

Terms of Reference
Governance Committee
ActionDignity

Purpose of the Governance Committee:

- The Governance Committee is a standing committee of the Board constituted to oversee and advise in respect to the governance and membership of the Board.
- It is responsible for recommending procedures to expedite the Board’s function, including changes to the Board structure, bylaws, and policies.
- It is the responsibility of the Committee to work within the governance structure of the organization to achieve a balanced Board membership of responsible, dedicated persons with diverse backgrounds, interests, skills, and relationships, in accordance with the Board priorities.

Roles and Responsibilities may include the following:

- Screen and nominate candidates for Board membership and leadership, including:
 - a. Recommend for board approval “ideal candidate profiles” that identify the characteristics, skills, knowledge, and competencies needed to achieve board strategic objectives.
 - b. Recommend a slate of candidates for election to the Board.
 - c. Identify and develop potential board leadership to ensure seamless transitions of officers and committee chairs and continuing high quality leadership.
- Oversee development, implementation, evaluation and review of board and board member development to meet strategic needs:
 - a. Develop and maintain the Board Handbook, including all documents necessary to support the full participation of board members and adherence to organizational protocols.
 - b. Create mentoring programs for new board members.
 - c. Recommend and develop ongoing board training as needed.
 - d. Oversee planning for the annual Board retreat, including agenda development, program content and evaluation.
- Oversee and ensure a relevant board and committee structure:
 - a. Conduct periodic reviews of the bylaws and recommend changes when needed.



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- b. Conduct every year a periodic review of board structures and recommend changes.
- Develop systems for the Board performance and recognition.
 - a. Develop systems for the Board performance and recognition no less than annually, as well as a process to review the performance of individual board members.
 - b. Develop a “good exit” process for board members whose terms are ending.
- Fulfill other duties as assigned by the Board as appropriate to the responsibilities of this committee.

Membership requirements:

- Have the necessary expertise or interest in Board governance.
- Support the objectives and activities of ActionDignity and the standing Committee.
- Attend meetings regularly and come prepared to actively participate.
- Commit to a minimum of 3-5 hours a month.
- Must be a member in good standing of ActionDignity.

Composition:

The Committee Chair, who is a Board member, shall be appointed by the Board. Committee members shall be comprised of at least 2 Board members, committee chair, and volunteers appointed by the Board. The Committee shall include the Chair of the Board (ex-officio) and the Executive Director or a delegated staff (non-voting ex-officio).

Quorum/Decision-Making:

Quorum shall be composed of 50% of committee members and the Committee Chair. The committee strives for consensus in its decision-making process.

Conflict of Interest Policy

This committee adheres to the governance policies of ActionDignity.

Accountability:

The committee shall report to the Board as required.

Term of Committee Membership:

Committee members shall be appointed by the Board for a renewable term of two years.

Frequency of Meetings:

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Meetings of the Committee shall be held at the call of the Chair at least four times per year. Meetings may be held by conference call as well as on a face-to-face basis.