**Humanities Montana**

**Governance Committee Charter**

1. **Purposes**
2. The Governance Committee supports the work of Humanities Montana, and provides mission-based leadership and strategic governance.  While day-to-day operations are led by the Executive Director, the Board/Staff relationship is a partnership, and the appropriate involvement of the Board's Committee members is both critical and expected.
3. The Governance Committee assists the Board in fulfilling its fiduciary duties with respect to the Organization’s affairs in the areas of orientation, training, and development of board members in their leadership role of Humanities Montana.
4. The Committee shall have the authority to undertake the specific duties described below and to undertake such other duties as are assigned by the Board, Bylaws, or Policies.
5. **Committee Membership**

1. The Committee’s membership shall be established in the Bylaws. All

 members shall be free from any relationship that, in the judgment of the Board,

 would interfere with the member’s exercise of business judgment as a

 committee member.

2. ~~A committee member will be assigned to act as liaison with the Executive Committee.~~ The Chair will be appointed by the Board Chair and serves as the Committee’s representative on the Executive Committee.

1. **Meetings and Procedures**
2. ~~The Committee shall meet no less than quarterly at~~ no less than three times a year and at least two weeks prior to each Board meeting. ~~to execute its responsibilities.~~ (Why would the committee meet quarterly if the Board doesn’t?)
3. The Committee shall hold meetings at the call of the Committee chair, Executive

Director, or any two members of the Committee.

1. The Committee shall maintain minutes of its meetings and provide them to the full Board.
2. **Responsibilities**
3. Reviewing the Articles of Incorporation and Bylaws of Humanities Montana at least every two years (as provided in the Bylaws) and making recommendations to the Board for amendments. (Executive Committee or Governance?)
4. Evaluating the skill mix of directors, composition, size, structure, and practices of the Board on a periodic basis, using a Board ~~profile.~~ Matrix. This matrix shall be reviewed on an annual basis prior to the first annual meeting and submitted for approval by the full board.
5. Maintaining a list of the terms of directors, when elected or appointed, when terms end, and ~~making certain that individuals stand~~ selecting and proposing a slate of candidates for election, according to the Bylaws of Humanities Montana.
6. Developing, regularly reviewing, and updating Board governance policies and procedures that address Board Guidelines, Confidentiality, Conflict of Interest, and such other policies as are assigned to the Committee for oversight and review.
7. Reviewing and considering changes to the Employee Handbook. (ED and/or Executive?)
8. Working with staff to develop and maintain an orientation program for new Board members and continuing education for all Board members on their fiduciary duties. (Although I like this idea, I do think that board members already contribute a significant number of hours to HM and adding CE on top is a big ask – even if it is included in the board meeting)
9. Developing policies and procedures to implement Responsibilities.
10. Ensuring that interviews are done for retiring Board members. (Why? Not opposed just unsure as to the merit/time requirement. If board members leave in less than 6 years they usually state the reason anyway)
11. Ensuring that self-evaluations of Board members, and the Board as a whole, are executed on a regular basis. (Should be done at the same time as the evaluation of the Executive Director)

Adopted by Humanities Montana Board, September 2023

Reviewed and Approved by HM Governance Committee, May 2023

Also there is nothing in here describing the nominating process for officers as our bylaws state. There is no procedure for selection and approval process for new trustees either. Perhaps those are just understood under duties rather than needing to be addressed in the charter? Is there a reason that the word “member” and “director” are used interchangeably? This was the Trusteeship committee – what are we??

Lastly there is significant overlap between Executive Committee duties and “Governance” committee duties in this document that I am uncomfortable with. I apologize for not volunteering to serve on this committee as perhaps I should have but as the document currently stands I will not vote for approval in September.