee is to be authorized to exercise the authority of the Board of Directors, then (i) the members of that committee must consist of only Directors¹ (two Directors or more), (ii) the creation of that committee requires a majority vote of the entire Board of Directors, and (iii) the Board of Directors may delegate any of the Board of Directors' powers and authority except with respect to:

- (i) the filling of vacancies on the Board of Directors;
 - (ii) appointment of committees with the authority of the Board, or the filling of vacancies in any such committee;
 - (iii) the amendment or repeal of Bylaws;
 - (iv) the amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
 - (v) the approval of any self-dealing transactions; and
 - (vi) any action prohibited by the Articles of Incorporation, these Bylaws, or by law.
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Practices that are common to all Committees of the Board include:

1. The Board of Directors ("Board") has the authority to implement recommendations made by any Committee of the Board.
2. Each Committee shall be composed of at least three directors.
3. The Board Chair shall appoint the members of each Committee, including the Committee Chair, subject to Board approval, except for the Executive committee which is made up of all Board officers.
4. The Board Chair is an additional ex officio member of each Committee, without vote, except with vote as Chair of the Executive committee.

¹ This can be changed to include non-directors when acceptable to the Board, possibly non-voting?

5. The President & CEO is an additional ex officio member of each Committee, without vote.
6. The President & CEO, or other staff member that he/she assigns, shall provide administrative support to each Committee.
7. Committee members shall serve a one-year term. All terms commence July 1 and end June 30, or until a Committee member resigns or is removed by the Board. There are no limits on the number of terms a member may serve. It is preferred that the Committee Chair have previously served at least one year as a member of the Committee.
8. All Committees shall meet, either in-person or telephonically, at least quarterly each year, and more frequently as circumstances dictate. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action. A majority vote of the quorum shall be the decision of the Committee.
9. In the absence of the Committee Chair, the Committee shall appoint by majority vote a member of the Committee to serve as Committee Chair.
10. If any member of the Committee and Staff shall have, or appear to have, a conflict of interest that impairs or appears to impair the respective member's ability to exercise independent and unbiased judgment in the good faith discharge of his or her duties, he or she shall disclose such conflicts and, if appropriate, recuse himself/herself prior to meaningful discussion.
11. Each Board member must be active on at least one committee.
12. At its first meeting of the year, each Committee shall establish its calendar guidelines for tasks to be completed during the year.
13. Each Committee shall maintain minutes of its meetings and report to the Board in writing, in a timely manner, the results of its Committee meetings.
14. Each Committee shall provide oversight to all assigned Board Policies (see listing in each committee policy), review and report status at least annually and recommend any necessary changes.
15. Each Committee shall review its functions and responsibilities annually, and recommend modifications as appropriate.
16. Each Committee shall perform such other duties as the Board may assign to it from time to time.

Governance committee functions and responsibilities:

1. Assist the Board in fulfilling its responsibility to enhance the quality performance and future leadership development of itself.

2. Lead the Board in regularly reviewing and updating the Board Policy on Roles, Responsibilities, and Director Expectations.
3. Propose, as appropriate, changes in board structure and practices, advance its Board Development Action Plan for continuous improvement.
4. Lead in assessment of the current and anticipated needs for board composition. Determine the knowledge, attributes, skills, abilities, influence, and access (i.e., networks) that the board has currently and will need in the foreseeable future.
5. Identify potential candidates (or organizations which should be involved) and explore their interest and availability (i.e., establish a pool of candidates), recommending to the Nominating Committee of the Society as appropriate.
6. In cooperation with Board Chair, meet periodically with each director to assess his or her continuing interest in board membership and the terms of service. Work with each director to identify the appropriate post (director role) he or she might assume.
7. Oversee a process for formal orientation of new directors, assign tenured directors as mentors to new directors.
8. Design and implement an ongoing program of board information and education on governance best practices and relevant strategic issues.
9. Lead the periodic assessment of the board's performance and on-going measures of performance.
10. Provide ongoing counsel to the Board Chair and other board leaders on steps she or he might take to enhance board effectiveness.
11. Regularly review assigned Board Policies, recommending improvements as needed:
 - 11.1. Bylaws
 - 11.2. Confidentiality
 - 11.3. Conflict of Interest
 - 11.4. Member Participation
 - 11.5. Roles and Responsibilities
 - 11.6. ...
12. Take the lead in succession planning for the officer positions, presenting a slate of officers for election annually.