

## **COMMUNITY FOUNDATION OF MIDDLESEX COUNTY GOVERNANCE COMMITTEE GUIDELINES**

**INTRODUCTION:** Nothing in these Guidelines shall be construed to supersede the By-Laws or Certificate of Incorporation of the Community Foundation. Every effort has been made to align the three documents, but should any conflicts occur, the By-Laws and Certificate of Incorporation shall prevail. As stated in the By-Laws of December 17, 2013, which may be further cited below, “all provisions in the Certificate of Incorporation, [the] By-Laws or the Act that govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements ... shall apply to committees of the Board and their members.”

### **I. PURPOSE**

The Governance Committee shall direct and oversee the nomination process to develop a board of directors, officers, and committees of the highest caliber, talents, and commitment to the mission of the Corporation and who are representative of the Middlesex County community. The Governance Committee shall also focus on core governance issues, including the governing documents of the organization, the appropriateness of board and committee composition and sizes, leadership, committee structure, and codes of ethics.

The Governance Committee (“Committee”) shall assist the Board of Directors (the “Board”) of the Community Foundation of Middlesex County (“CFMC”) in: (1) developing and overseeing implementation of policies and procedures regarding Board size, leadership and composition, recommendations of candidates for nomination to the Board, Board guidelines and conflicts of interest; (2) determining qualifications and characteristics needed by directors; (3) identifying, screening and reviewing individuals who are qualified to serve as directors; (4) recommending to the Board candidates for nomination and appointment to the Board, and its committees; (5) assisting in orientation programs for newly appointed directors; (6) evaluating the effectiveness of directors; and (7) reviewing on a regular basis the overall governance of CFMC and recommending improvements when necessary to the Board.

### **II. MEMBERSHIP**

The Committee shall consist of at least one current member of the Board of Directors, at least two other current or past directors, and the President & CEO. Members are appointed by the Chair of the Board with approval by the Board of Directors for a one year term running from January 1 to December 31. The Board Chair shall appoint a current Board member to serve as Committee Chair and shall her/himself serve as an ex-officio member of the Committee. Committee members shall be “independent”, should be interested in recruiting directors, and should have at least a basic understanding of organizational governance.

### **III. RESPONSIBILITIES AND DUTIES**

The Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of CFMC. The Committee has the following responsibilities and duties:

#### **(Regarding Directors)**

1. Identify, screen and review individuals to serve as directors, consistent with applicable qualifications or criteria including but not limited to those specified in the Certificate of Incorporation, Bylaws and Board Guidelines, and nominate candidates to the Board for appointment and re-appointment;
2. Coordinate and oversee with the President and CEO the orientation and training of new directors, including identification of experienced directors as appropriate mentors of new directors;

#### **(Regarding Officers)**

3. Appoint a Nominating Subcommittee that has an understanding of the Community Foundation of Middlesex County operations and its Board of Directors to recommend a slate of officers to the full Governance Committee. No one on the Nominating Subcommittee shall be considered as a candidate for an officer position. The full Governance Committee will, in turn, nominate a slate of officers to the Board of Directors.
4. Review and evaluate the process for nominating the slate of officers.

#### **(Regarding Composition of Board & Committees)**

5. Review annually with the Board the size and composition of the Board as a whole, its committees, and any advisory bodies, including whether the Board, its committees and advisory bodies reflect the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity, fundraising and development ability, geographic representation, and other desired qualities;

#### **(Regarding Committees)**

6. Review and make recommendations to the Board regarding the guidelines and mandates of the committees, recommend directors for committee assignments, and recommend assignments for committee chairmen;
7. When feasible, review candidates for committees and make recommendations to the Board Chair.
8. Review the CFMC's committee structure and the functioning and effectiveness of each committee of the Board of Directors, using self-assessment and other approaches found to be beneficial, and make recommendations to the Board of Directors regarding the creation of additional committees or the elimination of committees of the Board of Directors;

#### **(Regarding Governance Issues)**

9. Review annually the relationships between directors, CFMC and members of management, and report to the Board whether or not each director qualifies as "independent" under the

definition of “independence” in the Board Guidelines;

10. Periodically review and recommend modifications as appropriate to CFMC’s organizational documents, including the Certificate of Incorporation, Bylaws, Board Guidelines, Code of Conduct, Conflict of Interest Policy, Whistleblower Policy and others, and recommend amendments to the Board
11. Keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board of Directors in light of such developments as may be appropriate.
12. Consider any other governance issues that arise and make appropriate recommendations to the Board;

(Regarding Evaluation)

13. Review each director’s service prior to the completion of each of his or her three year terms and make a recommendation to the Board regarding his/her reelection to another term;
14. Coordinate and oversee a self-evaluation of committees, advisory bodies, and individual directors, advisors and management at least every three years;
15. Review the role, functioning, performance and effectiveness of the Board of Directors, using self- assessment and other approaches found to be beneficial on an annual basis.

**IV. SUBCOMMITTEES**

The Committee may appoint subcommittees, but no subcommittee will have final decision making authority on behalf to the Committee of the Board. The Chair of the Committee shall designate the Chair of any subcommittee.

**V. MEETINGS AND QUORUM**

The Committee shall meet on a regularly scheduled basis, at least three times per year and additionally as circumstances dictate. A majority of the current members of the Committee shall constitute a quorum for the transaction of business at any meeting thereof, and the act of a majority of the members of the Committee present at any meeting at which a quorum is present shall be the act of the Committee.

A meeting may be in person or by telephone or video conference so long as all participants are able to simultaneously hear one another. Decisions taken outside of a regular meeting of the Committee shall be consented to in writing, even electronically, and must be unanimous.

**VI. MINUTES**

The Committee shall maintain minutes of meetings and regularly report to the Board on Committee findings, recommendations, and actions, and any other matters the Committee deems appropriate of the Board requests.

*Revised October 21, 2015*

COMMITTEE: GOVERNANCE

RESPONDENT'S NAME: \_\_\_\_\_ DATE: \_\_\_\_\_

Please rate the Committee's performance on a scale of 1 to 4 with 1 representing "strongly agree" and 4 representing "strongly disagree".

	Strongly Agree			Strongly Disagree
Members participate responsibly.	1	2	3	4
The Committee meets frequently enough to meet objectives.	1	2	3	4
The agenda is well thought out in advance. The focus is on "major" not "minor" issues.	1	2	3	4
Action steps from last meeting are reviewed and status noted.	1	2	3	4
We avoid getting into administrative and management details.	1	2	3	4
Different opinions are encouraged. Communication is open and successful.	1	2	3	4
The Chair guides meeting effectively by allowing and encouraging discussion but staying on agenda.	1	2	3	4
Decisions are reached after sufficient deliberation.	1	2	3	4
Next steps are identified and responsibilities assigned.	1	2	3	4
The meeting begins and ends on time.	1	2	3	4
A written record is made of the action steps.	1	2	3	4
Committee members fulfill their role of suggesting and recruiting new committee and board members.	1	2	3	4
The minutes reveal a committee that is continually making progress.	1	2	3	4
The committee is well represented by the board of directors.	1	2	3	4
The documentation provided (minutes, reports, etc.) accurately describes the work of the committee over the past two years.	1	2	3	4
We enjoy being together and have fun!	1	2	3	4

*Adapted from work by William J. Moran, J.D., M.S.Ed.*