The League of NH Craftsmen
Executive & Governance Committee Charter

Committee Name

Executive & Governance Committee

Relationship with the Board of Directors

The Executive & Governance Committee is among the standing committees established through the League Bylaws and is governed by the same provisions of Board of Directors Bylaws pertaining to meetings and actions by the Board.

Purpose/Mission

The Executive & Governance Committee is charged with oversight of the League, primarily in matters that arise and require action between regularly scheduled Board meetings, or in cases when convening the board is not feasible. It exercises all powers of the Board of Directors except as reserved to the Board by law or the By-Laws.

The Executive Committee may not, unless specifically empowered and directed by majority vote of the Board of Directors and confined to a specific instance:

a. amend the Charter or the Bylaws;
b. take any action inconsistent with previous action of the Board of Directors;
c. elect or remove Directors or officers
d. hire or remove the Executive Director;
e. take any action reserved to the Board of Directors under applicable law or Bylaws

The duty of governance is responsible for the healthy development and operation of the Board of Directors, its committees, subcommittees, task forces and individual board members. The goal is to ensure that the board is performing properly and to recommend corrective actions when needed. It recruits new members, conducts orientation and evaluation of the performance of the Board through ongoing review.

Committee Structure

Draft

Only current Directors and the Executive Director may serve on the Executive & Governance Committee. Committee members are appointed annually by the Board to serve for one-year terms. The Board may fill vacancies on the Executive Committee and may remove a Committee member from the Executive Committee at any time, with or without cause.

Committee Membership

Membership of the Executive & Governance Committee will consist of all Board of Directors officers (Chair, Vice Chair, the Treasurer, and the Secretary); two or more additional Directors as the Chair may appoint; and the Executive Director.

Committee Staff

The Executive Director serves as the staff liaison to the Executive Committee.

Committee Responsibilities

1. Act with full authority of the Board between Board meetings, subject to statutory and Board-imposed limitations on committee action, pursuant to the Bylaws and subject to policies established by the Board.
2. Be a sounding board to the Executive Director and/or the Chair of the Board of Directors by serving as a source of ready advice on operating and personnel matters.
3. Be responsible for organizing the work of the Board of Directors and setting an annual master calendar for the Board, its Committees, subcommittees, task forces, and other working groups.
4. Assist setting agendas for all regular meetings of the Board of Directors and setting annual objectives for the standing Committees.
5. Assist the Board in conducting an annual assessment of the Board's performance.
6. Assist each Board committee in conducting an annual performance review and report the results to the Board.
7. Be responsible to the Board for its activities.
8. Review its charter at least biannually and recommend any proposed changes to the Board for review.

Draft

9. Monitor the Board's due diligence as it relates to governance and recommend appropriate action to the Board as needed.

10. Assure the Board fulfills its legal and moral obligations and to recommend needed structural changes.

11. Monitor the Board's operations and effectiveness, officer expectations, Board member performance and to recommend to the Board changes and/or new policies.

12. Recommend governance standards for the Board and committee operations by:

    a. coordinating annual review by the Board of all committee charters;

    b. periodically seeking outside counsel to review committee charters;

    c. being responsible for the Board "code of conduct" and its attestation by all new and current members.

13. Review and recommend optimum composition for the Board, including diversity, skills and behaviors.

14. Recruit, retain and make adjustments for a balanced and well-equipped Board by:

    a. developing Director job descriptions and creating a Board profile of what skills and expertise are needed;

    b. constantly reviewing the Board's current composition though periodic updates of the Board matrix — identifying terms served by members and pending vacancies;

    c. identifying potential Board members and maintaining information about each candidate;

    d. evaluating individual Board member commitment, support, and participation in governance duties; evaluating individual eligibility for re-election; and identifying potential leaders within the Board;

    e. ensuring all new and current members have adequate materials and an understanding of their roles and responsibilities;

    f. involving Directors in "continuing education"to establish a

Draft

climate of competence and belonging for Board volunteers;

g. contacting each Board member to assess his or her continuing interest in Board membership and term of service and working with each Board member to identify the appropriate role he or she might assume on behalf of the organization;

15. Nominate to the Board of Directors individuals being considered for positions on the Board.

16. Lead succession planning for Board officers and nominate all Board officers for election or re-election.

17. Evaluate Board performance by:

    a. developing Board member job descriptions through a Board profile listing what skills and expertise are needed;

    b. annually conduct a self-assessment of the Board and report back to the Board with recommendations;

    c. discussing with the Executive Director and other staff the board's performance and ways to strengthen the Board in both its governing and supporting role.

18. Work with outside legal counsel, auditors, the Executive Committee and other parties as necessary.

19. Perform other duties as assigned from time to time by the Board.

Indemnification

The League shall indemnify and hold each member of the Executive Committee harmless from and against any and all expenses and liabilities arising out of membership on the Committee (including reasonable attorneys' fees and disbursements), excepting only expenses and liabilities arising out of such member's own willful misconduct or gross negligence, to the full extent provided by law and the Bylaws. The League shall maintain fiduciary liability insurance for the benefit of the members of the Committee. The provisions of this subsection shall survive the termination of the Committee and the resignation or removal of the Committee member who is entitled to the indemnity.

Draft