



## Governance Committee Job Description

### PURPOSE

As a committee of the Board of Directors, the Governance Committee helps the Board carry out its responsibilities related to oversight, outreach, policy creation, nominations and board development.

### COMMITTEE CONSIDERATIONS

The Committee is accountable to the Board of Directors. The Committee does not usurp the authority of the Board, and neither directs nor oversees staff. All Committee work is done in partnership with and through the leadership and assistance of assigned staff.

### ROLES & RESPONSIBILITIES

- Ensures that David's House has a clear, succinct and up-to-date written mission statement that expresses its core values and reasons for being.
- Assists the Board of Directors in regularly reviewing and updating the Board's statement regarding its roles and areas of responsibility and what is expected of each Board member.
- Assists the Board of Directors in reviewing, amending and updating the bylaws to ensure compliance with law and suitability for the needs of the organization.
- Ensures that the Board and individual Board members are adequately educated about the basic principles and best practices in non-profit governance, including policy creation and recruitment and cultivation of Board members who will be able to help achieve the organization's strategic goals.
- Reviews, updates and develops appropriate policies that promote David's House mission and support its orderly operation.
- Leads in assessing current anticipated needs related to Board composition, determining the knowledge, attributes, skills, abilities, influence and access to resources the Board will need to consider in order to accomplish future work of the Board.
- Develops a profile of the Board as it should evolve over time.
- Identifies potential Board member candidates and explores their interest and availability for Board service.
- Reviews individuals nominated to serve on the Board of Directors and makes recommendations to the Board regarding potential new Board members.
- Assists in succession planning, taking steps to recruit and prepare for future Board leadership.
- Nominates Board members for election as Board officers.
- In cooperation with the Board chair, works with each Board member to assess his or her continuing interest in Board membership and term of service and works with each Board member to identify the appropriate role he or she might assume on behalf of the organization.

- Helps facilitate a Board orientation for new members;
- Assists the Board chair in any Board self-assessments;
- Develops the necessary sub-committees to successfully carry out the Committee's responsibilities; supervises the functions of such sub-committees.
- Monitors and regularly reports on progress of Governance Committee initiatives to the Board; annually evaluates the work of the Committee and reports on same to the Board.

## COMMITTEE COMPOSITION

*At a minimum, the committee will be comprised of:*

- One Board member
- One staff member
- Additional persons possessing the qualifications set out below

*Desired qualifications of additional committee members include experience with the following areas:*

- Legal
- Finance
- Operations
- Governance
- Board leadership

## CONDUCTING BUSINESS

- The Committee will meet prior to each of the regularly scheduled Board meetings at a time and place to be determined by the chairperson(s) in consultation with the committee members.
- The chairperson(s) of the Committee may call a special meeting if necessary.
- Business may be conducted via email or phone when appropriate.
- All members are responsible for participating in the following Committee activities to the fullest extent possible:
  - Attending and participating in Committee meetings and email conversations
  - Reading Committee minutes
  - Casting an official vote on issues requiring action
- A majority of the Committee present will constitute a quorum for the transaction of business at any Committee meeting.
- The act of a majority of the Committee at which a quorum is present will be the act of the Committee, unless the act of a greater number is required. Electronic communication (e.g., email) is an acceptable form for written votes provided an email is sent to each Committee member outlining the proposed action and indicating a deadline for response. The Chair of the Committee will cast the deciding vote in the event of a tie. David's House staff that are members of the Committee will provide input on all issues to be voted on, but are not entitled to a vote.

*Approved 11/22/13*