

NHLTA JOB DESCRIPTION

GOVERNANCE COMMITTEE

The Governance Committee exists as a standing committee, pursuant to Article V, Section 1 of the Bylaws. The President shall appoint a board member to chair the committee, who will recruit other members to serve on the committee. The President will also serve as a member of the committee. The Committee shall meet as necessary and appropriate; traditionally this committee meets monthly between the regular board meetings. A majority of the Committee members present and voting shall constitute a quorum.

The primary purpose of the Governance Committee is to enhance the quality, effectiveness, and future viability of the board of directors.

Committee Charter:

The Governance Committee is responsible for ongoing review and recommendations related to operating policies and procedures of the organization. In addition, the committee serves as NHLTA's bylaws and nominating committee, and oversees the evaluation of the board's performance individually and as a whole.

Specific Responsibilities:

- 1) Review and update the NHLTA's board member and committee job descriptions as needed.
- 2) Assist the Executive Committee in clarifying areas of focus and goals for the board.
- 3) Manage the board and officer recruitment and nomination process.
 - a) Lead the board in assessing current and anticipated needs related to board composition, identifying the knowledge, attributes, skills, abilities, influence, and access to resources the board will need to consider in order to accomplish future work of the board.
 - b) Identify potential board members.
 - c) In cooperation with the board chair, contact each individual considered for nomination.
 - i) New Board Members: contact candidates to discuss the responsibilities of the board, assess their interest, and invite their application if appropriate.
 - ii) Existing Board Members: after evaluating the performance of members whose terms are expiring (see #4 below), contact members to either assess his/her continuing interest in board membership and invite him/her to accept re-nomination for another term, or explain why the Committee feels another term is not desirable.
 - d) Nominate individuals to be elected as members of the board.
 - e) Take steps to recruit and prepare board members for leadership positions within the board and nominate a slate of officers for election by the Board following the Annual Meeting.
- 4) Manage the board member evaluation process
 - a) Conduct a formal evaluation of directors whose 2-year terms will expire that year.

- b) Conduct an informal assessment of all board members annually to identify areas for improvement.
- c) Convey evaluation results to individual members as appropriate.
- 5) Initiate periodic assessment of the board's performance as a whole.
- 6) Propose, as appropriate, changes in board structure and operations.
- 7) Periodically review the board's policies and procedures, including the organization's bylaws and suggest improvements to the board as needed.
- 8) Present suggested bylaw changes at the Association's Annual Meeting for approval by the membership.
- 9) Maintain a Policy and Procedures Manual.

The Governance Committee **shall not** have the power to:

- 1. Consummate a contract on behalf of the NHLTA
- 2. Disburse funds
- 3. Appoint or remove Directors;
- 4. Institute policy change without Board approval