

Build Your Board Development Committee

RESOURCE

2015

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Great boards don't just happen. First, the right people are recruited and oriented. Then, they are provided with the opportunity, structure and support to do great things. It all begins with a strong board development committee.

This toolkit outlines the building blocks of creating a strong board development committee, including core responsibilities of the committee, and a sample terms of reference for your board development committee.

Build Your Board Development Committee

The board development committee will lead your board to select new members, identify learning opportunities for the board, and create robust governance structures to align the work of the board with your organizational mission and vision. The board development committee is one of the most important committees of the board: it yields tangible returns through better board performance; and, it acts as a conduit to attract new skills, perspectives and abilities to the organization at the crucial level of organizational governance.

The committee often is led by the chair of the board, and invites participation from current board members. The Executive Director is frequently involved in a consultative capacity. Past board members who were strong may also contribute – a past president, for example, can be an asset if they have a strong sense of the current board and what it requires to move forward.

Set the responsibilities of the committee

It is essential the Board is clear regarding the committee's objectives and goals. Terms of reference for the committee ensure the scope of their job is well defined and clear to everyone. A sample Board Development Committee Terms of Reference is provided at the end of this document.

Each year, the committee develops a plan and timeline for meeting its responsibilities. Some responsibilities will be consistent each year (identify board member prospects, interview interested candidates, etc.) while others might be part of a longer-term plan which moves the board toward targeted larger succession planning, board education or governance goals.

Identify the skills and abilities you require in new board members

Assessing the current makeup of the board, for its strengths and opportunities, is a key role of the committee to best determine the requirements of the board. Identifying what skills, experience and demographics would best suit the board in the upcoming years is important before beginning the recruitment process. A board matrix can be used to take stock of current skills and attributes, and to determine what experience and abilities are still required.

Prospect for new board members

The committee can identify prospective board members suggested by various sources including: external advertising, current committee members, skilled volunteers engaged in your organization's work and/or that have been advisors to your board. Potential candidates from past years may be useful if prospects were not chosen because their skill set was not required at the time or they were too busy the last time they were approached.

Once the committee has an initial list of good candidates, it's important to approach those people and cultivate relationships with them well in advance of the nomination process. The committee will need to do its homework to determine the interests, abilities and appropriateness of each prospect in advance of meeting with potential board members.

The Board Development Committee is also responsible for accepting applications/expressions of interest in all vacant Executive positions on the Board. Based on the applications/expressions of interest, the BD Committee will make recommendations to the Board for approval of all Executive positions.

Identify and organize learning opportunities

A healthy and high-functioning board will be dynamic, with new members joining and old members leaving each term. Ongoing renewal is key to remaining responsive to the community needs, but it means that the mix of skills and knowledge on the board is always changing. A tool like a board skills matrix can be used to identify any skills gaps, and guide education and training activities for the board.

The committee is responsible both for initial board member orientation to your organizational mission and culture, as well as providing learning opportunities that are specific to your future goals or strategic plan. Over time organic knowledge transfer may weaken, so it is good to

provide training sessions to refresh understanding of key topics, such as engaging in strategic and generative conversations, financial oversight, and fund development.

In addition to transferring knowledge and developing technical skills, the committee will evaluate the dynamics or teamwork of the board, and arrange appropriate team building opportunities and retreats.

Review board governance policies

Each year, the committee will engage in a review of key board governance documents, such as committee terms of reference, bylaws and board role descriptions. This will ensure ongoing clarity, completeness and currency. Ideally, each governance document will include the date created and last modified, and indicate how frequently it will be reviewed. This will allow your committee to stagger their work in this area across multiple years. For example, if your committee reviews bylaws one year; in the following year they might review committee terms of reference, and board role descriptions in the third year. The cycle would begin anew in the fourth year.

Evaluate board performance

Finally, the board development committee will work in concert with the Chair to develop consistent processes for board members to evaluate the performance of the board as a whole. Guiding this process are clear goals, often stated in terms of KPI's or key performance indicators. The committee might create tools such as a questionnaire for board members to complete, or opt for structured one-on-one interviews. Collecting feedback on the structure, flow and effectiveness of board meetings will also serve as a key element of the committee's evaluation work. This feedback, once collected, can be used to make recommendations regarding the format of board meetings.

Board Development Committee

Terms of Reference

April 2015

GOAL

To ensure a leading edge governing Board that adheres to the same governance principles that Vantage Point encourages other organizations to adopt

ROLE

The Role is focused on ensuring continuity of leadership on the Board, the competencies required of Board members, and determining the make-up and potential gaps in competencies required in current and potential Board members. This committee will be responsible for ongoing development of the governance knowledge of Board members and ensure Board self-evaluation – both as a group and as individuals.

CORE VALUES FOR GUIDING THE COMMITTEE

1. We value a culture of “appreciative inquiry” which includes valuing innovation.
2. We value a culture of mutual respect, diversity, and learning.
3. We value all committee members as individuals, not as representatives of any organization.

MEMBERSHIP

- The Task Force will be convened by the Committee Chair (currently the incumbent Vice Chair)
- Vice Chair
- Current Chair
- Past Chair
- Selected past Board members if required
- Others as deemed appropriate by the group

Objectives

- To review and amend Board Member competencies
- To update and/or develop policies concerning board governance and make recommendations to the Board of Directors
- To conduct board member recruitment (on-going) selection (e.g. identify candidates, interviews, due diligence) and recommend approved candidates to the board for nomination
- To present a slate for the Board at the AGM
- To facilitate a committee chairs meeting assigning board members to committees
- To ensure annual evaluation and follow up of the board as a whole and of individual board members
- To plan ongoing governance educational opportunities

ACCOUNTABILITY

- The committee is responsible to the Board Chair.
- The committee will meet as often as required and at least twice per year.
- The committee shall report its discussions to the Board by making minutes of its meetings available to all board members and providing a report at the next Board meeting.

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