

**Governance Committee**

**Standard Operating Procedures**

**DRAFT September 24, 2020**

The purview of the Governance Committee is briefly described in NYSARH’s Corporate Bylaws and is also described in greater detail in the Committee’s Charter (see attached). The purpose of this Standard Operating Procedures document is to supplement those two documents, providing greater detail about the approach to and timing of the Committee’s work.

This document will address **General Operating Principles**, **Key Duties** with an associated timing, and the **Standard Work Products** of the Committee.

**General Operating Principles**

1. Conversations within meetings and between members regarding Governance matters shall be treated as confidential. Members must be able to trust that they can speak freely about matters such as the performance of their colleagues on the board, the traits for new and returning board members and officers of the board, etc. Similarly, conversations with board members, potential board members, references, etc. must also be managed with discretion.
2. The Governance Committee members will actively seek to remain informed regarding laws, regulations and best practices that may impact NYSARH, and recommend amendments to the Bylaws to keep them relevant and current.
3. The Governance Committee will monitor board member engagement and periodically reach out to members who are less or more engaged than average.

**Key Duties**

1. **Coordinating the annual nomination and election process for Board members**

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| **Task** | **Timing** |
| Analyze the composition of the board and identify recruitment needs | January-March |
| Evaluate the performance of individual board members eligible for reelection and determine which, if any, are willing to renew their commitment to serve | January-March |
| Review and update position description detailing responsibilities of and expectations for board members | June |
| Solicit new board member applications | June-July |
| Review applications and select nominees | July-August |
| Notify applicants whether or not they have been selected for nomination to the Board | August |
| Solicit photos and bios from candidates for Ballot Summary | August |
| Compile Ballot Summary and disseminate 30 days prior to election deadline | August  |
| Create online ballot and disseminate link 30 days prior to election deadline | August |
| Prepare welcome letter for new board members with which to notify candidates of the election outcomes | September |
| Announce the elected board members at the annual meeting | September |
| Prepare New Board Member Manual (binder and/or virtual packet on board portal) | September |
| Conduct new board member orientation  | October |

1. **Conducting the annual nomination and election process for Board Officers**

The Governance Committee oversees the succession planning process for the board chairperson and other board leaders and nominates board officers for election by the membership of the Association.

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| **Task** | **Timing** |
| Review the terms of the existing officers and determine their eligibility to serve another term | June-July |
| Conduct outreach to existing officers to determine their interest in serving another term | June-July |
| Conduct outreach to existing board members to determine their interest in serving as an officer | June-July |
| Solicit photo and bio from members for Ballot Summary | August |
| Notify candidates of the election outcomes  | September |
| Announce the elected officers at the annual meeting | September |

1. **Reviewing and updating Bylaws**

The Governance Committee periodically reviews the corporate bylaws to ensure that they agree with current Board practice. When necessary, the Committee will prepare revisions for approval by the Entire Board.

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| **Task** | **Timing** |
| Once annually, review the Corporate By-laws and identify any sections requiring amendment | January |
| On an as-needed basis, review the Corporate By-laws and propose amendments to the Entire Board | As needed |

1. **Ensuring bylaws compliance**

The Governance Committee ensures the Board’s compliance with the provisions of its bylaws, including rules on assembly and actions. It also has the chief responsibility for ensuring that the Board receives annual training on the organization’s Conflict of Interest Policy, which includes disseminating, collecting and reviewing Disclosure of Financial Interests Forms on an annual basis.

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| **Task** | **Timing** |
| Conduct annual training on Conflict of Interest Policy and related procedures | September-October |
| Disseminate Disclosure of Financial Interests Form | September |
| Once annually, collect and review Disclosure of Financial Interest Forms | September-November |
| On an as-needed basis, collect and review updates to Disclosure of Financial Interest Forms | As needed |

1. **Promoting good board “Hygiene”**

 The Governance Committee promotes board systems, principles, and practices that help maintain the board’s “health” and good function. This may entail recommending to the board policies and processes designed to provide for effective and efficient governance; overseeing periodic self-assessments of the Board; providing board education; and, organizing board retreats.

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| **Task** | **Timing** |
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1. **Enhancing Board member experience**

The Governance Committee concerns itself with the experience of board members, both new and returning. Its work in this area includes outreach and support to new members, both informally and as part of the Board Mentor Program, and ongoing engagement and support to returning members.

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| **Task** | **Timing** |
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**Standard Work Products of the Committee**

* Governance Calendar
* Board Composition and Recruitment Matrix
* Board Member Job Description
* Ballot Summary
* Online election survey
* Welcome Letter to New Board Members
* Board Mentor Program Description for New Board Members
* Board Mentor Program Description for Board Mentors
* Proposed Amendments To Bylaws (redlined document) and Summary of Proposed Changes (summary document)
* Disclosure of Financial Interest Form



**Committee Charter**

1. **Name:** Governance Committee
2. **Type:** Committee of the Board
3. **Purpose:** Ensuring the Board’s effectiveness and continuing development
4. **Membership:** As a Committee of the Board, the Governance Committee is solely comprised of Directors of the Boardwho volunteer for one-year terms of service. There are no limits on the number of consecutive terms a member may serve.
5. **Leadership:** The Chair of the Governance Committee is a Director of the Board appointed by the NYSARH President for a one-year term of service. By virtue of the role, the Chair also serves on the Executive Committee.
6. **Reporting:** The Governance Committee Chair regularly reports on the work of the Committee to the Executive Committee and to the Board of Directors.
7. **Duties:** The specific responsibilities of the Governance Committee include:

1. **Coordinating the annual nomination and election process for Board members**

On an annual basis, the Committee will:

* + - analyze the composition of the board and identify recruitment needs;
		- maintain and disseminate a position description detailing responsibilities of and expectations for board members;
		- solicit new board member applications;
		- review applications and select nominees;
		- evaluate the performance of individual board members eligible for reelection; and,
		- facilitate the annual election process by the membership of the Association.
1. **Conducting the annual nomination and election process for Board Officers**—The Governance Committee oversees the succession planning process for the board chairperson and other board leaders and nominates board officers for election by the membership of the Association.
2. **Reviewing and updating Bylaws**—The Governance Committee periodically reviews the corporate bylaws to ensure that they agree with current Board practice. When necessary, the Committee will prepare revisions for approval by the Entire Board.
3. **Ensuring bylaws compliance**—The Governance Committee ensures the Board’s compliance with the provisions of its bylaws, including rules on assembly and actions. It also has the chief responsibility for ensuring that the Board receives annual training on the organization’s Conflict of Interest Policy, which includes disseminating, collecting and reviewing Disclosure of Financial Interests Forms on an annual basis.
4. **Promoting good board “Hygiene”—**The Governance Committee promotes board systems, principles, and practices that help maintain the board’s “health” and good function. This may entail recommending to the board policies and processes designed to provide for effective and efficient governance; overseeing periodic self-assessments of the Board; providing board education; and, organizing board retreats.
5. **Enhancing Board member experience**—The Governance Committee concerns itself with the experience of board members, both new and returning. Its work in this area includes outreach and support to new members, both informally and as part of the Board Mentor Program, and ongoing engagement and support to returning members.