

BOARD DEVELOPMENT COMMITTEE CHARTER

Be it resolved by consensus or 2/3 vote of directors, that FOSB adopt the charter of the Board Development Committee, as well as its responsibilities, manner of acting, rules of quorum, reporting requirements and ways to join.

Charter

The board development committee is a standing committee that helps ensure the healthy development and operation of the board and performance of the individual board member. This standing committee fulfills the purpose to effectively and efficiently administer FOSB.

Responsibilities

- Prepare priorities for board composition.
- Reviews the bylaws relating to board of director and officers number, qualifications, elections, vacancies, removal, and term, as well as board committees
- Ensure that someone on the committee has met with prospective board members, and followed-up with them upon receipt of their interest survey
- Ensure that orientation sessions for new board members occurs
- Organize training sessions for the entire board, particularly regarding board operations, environment, and fiduciary obligations
- Organize and facilitate the annual onboarding of directors and officers each election cycle
- Suggest new, non-board individuals for committee membership
- Help the board to conduct self-assessments at least every other year
- Gather information and learn about best practices of other nonprofits
- Maintain the confidentiality of information shared within the committee

Membership

Chair(s)	By appointment of FOSB's co-chairs
Member number of members	5-7 members
Qualifications	Experienced in board development and strategic planning; co-chairs of FOSB cannot be members of this committee.

Manner of acting

Meetings are facilitated by the committee's chair; agreement within the committee to present their plans are by simple majority of those present at a meeting

Reporting requirements

Meeting minutes are provided to the board following each meeting.

Twelve Principles of Governance that Power Exceptional Board

Excerpted from "The Source: Twelve Principles of Governance That Power Exceptional Boards", BoardSource 2005. www.boardsource.org

Exceptional boards add significant value to their organizations. Good governance requires the board to balance its role as an oversight body with its role as a force supporting the organization. The difference between *responsible* and *exceptional* boards lies in thoughtfulness and intentionality, action and engagement, knowledge and communication.

CONSTRUCTIVE PARTNERSHIP

Exceptional boards govern in constructive partnership with stakeholders, recognizing that their effectiveness are interdependent. They build this partnership through trust, candor, respect, and honest communication.

MISSION DRIVEN

Exceptional boards shape and uphold the mission, articulate a compelling vision, and ensure the congruence between decisions and core values. They treat questions of mission, vision, and core values not as exercises to be done once, but as statements of crucial importance to be drilled down and folded into deliberations.

STRATEGIC THINKING

Exceptional boards allocate time to what matters most and continuously engage in strategic thinking to hone the organization's direction. They not only align agendas and goals with strategic priorities, but also use them for assessing the chief executive, driving meeting agendas, and shaping board recruitment.

CULTURE OF INQUIRY

Exceptional boards institutionalize a culture of inquiry, mutual respect, and constructive debate that leads to sound and shared decision making. They seek more information, question assumptions, and challenge conclusions so that they may advocate for solutions based on analysis.

INDEPENDENT-MINDEDNESS

Exceptional boards are independent-minded. They apply rigorous conflict-of-interest procedures, and their board members put the interests of the organization above all else when

making decisions. They do not allow their votes to be unduly influenced by loyalty to the chief executive or by seniority, position, or reputation of fellow board members, staff, or donors.

ETHOS OF TRANSPARENCY

Exceptional boards promote an ethos of transparency by ensuring that donors, stakeholders, and interested members of the public have access to appropriate and accurate information regarding finances, operations, and results. They also extend transparency internally, ensuring that every board member has equal access to relevant materials when making decisions.

COMPLIANCE WITH INTEGRITY

Exceptional boards promote strong ethical values and disciplined compliance by establishing appropriate mechanisms for active oversight. They use these mechanisms, such as independent audits, to ensure accountability and sufficient controls; to deepen their understanding of the organization; and to reduce the risk of waste, fraud, and abuse.

SUSTAINING RESOURCES

Exceptional boards link bold visions and ambitious plans to financial support, expertise, and networks of influence. Linking budgeting to strategic planning, they approve activities that can be realistically financed with existing or attainable resources, while ensuring that the organization has the infrastructure and internal capacity it needs.

RESULTS-ORIENTED

Exceptional boards are results-oriented. They measure the organization's progress towards mission and evaluate the performance of major programs and services. They gauge efficiency, effectiveness, and impact, while simultaneously assessing the quality of service delivery, integrating benchmarks against peers, and calculating return on investment.

INTENTIONAL BOARD PRACTICES

Exceptional boards purposefully structure themselves to fulfill essential governance duties and to support organizational priorities. Making governance intentional, not incidental, exceptional boards invest in structures and

Twelve Principles of Governance that Power Exceptional Board (continued)

practices that can be thoughtfully adapted to changing circumstances.

CONTINUOUS LEARNING

Exceptional boards embrace the qualities of a continuous learning organization, evaluating their own performance and assessing the value they add to the organization. They embed learning opportunities into routine governance work and in activities outside of the boardroom.

REVITALIZATION

Exceptional boards energize themselves through planned turnover, thoughtful recruitment, and inclusiveness. They see the correlation between mission, strategy, and board composition, and they understand the importance of fresh perspectives and the risks of closed groups. They revitalize themselves through diversity of experience and through continuous recruitment.

Draft of timeline

February board meeting	Committee's charter adopted
Post February board meeting	Outreach begins – seeking 5-7 members
By end of February	Chair(s) appointed by FOSB co-chairs
Prior to March board meeting	Create board interest survey
	Outline board composition priorities
	Finalize nominations and elections process
Following March board meeting	Discussions with incumbent officers (who will have announced intentions at or prior to March meeting)
	Share board interest survey document
	Share board composition priorities for FOSB feedback
	Announce open officer candidate slots
	Share nominations and elections process for FOSB feedback
Beginning of April	Announce nominations and elections process for board of directors
	Discussions and meetings with candidates
At April board meeting	Share recommendations with FOSB regarding candidates identified as priority
April 23	Final list of candidates posted
	Remind community about upcoming election in May