IBPA Governance Committee Charter

The IBPA Governance Committee is a Board Advisory Committee [IBPA Bylaws: 10.3]. As such, the Governance Committee advises the IBPA Board of Directors and its committees but does not exercise any of the powers or duties reserved to the Board of Directors.

Under the direction of the Board Chair and CEO, the IBPA Governance Committee recruits, trains, and supports qualified board members to execute against IBPA’s strategic plan and ensures that all board members have the proper motivation and tools to carry out their duties responsibly. The Governance Committee fulfills the duties of the Nominating Committee [IBPA Bylaws: 8.1] and provides governance guidance to the Executive Committee.

COMMITTEE MEMBERS:

Governance Committee members consists of:

- Current IBPA Board Chair (Ex Officio)
- Immediate-past Board Chair (Ex Officio)
- Two executive-level members of the IBPA Staff (e.g., CEO, COO, Ex Officio)
- Four eligible current or past members of the IBPA Board of Directors. Optionally, if all four recommended or returning board members are past board members, up to two additional committee members may be added from the current board (for a total of no more than six at-large seats). Current and past board members who served at least one full two-year term and were re-elected to the board are eligible to be considered for an at-large seat on the committee.

Members are appointed by recommendation of the current committee, subject to the board’s annual approval.

TERMS:

Committee members can serve up to, but no more than six consecutive years. The current board chair shall serve on the committee for a maximum of two years as current chair and two years as past chair and may serve up to two additional years in an at-large seat. Staff members have an indefinite term, subject to the board’s annual approval.
RESPONSIBILITIES:

Subject to the decision-making authority of the Board of Directors as provided in the Bylaws, responsibilities of the Governance Committee include:

- **Board recruitment:**
  - Review the skills and experiences of board members terming off the board.
  - Identify the qualities, characteristics, skills, experiences, or perspectives needed on the board for the next fiscal year.
  - Recruit qualified and diverse candidates.
  - Review applications, interview and assess candidates, and bring forward a recommended slate of candidates to the board for approval.

- **Board member onboarding:**
  - Review and maintain new board member orientation and onboarding process and materials.

- **Board mentorship program:**
  - Develop and maintain a strong mentorship program to professionally develop and support board members throughout their term.
  - Identify potential leaders, including potential future board chairs and officers, and provide leadership development opportunities and resources.
  - Provide continuing education for board members related to IBPA’s strategic plan and board responsibilities.

- **Board self-evaluation:**
  - Assist the board in creating effective board performance assessments, and implementing improvements based on self-evaluations.

- **Board handbook:**
  - Review proposed changes or updates to the IBPA Board Handbook.

- **Governance advisory:**
  - Assist the board chair in identifying potential board members when a seat must be filled out of cycle due to a current board member leaving mid-term.
  - Advise the Executive Committee as needed on matters of governance, such as unethical or inappropriate behavior of a board member.
  - Bring forward governance best practices.

MEETINGS:

The Governance Committee meets quarterly and may also be called into special meetings to interview or assess board candidates or to assist the Executive Committee in addressing an immediate governance issue.

The CEO creates the Governance Committee meeting agenda, with input from the Board Chair and/or committee members. The Board Chair presides over the Governance Committee meetings and reviews and approves minutes. Meeting minutes are recorded by the CEO or a volunteer member of the committee (see Tips for Minutes).

(last updated: June 2024)