



**The suggested scope of the role of the Governance committee is as follows:**

### **The Charge of the Committee**

The Committee will primarily focus its efforts in these key areas:

#### **1. Board Role and Responsibilities**

- Lead the Board in regularly reviewing and updating the Board's members' statement of their legal duties, role, and responsibilities.
- Assist the Board in periodically updating and clarifying primary areas of focus for the Board, including the Board's calendar and the overall agenda congruent with the Organization's strategic plan.
- Ensure elections and the Organization's governance are consistent with the Organization's Bylaws and all applicable Federal and state regulations.
- Regularly report to the Board on the Committee's deliberations, nominations, and recommendations.

#### **2. Board Composition and Structure**

- Develop a profile of the current Board, as well as a profile of the "Ideal Board of the Future," and actively assist the Board to strategically evolve towards the ideal profile over time.
- Lead in assessment of the current and anticipated needs for Board composition and structure – including the drafting and updating of all other committee and task force charters.
- Identify, nominate, and help to develop Board officers and Board members, as well as all Board committee and task force members.

#### **3. Board Knowledge and Development**

- Help to identify appropriate levels of experience, skill and knowledge necessary for the effective governance of the Organization.
- Develop, implement and oversee a formal process of orientation for new Board, committee and task force members before – or as soon as reasonably possible thereafter – their election or appointment.
- Design, implement, and coordinate a robust and ongoing program of Board, committee, and task force education.

#### **4. Governance, Board and Committee Effectiveness**

- Initiate a periodic assessment of the Board's performance – as well as the performance of Board committees and task forces. Propose, as appropriate, changes in structure, roles and responsibilities.
- Provide strong advice and counsel to the Board Chair, Board members, Committee members, and the CEO and senior management team on steps they may take to enhance the Organization's overall governance effectiveness.
- Regularly review the Organization's practices regarding Board member engagement, attendance, conflicts of interest, confidentiality, etc. and suggest improvements as needed.
- Periodically review and update Board-level policy guidelines, procedures, and practices.

#### **5. Future Board Leadership and CEO Succession**

- Take the lead in the succession planning for Board officers, as well as recruitment and preparation for future Board leaders and members.
- Ensure there is an updated CEO succession plan in place at all times.



- Help ensure Board leadership appropriately coordinates and transfers its governance practices, approach, and philosophy with all other Organization governance elements and structure.

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*Quantum Governance provides credit unions, nonprofits, associations, corporations and governmental entities with strategic, cost-effective governance, ethics and management consulting, facilitation and evaluation. With more than 40 percent of Quantum Governance's clients representing credit unions, the organization fields more engagements in the credit union community than in any other. The organization is a CUES strategic partner in the field of governance, and we are home to more strategic governance experience than any other practice in the country. The firm is a unique L3C organization that integrates the best elements of both the for- and non-profit communities into one practice. It is a low-profit, limited-liability service organization dedicated to the public good and one of the very first such legal hybrid organizations in the United States.*