



Tree Research & Education Endowment Fund

Policy/Procedure Statement

Subject: Governance Committee Policy Policy No.: 08-BOD

1. Committee Responsibilities: The committee shall:
 - a. Manage the process of cultivating, recruiting and orientating new Board members
 - b. Oversee the board's development
 - c. Maintain the board's internal processes
 - d. Assist in maintenance of board committees by facilitating member nomination, internal communication and function.
2. Committee membership: The committee shall have
 - a. A minimum of 5 members
 - b. A minimum of 2 non Board of Trustees members
 - c. The Vice Chairman of the Board shall be the chair of the governance committee.
3. Manage the process of recruitment and solicitation of new board members
 - a. Develop and maintain a recruitment plan for the purpose of continuously cultivating new prospects
 - i. Maintaining a list of contacts and pertinent details
 - ii. Make new contacts to add to list
 - iii. Continuously monitor list for changes in status



- iv. Provide Trustees with tools for recruitment of new board members
- b. Establish and maintain an orderly process for nomination and consideration of potential Board members (see board recruitment process and board candidate documents)
 - i. Provide to potential nominees:
 - 1. Internal Case Statement
 - 2. Responsibilities of Trustees
 - 3. Conflict of Interest Statement
 - ii. Require from nominees:
 - 1. Application
 - 2. References
- c. Interview prospective board members and recommend candidates to the Board
 - i. There shall be no restrictions on eligibility
 - ii. Conflicts of interest will be addressed in advance and handled on a case-by-case basis.
- d. Recommend a slate of officers to the board: Chairman, Chairman-elect, Vice Chairman, Treasurer
- 4. Oversee the board's development
 - a. Prepare and review periodically priorities for board composition
 - i. Identify skill sets the board needs
 - ii. Identify demographic need of the board



- iii. Use identified need to select candidates to nominate for board
- b. Orient new board members
 - i. Appoint an ad-hoc orientation committee to meet with new Trustees to discuss responsibilities and procedures and answer questions prior to first Board meeting if possible
 - ii. Develop and maintain talking point agenda or outline to facilitate meeting
 - iii. Develop a list of desired outcomes for the meeting
 - iv. Evaluate the success of the meeting and make necessary adjustments.
 - v. Work to insure new board members attend orientation meeting and read board manual
- c. Review board manual annually
 - i. Audit Changes
 - ii. Make suggestions for edits
 - iii. Insure it meets best management practices standards of the foundation industry.
- d. Encourage ongoing education for all members related to their board responsibilities
- e. Ensure the board regularly engages in self-assessment
 - i. Facilitate regular:
 - 1. individual self-evaluation



2. self evaluation of current board as a whole
3. peer evaluation of current board members
- ii. Disseminate resulting information
- iii. Maintain confidentiality.
- f. Review annually the job descriptions for board members
 - i. Audit Changes
 - ii. Make suggestions for edits
 - iii. Insure it meets best management practices standards of the foundation industry
5. Maintain the board's internal processes
 - a. Establish and monitor voting procedures and maintain integrity of votes
 - i. Electronic votes should be preceded by an opportunity for discussion in a Board meeting. That meeting may be a conference call, WebEx or any other teleconference options available to all Trustees.
 - ii. Electronic votes of all types will be ratified (in consent agenda) at the next in-person meeting
 - b. Established and maintains Duties of officers and order of ascension
 - i. Chairman-elect will become Chairman.
 - ii. The Vice Chairman should be chosen with an eye toward



Governance skills.

iii. There is NO presumption that the Treasurer or Vice

Chairman will become Chairman-elect

c. Develop and oversee a process to address Conflict of Interest questions, including actual and perceived conflicts with an emphasis is on full disclosure

i. In decisions relating to an expenditure or contract, the

Chair should

1. Ask all Trustees whether any real or potential conflicts exist prior to discussion.

2. When a conflict of interest has been identified, the Trustee should excuse him or herself from all discussion and voting.

a. The Chair may need to remind the Trustee to leave the room.

ii. When a potential conflict comes to the attention of the organization, the Executive Committee will address the issue.

1. If a member of the Executive Committee is involved, the Chair of the Committee most closely related to the potential conflict will substitute.

6. Assist in maintenance of board's committees by facilitating



nomination, communication, and functions

- a. Suggest new, non-board candidates for committee membership, especially as a means of developing prospective Trustees
- b. Support functions and overall efficiency of all Board committees
 - i. Facilitate communication among committees
 - ii. Ensure minutes of committee meetings are distributed in a timely fashion after meetings to all other committee chairs plus the President/CEO
 - iii. Maintain schedule of committee meetings so that it is available to committee members, other committee chairs, President/CEO

Issued by

Date revised:

Board Action (give date of vote) December 13, 2011

-or-

TREE Fund Chairman's Signature _____

-or-

President/CEO's Signature _____