

# GOVERNANCE COMMITTEE

## PURPOSE

The Governance Committee of Benzie Senior Resources helps to strengthen the composition of the Board of Directors by recruiting and sustaining a full complement of 9-15 qualified Board Members. Bylaws call for a Board between 7 and 15 members. The Committee is responsible for reviewing and assessing the current composition of the Board, identifying areas of expertise needed to advance the Board's work, and securing confirmation from qualified and interested individuals regarding their willingness to be nominated for a Board position. The Committee also ensures that the Board is engaged in ongoing education about BSR and its programs, the external operating environment and the Board's leadership role.

The Governance Committee reports to and is directly responsible to the Board of Directors. The Chair is appointed by the President of the Board. The Committee is comprised of 3 or more voting members and the Executive Director, who serves as an ex officio non-voting member.

The Committee meets on an as needed basis. The Chair prepares the proposed agenda for each meeting, facilitates at all meetings, and provides a slate of Board Member candidates to the Board for approval

## Areas of Responsibility

### **Board Policy and Succession Planning**

- Reviews committee, committee chair, and officer diversity, and takes such review into account in making recommendation for such appointments as provided in this charter.
- Recommends to the Board nominees for appointment to each Board committee and advisory committee, and for the chair of each committee if not specified by committee charter.
- Recommends to the Board nominees for the Board Chair and other officer positions.
- Reviews the structure, charters, processes, and practices of the Board and Board committees.
- Review bylaws and other governance documents.
- Reviews the composition of BSR's incumbent Board Members and their various attributes, skill sets, and professional expertise, as well as the duration of their current terms of service.
- Identifies important areas of expertise or diversity in which greater representation on the Board would be of benefit to BSR.
- Establishes a work plan and schedule by which the new member recruitment will be completed.

### **Candidate Identification and Recruitment**

- Works closely with the Executive Director to identify community members who possess qualities and attributes most beneficial to the Board based upon the member composition assessment.
- Contacts potential candidates to explore their level of interest and arranges for an interview or a tour of the BSR facilities as appropriate.
- Shares background information with each candidate about BSR, its Board, the strategic plan and roles and expectations of Board Members.
- Confirms each candidates's interest and secures permission to include his/her name on a proposed slate of Board Member Nominees for Board approval.

### **Nominations**

- Presents a slate of Board Member Nominees to the Board for formal action.
- Proposes to the Board an extension for any incumbent Board Member whose term is expiring, but is being nominated as an eligible candidate, providing that the Board authorizes his or her continued service with an appropriate time duration assigned to the new term.

### **Board Recruitment, Engagement, Development and Self-Assessment**

- Develops Board member succession plan and prepares for future Board leadership.
- Oversees the recruitment, orientation and onboarding of new Board members.
- Ensures that immediate communication and a welcome are extended to new members upon Board approval and affirms that orientation materials will be provided in a timely manner.
- Oversees a periodic self-assessment of the Board's performance.
- Leads the Board in regularly reviewing and updating the Board's roles and responsibilities.