

Set Up a Governance Committee to Keep Your Board on Track

The Governance/Nominating Committee is the most important committee on your board. The job of enlisting new board members who have the skills, talent, networks, and passion to help advance your organization is a vitally important task. Too often the job of recruiting board members is neglected until the last minute, and then relegated to a temporary nominating committee, which may or may not take its work seriously.

Poorly organized nominating committees tend to rush through their work. I have seen nominating committee members take the easy way out by recruiting friends and relatives. Obviously, individuals selected this way may not be the right people to advance your organization.

Change the Nominating Committee to a Governance Committee

To be at its most effective, you should eliminate the nominating committee completely and instead form a Governance Committee with broader responsibilities. Instead of being in action for only a few months each year, the Governance Committee is a standing year-round committee. Its job is to look after the processes and functioning of the overall board as well as the enlistment process of new board members. The Governance Committee is the recruiting, assessing, and social committee of the board.

Here are its jobs:

- Maintain an inventory of the skills, capabilities, and other desirable characteristics of present members as well as members you are seeking to add.
- Conduct an annual Board Self-Assessment on how well the board is functioning, both as a whole and as individuals.
- Monitor meetings to ensure their effectiveness and efficiency.
- Oversee the involvement and engagement of all board members; check in with those who miss meetings and those who have many absences.
- Monitor board vacancies and enlist new board members who fit the Dream Team profile.
- Meet quarterly to identify and review the cultivation status of potential board members.
- Manage board social events so that all board members can get to know each other.
- Manage appropriate board orientations, and invite the rest of the board to attend them.
- Manage appropriate board diversity.
- Manage the overall board's continuing education.

One of the Governance Committee's major jobs is to look after board vacancies on an ongoing basis, covering the functions of a nominating committee. A smart Governance Committee that takes its work seriously will constantly be looking for great potential board members. It should always keep a pipeline of several prospective board members who are identified and under cultivation. The committee should be regularly engaged in selecting and interviewing potential board members, slowly cultivating them until they seem ready to be asked to serve, and you need them to serve.

Why the additional functions of a Governance Committee? Because it is important to have an internal group of peers who look out for the care and feeding of the board itself. Only peers can ask "How are we doing?" or "What do we need to do to be more effective?"

Organizations that have active Governance Committees typically have a happier, more engaged board, one that is clearer about its expectations, its work, and the results it is creating. The Governance Committee is like a watchdog over all the board's activities and operations. Among its duties are:

- ***Monitoring the board's overall functioning.*** This process gives you a way to identify problems or breakdowns. (And we all know that they will occur!) They will be the cheerleading group that can help inspire everyone on the board to tackle vigorously any tough issues and the work at hand. Every board needs an enthusiastic cheerleader or two.
- ***Monitoring social time.*** Additionally, I am a firm believer in having enough social time for the board members to get to know each other. As I mentioned earlier, how can a group of people work collegially together as a board or committee if they don't even know each other?

No group can function effectively unless the members have a friendly relationship. As I've mentioned before, the coffee social before each board meeting can be most valuable. This is when casual, friendly, personal conversation happens, which generates trust and cohesion within the group. The Governance Committee makes sure that these important social times happen.

- ***Acclimating new members.*** New board members have a particularly hard time fitting in and feeling comfortable making their contributions, when they are not well acquainted with other board members. Think about how you feel when you enter a new group of people who all know each other and who are already working together. We all too often neglect our new board members, leaving them to fend for themselves and meet other board members haphazardly.

The Governance Committee makes certain that the new members are properly oriented and acclimated and that they get to know the other board members. The Governance Committee makes sure those often forgotten and overlooked name tags are ready for *each* board meeting. Someone on the Governance Committee needs to take special responsibility for making introductions for the new board members so that they will feel comfortable.

- *Monitoring board member engagement and satisfaction.* Another major function of the Governance Committee is monitoring board member happiness, engagement, and satisfaction. Remember, as we discussed previously, that board members who are dissatisfied with their role and their experience are more likely to catch that dreaded and contagious disease, board member malaise.
- *Guarding your board's informal culture.* We have explored earlier the difficulties of changing the culture of a group of people, including its ways of operating, communicating, and making decisions. The Governance Committee can be the guardian of your board's informal culture, working to keep these attitudes positive, engaged, and focused on the big picture. If a negative or disengaged energy sets in, it can be difficult to cure.

The Governance Committee can help safeguard the good energy and positive outlook of new board members. The last thing you want is for your new, enthusiastic board members who are energetically embracing their new roles to confront tired “same old, same old” attitudes. They are likely to lapse into inaction very quickly, as the old board culture takes over and kills their enthusiasm.

It is up to the Governance Committee to be sure that no energy-sapping malaise ever sets into keep this unhappy condition at bay, this group should use its full range of inspirational and management tools: exciting, visionary retreats; honest self-examinations and self-assessments; a professional, deliberate recruiting process; ample social time for board members to create friendship and collegiality; and ensuring that meetings are dynamic, engaging, and dealing with important issues that affect the organization's future. The Governance Committee members are also the ones who ask: “How did we do?” Their job is to look at how the board operates, how it conducts meetings, and how effective the time is that the entire board spends together.

Consider the Power of Asking: “How Did We Do as a Board in Our Meeting Today?”

After the full board meeting is formally adjourned, the Governance Committee can convene informally and ask: “How did we do as a group today?” What an interesting conversation: a chance to open up informally, and share opinions and issues that the formal Robert's Rules of Order meetings don't allow. This type of discussion draws out a new type of conversation. It is an out-of-the-box approach to group process.

What is “group process” anyway? The term refers to the informal modes and ways a group functions together. How the “culture” of the group operates. How it treats its members. What it values. Who dominates? Who hides? What alliances there are within the group? How it communicates among the members and the tone of those communications. Does the group respect differences or ignore them? Is there collegiality or division?

I have a friend who is a shrink and who sits with me on a foundation board. After one particularly long and somewhat tiresome conversation about a planning issue, she remarked to me, “I just love to sit back and watch the group process of this board!” Being a nonprofit fundraising consultant and having gone to business school, it had been a long time since I had taken a psychology course or even heard the term “group process” —but board meetings are a showcase of group process, for better or worse.

In her book, *Exposing the Elephants: Creating Exceptional Nonprofits*, Pamela Wilcox suggests asking the following questions to reflect on board performance. These questions have come from her experience, with comments that have come from mine. And these are the things the Governance Committee should consider in evaluating how the board performed:

- Does the President (Board Chair) chair the meetings effectively? Why or why not?
- Do the agenda items relate to and support good governance? Are we addressing the important issues in our meetings?
- Are all board members contributing, or are a few dominating our discussions?
- Are we seeking feedback from our key stakeholders?
- Are we scanning the horizon for trends and outside influences and taking action?

Wilcox also suggests a lighthearted way to manage the business of monitoring board meeting behavior: “Create a checklist for good board conduct; assign someone at each meeting to check off the list and report in the last hour. Make it okay to goof up by awarding funny gifts for bad behavior. The idea is that everyone makes mistakes; doing it wrong is how everyone learns to go it right the next time.” I love the idea of clearly identifying “good board conduct.” It is something that is not discussed. We all know that is *not* “good board conduct.” Just think of the meetings we have sat through in survival mode, exasperatedly listening as someone goes off endlessly on an irrelevant tangent, or indulges in unproductive hand-wringing, or brings up old decisions that had been laid to bed months ago.

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