

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 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 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 broadly representative of the Middlesex County community and may do so through a Nominating Subcommittee.

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

Whenever feasible, there shall be six to eight (6 - 8) members, including the President/CEO. At least 50% of the members of the Governance Committee (exclusive of the President/CEO) shall be current members of the Board. No more than 50% of the members shall be Past Directors, and there shall be no non-Board volunteers on the Governance Committee. The President & CEO shall be a member. 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“, interested in recruiting directors, and should have at least a basic understanding of organizational governance.

Expectations are that no individual shall serve on more than two consecutive Strategic Planning Committees except as may be recommended on a person-by-person basis by the Committee Chair and assigned staff to the Board Chair.

Failure to attend, either in person or by phone, at least 50% of meetings during any 12 month period other than for medical reasons shall be considered a resignation from the committee unless, as determined by the Committee Chair, Chair of the Board, and/or assigned staff that individual makes significant contributions to the work of the committee outside of the meeting structure.

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. If the Governance Committee chooses to not have a Nominating Subcommittee, the subcommittee's duties shall be the responsibility of the full Governance Committee.

(Regarding Directors)

1. The Nominating Subcommittee shall identify, screen and review individuals to serve as directors, giving due consideration to current committee members, consistent with applicable qualifications or criteria including but not limited to those specified in the Certificate of Incorporation, Bylaws and Board Guidelines, and suggest candidates to the full Governance Committee for appointment and re-appointment; the full Governance Committee will, in turn, nominate such candidates for appointment by the Board of Directors.
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. The Governance Committee or its Nominating Subcommittee shall recommend a slate of officers to the full Governance Committee which will, in turn, nominate a slate of officers to the Board. No one on the Nominating Subcommittee shall be considered as a candidate for an officer position.
4. With recommendations from its Nominating Subcommittee, 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 of the Committee to 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. Since the Governance Committee makes recommendations to the Board but does not take action itself, a quorum is not required, however it is recommended that judgment be used by the Chairman as to making a recommendation to the Board when most members of the committee did not participate in the discussion. 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. Minutes are to include list of members present, absent, and/or excused.