

**Broward Education Foundation  
The Governance Committee Charter**

**Overall Roles and Responsibilities**

The Governance Committee provides for the board’s effectiveness and continuing development.

**Responsibilities:**

The specific responsibilities of the Governance Committee include:

- Recommending to the board policies and processes designed to provide for effective and efficient governance, including but not limited to policies for:
  - Evaluation of the board and the chairperson.
  - Election and reelection of board members.
  - Board orientation and education.
  - Succession planning for the board chair and other board leaders.
- Reviewing and recommending a position description detailing responsibilities of and expectations for board members and the board chairperson.
- Recommending nominees for election and re-election to the board. To facilitate this responsibility, the committee will:
  - Develop and recommend to the board a statement of the competencies and personal attributes currently needed on the board, to be used as a guideline for 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 regardless of whether a current vacancy exists.
  - Oversee a process for vetting the fitness of prospective nominees.
- Develop and oversee a plan for enhancing board diversity.
- Evaluate the performance of individual board members eligible for reelection.
- Conducting a succession planning process for the board chairperson and other board leaders.
- Nominating board officers for election by the full board.
- Reviewing the corporate bylaws annually and recommending any needed changes to the full board.
- Advising management on plans for board education, including new member orientation, education of board members, and an annual board retreat.
- Overseeing the board’s self-assessment and improvement process every one or two years.

**Governance Committee Meetings:**

The Committee shall meet at least four (4) times annually (which may include meetings by teleconference or similar communications) and at such other times as it deems necessary to fulfill its responsibilities. The Committee Chair shall prepare or approve an agenda in advance of each meeting. The Committee shall maintain minutes of each meeting of the Committee, reflecting the actions authorized or taken by the Committee at each such meeting. Members of Executive Committee of the Board or others may attend meetings of the Committee, as requested by the Committee. The

Committee (or the Chairman thereof) may appoint a person, who need not be a member of the Committee, as secretary of the Committee. The Committee may delegate its authority to one or more subcommittees (which may, but shall not be required to, consist of only 1 person) of the Committee, provided that each member of such subcommittee is a member of the Committee.

Unless the Board provides otherwise by resolution, at all meetings of the Committee, a majority of the then authorized members of the Committee shall constitute a quorum for the transaction of business coming before the Committee, and the vote of a majority of the members of the Committee present at any meeting at which there is a quorum shall be the act of the Committee. Unless otherwise restricted by the Corporation's Articles of Incorporation or Bylaws, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Committee.

The Committee shall be permitted to adopt such other rules and procedures, and amend and repeal such rules and procedures, as shall be necessary or incidental to the conduct of the business of the Committee, except as otherwise provided by the Board.

#### **Members:**

The committee charter should include a list of the committee members as well as the staff supporting the committee.

The CEO, as the organization's lead ambassador to community leaders and the board's chief educator and staff person, should be involved with the Governance Committee.

#### **Reports:**

The committee will receive and review the following reports:

- Competency matrix. Profile or matrix of the board's current makeup compared to its list of needed competencies, plus an analysis showing areas to emphasize in recruitment of new members.
- Backgrounds of prospective board members.
- Annual board education plan.
- Participation summary. Annual review of average attendance, and each director's attendance, at board meetings, committee meetings, education sessions, and (if possible) community events.
- Board self-assessment. Report of the full board's self-evaluation survey (every one or two years).
- General counsel's report. Written report or briefing from the general counsel on current legal and regulatory issues affecting governance, plus analysis of whether any changes are needed in board bylaws or policies.

#### **Annual Committee Goals**

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

- Developing a definition of and standards for independent directors
- Reviewing and revising the conflict of interest policy
- Conducting a comprehensive evaluation of the responsibilities and structure of subsidiary boards and making recommendations to the full board for needed changes
- Developing a mentoring program for new board members
- Developing a plan to increase the ethnic and gender diversity of the board

### **Performance Review**

The Committee shall conduct an annual performance evaluation of itself, including a review of the compliance of the Committee with this Charter. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.