Governance Committee Handbook
Purpose

The purpose of this document is to act as a set of helpful guideposts and resources for CNE’s Governance Committee. Additionally, it is intended to capture the institutional knowledge of the committee’s historical activities and responsibilities. It is fully expected that this document will be amended and extended as best practices change and the organization evolves.

This document is NOT intended to act as a substitute for or as full representation of CNE policies and procedures. All information contained and referenced in this handbook is confidential and should be handled in accordance with organizational policies. If there are instances in which this document conflicts with organizational policy, the policy shall take precedent.
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Governance Committee Chair Ongoing Responsibilities

1) Set agenda for meetings in coordination with Executive Director (ED)
2) Send reminder prior to meetings to include date, time, and agenda
3) Provide committee report for board prior to submission deadline
4) Manage governance committee work plan

Sample governance committee work plan, committee meeting agenda, and committee meeting minutes available in the appendix.

July-September (Q1)

Update/Review Board Matrix and Term Chart

The purpose of the board matrix and term chart is to aid in the tracking of board service terms. Each term is 3 years in length, typically beginning in July. Board members can choose to serve a second term. It is the responsibility of the governance committee to keep track of directors who have upcoming term renewal decisions and those who will be completing their board service during the upcoming fiscal year. In this first quarter timeline, the governance committee should identify and create action plans around the following:

1) Identify any term renewals that are upcoming at the end of the fiscal year. Schedule discussions with these directors to confirm their intent.
2) Confirm how many positions will need to be recruited in the coming year in order to maintain the desired total number of directors.

Pipeline building and recruitment of new directors that are a good cultural fit for the organization, represent the diversity of the community, and are available to serve when a vacancy arises is a long term and ongoing effort. By identifying foreseeable needs right away, the committee can best manage the task throughout the year.

See Appendix for sample board matrix and term chart.

Build Board Recruitment Action Plan

The primary tool used by the governance committee and ED to plan and track board recruitment, is the board prospect list. Please note that this document is highly confidential and should not be shared or discussed outside of the committee or the context of this use.

The tool is broken into sections by length of time for expected decision or conversion of a prospect: short, medium or long term. The tool also identifies which board member is leading the effort for that particular candidate.

A typical conversion rate is one year for every candidate identified, although candidates may be converted to members sooner or later depending on fit and availability.
It is a best practice to consistently build interest in the organization by identifying those volunteers, donors, or community members who may have a shared passion for the work of the organization and creating opportunities to engage over time. Ideally, a new board member will have had material participation in some aspect of CNE prior to beginning of their term. This helps both the candidate and the board to evaluate if this is the right fit for both parties.

Once the number of candidates needed for the current year’s class has been identified, the governance committee should review the prospect list to determine an action plan. If additional prospects are needed to increase the pipeline, it is a committee responsibility, with recommendations from the board, to build an action plan and follow up to ensure cultivation of new candidates.

Welcome New Board Members & Fellows

Ensure all new board members and fellows have access to the board dashboard and know how to navigate to find pertinent materials on the website. Welcome new board members and fellows to first official meeting in August. Staff will provide new fellows with their first board meeting survey after the August meeting, and the fellows will develop a regular meeting schedule with their board mentor.

See Appendix for sample fellows board meeting survey.

Board Academy Fellows Final Presentation Coordination

At the completion of their year long term, the board fellows make a brief presentation to the board to present their thoughts, ideas and feedback on their experience, typically at the August board meeting. Staff and the fellows mentor support the fellows in preparing for the presentation. The fellows mentor should meet with the fellows in advance of the presentation to discuss the purpose of the presentation and help them brainstorm what they would like to present. The presentation typically is approximately 10 minutes long, and can vary greatly at the discretion of the mentor and fellows.

The mentor/governance chair should facilitate inclusion of the fellows presentation in the board meeting agenda as well as submission of any pertinent materials for the board meeting packet in time for them to be included in the overall board materials package.

Plan and Coordinate Second Board/Staff Social

Board/Staff socials are typically planned twice a year to provide everyone an opportunity to connect and build rapport. In an organization the size of CNE, it takes ongoing coordination between the board and staff to fully leverage the best impact to our community. These socials provide a great platform to build those relationships outside the hustle of more outward facing events and meetings.

These events have ranged in the past from a coordinated happy hour event at a local restaurant where everyone mingled freely to a gathering at someone’s home with some more structured icebreaker activities. Most recently, one of the socials during the year included invitations to family members and loved ones, others will be a chance just for board members and staff to interact.
Attendance is usually best when the date is planned and advertised several weeks in advance. Evites with RSVP tracker have been used to ensure accurate headcount.

**Conduct Exit Interviews**

Exit interviews for board members and fellows who have recently completed their service are a vital source of information and perspective for the organization and an important responsibility of the governance committee.

Prior to the last meeting they attend or conclusion of service, these individuals should be contacted by a committee member to schedule a discussion of their experience with CNE. Feedback, critique and ideas should be solicited, recorded and shared with the ED and board chair to ensure that they can be thoughtfully considered.

Some sample questions include:

1) What do you feel was your most impactful contribution to the organization during your service?
2) What was the biggest challenge you faced?
3) Describe your engagement level during your service—and what factors impacted that?
4) Do you have any suggestions for changes or improvements?

The exit interview template is available in the appendix.

**NOTE (3.19):** Until all board terms have transitioned to the fiscal years (July – June) schedule, some board members may complete their board terms at the end of the calendar year and exit interviews should be scheduled within the first quarter after the end of the term.

**Finalize Individual and Committee Goals**

One key way to promote efficient use of time and to maximum engagement of those involved is to ensure that each individual board member and each committee establishes clear goals.

The board chair will typically meet with each board member at the start of each fiscal year to reaffirm or establish the goals that individual has for that year serving CNE. Part of this includes committee work, but can also include other projects and initiatives around which the individual is well positioned and passionate.

Likewise, each committee will establish their objectives at the start of each fiscal year. The board reviews and approves all annual committee goals.

Sample committee and individual board member goals are available in the appendix.

**Board | ED Evaluation**

Ongoing feedback is very important to the success of CNE. Each board member is asked annually to complete a board/ED evaluation, and full participation is critical.
Coordinate with Chair/ED to finalize the evaluate format and send communication to board members with instructions on how to complete.

Once everyone has completed the evaluation, the committee should synthesize the results and provide a brief summary of conclusions at the next board meeting in coordination with the ED/Chair. Committee co-chairs will facilitate a discussion of the survey results with a focus on opportunities to strengthen the work of the board.

A Board | ED Evaluation template can be found in the appendix.

Obtain Board Affirmations

Each board member should complete an affirmation of service and sign conflict of interest and confidentiality statements at the beginning of their service at orientation, but also on an annual basis. The governance committee should coordinate with Chair and ED to ensure they are completed at the first board meeting of the year.

See sample Board Affirmation of Service in the appendix.

October-December (Q2)

Board Retreat Planning

Brainstorm topics and themes for the annual board retreat. Committee should establish the main goals of the event and begin coordination of the venue and presenters prior to year-end so that it can be finalized in the first quarter of the year. The retreat is typically held in the spring time period.

Review Former Board Member Engagement

Former board members are critical for the ongoing “friends of CNE” network to thrive. This is a great time of year to review the former board members list that is located in the appendix and evaluate how each of them is currently engaged with CNE.

The committee, in concert with the ED and the Board Chair, should develop an action plan to reengage or enhance engagement deems fit. This can be as simple as sending them articles of interest or as involved as inviting them to participate in a CNE project, committee or other activity.

Ongoing Board Prospect Outreach

Building and cultivating future board member candidates is an ongoing responsibility of the governance committee. Spend dedicated time again this quarter evaluating progress on the strategy implemented
at the beginning of the year, and update the tool as needed. Make sure that the number of new directors needed for the upcoming class has been confirmed. If more are needed, focus on this as a committee priority.

**Build Annual Board Education Strategy**

Another key responsibility of the governance committee is to plan and execute an ongoing educational strategy for the board. A key component to the CNE culture and structure is to serve as a learning lab to consistently test, build, and share best practices with members. One aspect of this is accomplished through ongoing board education.

The governance committee, in concert with the ED and board chair, should identify topics of key importance to the board and community to create a plan for the fiscal year to create ongoing educational opportunities. This can and should include a mix of larger thought-provoking topics as well as housekeeping type items like ongoing refreshers of key policies and deeper dives into CNE strategic, programs and services, and impact.

In most cases, these educational segments take place during the regular board meetings. The board retreat is another opportunity to incorporate more meaty exploration of larger education topics.

**January-March (Q3)**

**Ongoing Board Prospect Outreach**

Building and cultivating future board member candidates is an ongoing responsibility of the governance committee. Spend dedicated time again this quarter evaluating progress on the strategy implemented at the beginning of the year, and update the tool as needed. Make sure that the number of new directors needed for the upcoming class has been confirmed. If more are needed, focus on this as a committee priority.

**Execute Board Retreat**

The board retreat is typically held on a Saturday in the Spring at an offsite location, and extends beyond the typical 2 hour timeframe of a board meeting. This time is used to help develop the relationships of board members with one another and to delve deeper with the luxury of more time into pertinent strategic and/or educational topics.

Planning for the retreat begins in the 2nd quarter of the fiscal year (more information in that section). So as the date approaches, the governance committee should ensure that preparations for venue, any guest presenters, and materials have been finalized.

Any pre-work or thought needed for the retreat should be sent to attendees with reasonable advance notice to ensure they have adequate time to prepare. A final agenda should be set for the day and distributed to attendees with logistical details and reminders as well.
One critical step in the execution of the retreat is to capture follow up items to ensure the time spent can turn to action. The governance committee then reviews again later in the year to provide accountability on execution these actions.

See Appendix for sample retreat agenda.

Plan and Coordinate Second Board/Staff Social

This is a good timeframe to plan a second board/staff social for the fourth quarter of the calendar year, or early in the New Year. This can often be a good choice for the one that includes loved ones, as many people are celebrating during this time frame and it’s a natural time for reflection and focus on relationships as a new calendar year approaches.

Schedule Board and Fellow Orientation

Board orientation is a way to ensure that each individual who serves, whether as a voting board member or fellow, begins with clear expectations.

Once the new class is identified, a date should be coordinated to ensure that all the new members can attend in addition to the ED, Board Chair, and at least one representative of the governance committee.

A board orientation packet is assembled for each orientation and should be used to guide the discussion.

A sample agenda and table of contents is provided in the appendix.

NOTE: Sometimes this happens in Q4 depending on when the class comes together.

April-June (Q4)

Approve Slate of New Board Members

The Governance Committee puts forward a slate of new board members, including background on each, to the full board for approval at one of the board meetings this quarter.

Determine Annual Committee Meeting Schedule

Committee chair(s) should identify the ideal meeting time and date for meetings for the next fiscal year. These are typically held every other month, beginning in July. It can be helpful to pick a recurring time frame (second Tuesday of the month) to help with ease of scheduling. Once these dates are identified, confirm availability of CNE meeting space, and submit dates to Board Chair and ED for approval and submission to the Board Dashboard on the website where all meetings are listed.

See board dashboard example below:
Finalize Committee Leadership and Members for Following Year

Review progress on the cultivation strategy that was created in the previous quarter. Ensure that new leaders have confirmed their commitments and have the necessary information they need to begin their new roles.

Board/Fellows Recruitment Selection and Approval

Each year, graduates of the most recent Board Academy class are invited to consider the board fellows opportunity. Two applicants are selected to serve as non-voting board members for one year to take their recent learning and apply it as they engage with the CNE board. The fellows participate in board meetings and committee work as well as other goals of their design. They also work directly with a board mentor to help answer questions and guide them along the way. This program is not only an excellent opportunity for the fellows, but is a tool that CNE uses to ensure fresh perspective to their programs and processes. Fellows complete a presentation at the conclusion of their year to offer their insights, experiences, and ideas.

It is the responsibility of the governance committee to review and approve the selection of applicants chosen by staff and recommend them for approval to the board as a whole. The fellows also complete surveys online following each board meeting they attend. These surveys are reviewed by the governance committee chair and/or the fellow mentor to help spark thoughtful dialogue and answer any questions that come up.

See appendix for sample fellow application.
New Board Member Orientation

Host new board member orientation, ensure new board members have signed confidentiality and conflict of interest policies, give new board members access to the online board dashboard where all board materials can be found.

See appendix for sample board orientation agenda.

Committee Leadership Cultivation/Strategy Planning

It is important to look ahead and ensure that committee leadership is cultivated and in place prior to the start of the fiscal year. The committee should review the board term matrix to identify any current committee leader who is going to be completing their term in the upcoming year. Additionally, current leaders should be consulted to confirm their interest in continuing for the next year in their role.

Once any needs are identified, the committee should seek to solicit/discuss interest from board members who may be a good fit to begin that role. Ideally, the new committee chair would have a chance to overlap with the current one prior to transition to provide an opportunity for direction and learning on key responsibilities.

Board Retreat Follow-Up Action

It is in this timeframe that the committee should review any follow up items or actions that were generated at the board retreat to ensure that thought turns to action. This is usually a good timeframe to review what has been accomplished against the actions identified and provide accountability to ensure these items continue to progress.
Appendix

Access Links

1. Academy Fellow Application
2. Board Affirmation of Service
3. Board Book Table of Contents
4. Board | ED Evaluation Template
5. Board & Fellow Orientation Agenda
6. Board Matrix
7. Board Term Chart
8. Committee Goals
9. Exit Interview Template
10. Fellows Board Meeting Survey
11. Governance Work Plan
12. Individual Board Member Goals
13. List of Former Board Members

Sample Documents

Begin on next page.
AGENDA: GOVERNANCE COMMITTEE MEETING, SEPT. 6, 2018, 9:00AM-10:30AM

1. Status of Board Director Recruitment. We need one more recruit for this year. Status of the pipeline.

2. Preparations for the orientation of the new board directors and the board academy fellows. Review of last year’s orientation agenda.

3. Review of Andrew’s draft of the CNE’s Diversity Commitment.

4. Update of our existing board diversity policy. Review of the samples Cristine provided us in July.


6. Recruitment of board directors for the Governance Committee.

7. FALL board/staff social planning

8. Review of former board directors and how we engage them.
Sample Committee Meeting Minutes

Governance Committee Minutes
6/12/18

In Attendance: Cristine Nardi, John Dumm, Susan Dawson, Kakie Brooks, Carolyn Burnett, Andrew Robinson

Absent: Christine Jacobs

1) New Board Fellows:
   a. Will Morrison and Libby Edwards Allbaugh recommended and confirmed by committee
   b. Susan accepted and confirmed as Fellows Mentor
   c. Board fellows will be oriented with new board class in September with care paid to being clear about roles (Chairs & Cristine)
   d. All 4 of this year’s Fellowship candidates will receive invitation to participate in leading/brainstorming developing professionals ongoing events (Carolyn)

2) Board recruitment:
   a. 3 confirmed for Fall 18 class to be oriented in September (Chairs & Cristine)
   b. Next year’s orientation will be October with new class beginning in January
   c. Still seeking 1 additional candidate for Fall class this year, with a focus on philanthropy

3) Board Officer Terms:
   a. At June board meeting, Committee to recommend Board approval for Kakie to stay on as Chair through June 2019 (BOARD APPROVED 6/18)

4) Board Education August:
   a. This will be rolled into the budget and strategy discussion.
   b. Further policy review to resume next board meeting.

5) Board Network Template:
   a. At December, brief exercise will be used to help board members brainstorm how to engage their networks with CNE

6) Governance Committee Handbook:
   a. Goal to have draft of content complete by September
   b. Carolyn meeting with staff in July to assist in brainstorming content needs

7) CNE DEI:
   a. There will be separation between a more broad public commitment statement—staff-driven to be complete this summer
   b. And an internal board policy to include broad and action/role specific language and to incorporate direction from DEI audit results—governance committee-driven to be drafted and put to full board for approval following DEI audit
Sample Retreat Agenda

Board Retreat
Saturday, March 24, 2018
10am-2pm

AGENDA

Welcome & Frame the Session
Melissa & Cristine
What is D&I?
CNE & board’s work on DEI project so far
Facilitator introduction

10-10:30am

Working Session
Kelli
Introduction of D&I audit tool
A D&I assessment of CNE’s most complex stakeholder event: Philanthropy Day

10:35-11:45am

BREAK

11:45-12:00pm

Working Lunch
Melissa & Jacki Bryant, Executive Director, ReadyKids
Jacki will be joining us by video conference to share the
ReadyKids D&I audit experience & take-aways

12:00 -12:30pm

Working Session Discussion
Kelli
Collect questions, ideas & next steps

12:30-1:40pm

Close & Evaluation
Kelli, Melissa & Cristine
What did we learn?
Advice for staff & audit team?
Continuing questions?
Evaluation

1:40-2:00pm
Sample Retreat Communication

Good Afternoon!

Cristine and I are excited to share with you several documents (attached) to help you prep for this Saturday's board retreat.

1 - A working agenda for the retreat

2 - A description of the Global Diversity and Inclusion Benchmarks (GDIB) assessment tool that we'll be adapting for our DEI audit, and testing out this weekend

3- A short article, Taking Action on Board Diversity, that outlines 5 questions to consider. These questions are relevant beyond just board diversity and ask that you think about your answers to them as prep for the retreat.

4 - A bio for our retreat facilitator, Kelli Palmer. Kelli, as many of you will recall, is a former CNE board member and current strategic partner in her position as Director, Corporate Citizenship at CFA Institute.

Looking forward to seeing you all this Saturday, March 24th, from 10am-2pm at Kakie and George's House, 980 Turner Mountain Rd, Charlottesville, VA, for our 2018 Board Retreat.

See you Saturday,
Melissa