Governance Committee Charter
Last revised: December 2022

Committee Type: Board

Purpose:
The National Wildlife Rehabilitators Association Governance Committee monitors board activities and guides the board on matters that relate to governing the board and NWRA’s mission. The Governance committee will also advise board members on 1) activities that are not in line with the Bylaws, Bylaws revisions, and additions; 2) board composition, recruiting, and onboarding; 3) board performance and continuing education; and 4) creation and adherence to governance-related policies.

Composition of Committee:

- Chair: Must be an NWRA Board of Directors (BOD) member
- Committee Members: The committee must have at least 3 and not more than 5 members. The majority of the members must be board directors.
- Members must be recommended by the board president, approved by the governance committee and appointed by the current BOD majority vote.
- The Planning, Nominations and Bylaws subcommittee leads must be members of the Governance committee.

Subcommittees: Bylaws, Nominating, Planning

Committee Responsibilities:

- Advise and make recommendations to the board on good governance strategies and continually keep these strategies in mind and apply them to all board activities; inform the board when activities are not in line with the bylaws.
- Work with the Nominating Subcommittee to prepare a slate of officers for the midyear meeting.
  - The slate shall include the board president, treasurer, secretary and up to 4 vice presidents. The slate shall be presented to the board by the Nominating subcommittee lead near the beginning of the midyear meeting. At this time, any nominations from the floor should be made. During the second half of the meeting, the Nominating subcommittee lead will again present the slate, and the board, by secret ballot, shall vote on the slate. The candidates receiving a majority of “yes” votes will serve as officers until the next midyear board meeting (or, for the president, until their term is finished).
- Suggest new bylaws and/or bylaws revisions when needed (via the Bylaws subcommittee).
- Evaluate the board’s composition and identify current and future needs to ensure the board has the necessary diversity, perspectives, experience, skills and judgment to effectively pursue their duties (via the Nominating subcommittee).
- Make recommendations to the board on criteria and qualifications for the process of selecting board members (via Nominating subcommittee).
- Provide new board members with all items needed for their smooth transition onto the board, including an orientation, copies of the bylaws, and NWRA board manual.
- Ensure the Board Manual is updated annually.
- Provide new board members guidance, especially during their first year as a board member.
- Provide all board members with ongoing leadership training and development regarding board of directors’ responsibilities.
- Maintain a Conflict of Interest policy.
- Lead and facilitate periodic board self-assessments to ensure best board performance and effectiveness.
- Periodically review the board skills matrix to ensure the board continues to have the appropriate skills and engagement levels.
- Facilitate board-wide planning sessions (via the Planning subcommittee).

**Committee Chair responsibilities and expectations:**

- Receive reports from the Bylaws Lead on any issues with bylaws breaches, suggestions for bylaws revisions and/or bylaw additions.
- Receive reports from the Nominating subcommittee Lead on board vacancies to be filled and recommendations on whom to nominate.
- Receive reports from the planning lead on the current strategic plan, revisions, additions and planning committee meeting dates.
- Prepare committee reports for annual and midyear BOD meetings.
- Lead Governance committee meetings, at least once annually, to discuss committee business.
- Recommend a slate of officers during the midyear board meeting (see Calendar below)

**Committee Member responsibilities and expectations:**

- Committee members must meet on the committee meeting day, before the midyear board meeting, and in any other meetings the committee chair may call.
- As requested by the committee chair, help with committee responsibilities.

Governance Committee Charter Rev. December 2022
Calendar/Deadlines/Meeting Schedule:
Committee reports for the annual and mid-year BOD meetings (usually March and October).

- **Aug:** On 1 August, the Committee Chair will contact current board members to see if they are interested in an officer position. During August, incumbent officers may indicate their interest in continuing in their position, or they may indicate that they do not wish to continue in their officer role. Board members (incumbent or otherwise) must indicate their interest in an officer position by August 31. If there is no interest in a position from non-incumbents, then the President and Governance Chair will discuss and approach individual board members to put their names forward on the slate at the midyear meeting.
  - If more than one candidate is interested in an officer position, the Governance chair will prepare a ballot, and the board will vote on the candidates for that position first; the candidate with the majority vote will advance to the slate of officers.
- **Sept/Oct:** Prepare slate of officers for midyear meeting.

Bylaws Subcommittee Charter

**Subcommittee Type:** Board

**Purpose:**
The National Wildlife Rehabilitators Association Bylaws Subcommittee keeps an accurate record of the bylaws and ensures any changes made to the State of Illinois Not-for Profit regulations are reflected in NWRA bylaws; recommends any necessary changes to bylaws based on policy changes from the Board of Directors.

**Composition of Subcommittee:**
- Lead: Must be an NWRA Board of Directors (BOD) member
- Subcommittee Members: The majority of members must be on the NWRA Board of Directors; the remainder must be members of NWRA.

**Subcommittee Responsibilities:**
- Annually review the General Not-for-Profit Corporation Act of the State of Illinois to find any changes and revisions that may pertain to NWRA.
- Every 2 years review the NWRA bylaws, board meeting minutes, and any changes in policies and procedures.
● Recommend bylaws updates and changes to the Board of Directors to keep NWRA current, consistent, and compliant with Illinois laws.
● Update and distribute the bylaws document as needed, including for the annual audit, to the IRS, and to the State of Illinois.
● Advise the Board of Directors and committees during discussions and decisions to ensure decisions are consistent with bylaws.
● At the request of the Bylaws Lead, meet as necessary during the year and during the committee/subcommittee meeting day before the midyear board meeting.

Subcommittee Lead responsibilities and expectations:

● Review the bylaws every 2 years
● Gather changes requested by other board members
● If changes must be made, submit them to the subcommittee for review • Call a meeting to discuss the changes.
● Upon agreement, present the changes to the Governance chair so he/she can submit them to the board.
● Meet with subcommittee members as necessary during the year and during the subcommittee meeting day before the midyear board meeting.

Subcommittee Member responsibilities and expectations:

● Subcommittee members must meet on the subcommittee meeting day, before the midyear board meeting, and in any other meetings the committee chair may call.
● Assist with subcommittee responsibilities as requested by the Lead.

Calendar/Deadlines/Meeting Schedule:

Subcommittee reports to the Governance Committee Chair for the annual and mid-year BOD meetings (usually March and October).

Nominating Subcommittee Charter

Subcommittee Type: Board

Purpose:

The National Wildlife Rehabilitators Association Nominating Subcommittee builds and maintains a strong Board of Directors and encourages board members to grow into leadership positions on the Executive Committee and as board committee chairs and subcommittee leads.
Composition of Subcommittee:

Lead: Must be an NWRA Board of Directors (BOD) member

Subcommittee Members: The majority of members must be on the NWRA Board of Directors; the remainder must be members of NWRA.

Subcommittee Responsibilities:

- Advertise for and recruit suitable candidates for the board
- Listen to recommendations from fellow board members to find appropriate candidates
- Select appropriate candidates from the pool of applicants
- Keep application forms and materials current and available to members
- Track board members’ terms; notify them nine months before their current term is up so that they can apply for another term (within term limits) if they wish.

Subcommittee Lead responsibilities and expectations:

- Keep in touch with all subcommittee members
- Oversee the recruitment, application, and nomination selection processes
- Keep the subcommittee up to date on possible candidates
- Direct individuals interested in board service to the website application materials.
- Encourage the subcommittee to share information about the nominee(s).
- Gather at least 3 references per candidate for the new candidate(s).
- By phone or video meeting, interview the new candidate(s) with at least one other subcommittee member.
- By phone or video meeting, speak to at least one of the references, but all other references must send reference letters to the Subcommittee Lead.
- If requested, present candidate interview write up, the live reference write up and other reference letters to the President.
- The Lead must discuss the interview/references results with the subcommittee members.
- Call for the subcommittee vote to approve nominees for the member ballot, tally the nominating subcommittee vote and inform subcommittee members.
- After the subcommittee votes to approve/reject the nominee(s), the Governance Committee must approve nominees before they are placed on the ballot.
- Notify the applicants not selected and provide constructive feedback.
- Notify the applicant(s) if they have been approved for nomination. If yes, obtain a biography and photo of the nominee(s) for the ballot.
- Send the ballot names and biographies to the NWRA staff. Work with the NWRA staff to set up voting (online or mail-in).
- Tally member ballots or obtain results from staff
● Notify the candidates they have been elected (or not); also notify staff and board members
● Submit notices to our membership through publications, member emails, mailings, and the NWRA website.
● At the midyear and the Symposium board meetings, remind the board about the recruitment of the next president elect.

Subcommittee Member responsibilities and expectations:
● Actively assist in identifying and recruiting new board members.
● At the request of the Subcommittee lead, Subcommittee members must meet on the committee meeting day, before the midyear board meeting, and in any other meetings the Subcommittee lead may call.
● If requested by the Subcommittee lead, help with Subcommittee responsibilities.

Calendar/Deadlines/Meeting Schedule:
● **January 8:** Obtain ballot counts from NWRA staff and notify those elected with congratulations, invitation to the annual board meeting, and review of board basics and expectations. Notify any candidates that were not elected and provide constructive criticism.
● **January 15:** Send welcome letters and New Board Member packets to those elected.
● **February:** Send call for nomination to NWRA staff to be included in membership communications. Update call for nominations and application materials on website.
● **March:** Ask subcommittee members if they wish to continue serving on the committee; recruit new subcommittee members as needed. During the symposium, ask board members and committee leads for possible nominees, and be available to talk with attendees.
● **April:** Send second call for nominations to NWRA staff to be included in membership communications.
● **May:** Start contacting/recruiting prospective board applicants and send them application materials. Subcommittee should continue working on any business they need to accomplish.
● **June:** Continue contacting prospective applicants.
● **July:** If needed, enlist staff to organize applications and prepare for distribution to subcommittee members. Send the incumbent Board application form to those Board members that have an expiring term in the following year (and aren’t term limited), and have those board members update their bios. Deadline is August 31 for incumbent applications.
- **August:** Deadline to receive applications. Inform subcommittee of the applicants’ names and enlist staff to make applications available to subcommittee members; set deadline for subcommittee vote; encourage subcommittee discussions and plan for conference call; Deadline is August 31.

- **Sept:** Ask President for a subcommittee meeting to be scheduled at the mid-year board meeting. Meet during the mid-year board meeting to review past year and plan for upcoming year.

- **Sept 14:** Tally votes from the subcommittee and send ballot names to the NWRA staff with the biographies for the website; notify applicants they will be on the member ballot. Notify any applicants who will NOT be on the ballot.

- **Oct/Nov:** Post candidate bios and answers on the website as the member email with ballots is sent; ask the NWRA staff to notify members with the announcement in member email.

- **December:** Nothing needed for this month

**Planning Subcommittee Charter**

**Subcommittee Type:** Board

**Purpose:**

The National Wildlife Rehabilitators Association Planning Subcommittee assists and guides the Board of Directors and staff in maintaining and using a Strategic Plan. Direction and purpose for the organization are achieved through identifying and prioritizing the mission, vision, values, objectives, and activities of the Association; presenting these in a written Strategic Plan; and updating the Plan to maintain its usefulness.

**Composition of Subcommittee:**

- **Lead:** Must be an NWRA Board of Directors (BOD) member

- **Subcommittee Members:** Can be both NWRA Board members and Association members, but shall include at least two Board members, and the majority shall be Board members.

**Subcommittee Responsibilities and Expectations:**

- Work with the Board and staff to review (annually, at a minimum) and update the Plan to keep it current and meaningful.
Periodically (every 3-5 years) assess having an "outside" consultant assist with creating a new strategic plan.

Keep strategic planning alive and working so that:
- Board members, staff, committee chairs, and workers can focus their energies and resources on identified priority areas.
- Achievements and progress can be measured and celebrated.
- Communications to members and donors can show direction and purpose.

Responsibilities of Subcommittee Lead
- Recruit and appoint subcommittee members.
- Coordinate subcommittee communications.
- Schedule subcommittee meetings and send out materials.
- Submit reports to the Governance chair for each Board meeting.
- Work with subcommittee members, President, and Executive Director to ensure revising and updating of the Plan on a regular basis.
- If the board decides it is needed, proactively plan and promote Strategic Planning retreats facilitated by a third party (3-5 years):
  - Obtain quote from consultant and present proposal with costs to the Board one year in advance of proposed retreat; consider gathering 2 or more quotes to compare cost and scope of services; work with Executive Director on budgeting the cost of the facilitation;
  - Work with consultant to determine timeline, advance preparation, and retreat schedule/outline.
  - Liaison between consultant and Board to facilitate communications, plan details of planning sessions, and ensure Board members have background materials and are engaged in the process.
  - Work with the consultant to prepare results.
  - Distribute revised Strategic Plan.

Subcommittee Member responsibilities and expectations:
- Assist with subcommittee responsibilities as requested by the lead.

Calendar/Deadlines/Meeting Schedule:
- March: At annual meeting, update Strategic Plan, goals/ actions sections, based on committee/subcommittee reports, staff input, and board votes.
- **Sep/Oct:** At mid-year meeting, update Strategic Plan, goals/actions sections, based on committee/subcommittee reports, staff input, and board votes. The planning meeting at the midyear is usually a half-day meeting that involves the entire board and key staff.
- **Other:** Every 3-5 years, evaluate the need for an outside strategic consultant