

Foundation Governance Committee Chair

Supervisor: Foundation Chair

Department: Foundation

Date Created or Revised: January 2025

Purpose

The Governance Committee (Committee) is a standing committee of the Gamma Phi Beta Foundation (Foundation) whose purpose is to provide advice and counsel to the Foundation Board of Trustees (BOT) regarding, and oversight of, matters related to governing the organization including the identification of BOT candidates and ongoing BOT development. The Governance Chair (Chair) will lead the Committee.

Responsibilities

The Chair will oversee Committee actions to include:

- Advise the BOT regarding governance strategies regarding individual Trustee effectiveness, BOT service and best practices, policies and procedures for overall good governance.
- Develop, periodically review and recommend to the BOT a set of corporate governance principles applicable to the Foundation.
- Evaluate, at least annually, and recommend action to the BOT where appropriate on the quality, sufficiency and currency of information furnished by management to the BOT in connection with BOT and Committee meetings and other activities of the Trustees; the BOT's performance and effectiveness; the composition, organization and practices of the BOT; tenure and other policies related to the Trustees' service on the BOT and corporate governance matters generally.
- Develop and conduct an on-boarding process and implement continuous education for Trustees in all areas of governance.
- Develop annual self-evaluations for all standing and special committees of the BOT.
- Annually review the composition of each standing committee of the BOT and nominate the members of the Committees.
- Monitor the periodic succession/rotation of Committee chairs.
- Review and monitor compliance with BOT-approved policies and recommend new policies to the BOT, as necessary.
- Review Trustee conflict of interest forms.
- Set goals and evaluate Committee progress toward goal achievement.
- As needed, develop recommendations for the BOT to consider.

Additionally, the Chair will work with the Foundation Chair and Foundation staff to:

- Lead the Committee in responsibilities pursuant to charter.
- Lead the Governance Committee in its responsibilities pursuant to this charter.
- Develop an annual calendar of governance work for the Committee and the Foundation.
- Working with the Foundation's chief of staff, maintain the governance files for the Foundation, including final versions of all governing documents, policies and procedures.
- Maintain a matrix of Trustee skills and terms of office.



- Develop presentations to the BOT and Committee and facilitate open communication.
- Schedule and chair all Governance Committee, Nominating Committee and other subcommittee meetings.
- Establish the agenda for each Committee and subcommittee meeting.
- Work with Foundation staff to publicize openings for new Trustees.
- Train new Committee members.
- Solicit input from Governance Committee members on amendments to the Governance Charter at least annually. As appropriate, submit any proposed amendment(s) to the BOT for approval.
- Coordinate and lead new Trustee onboarding.
- Provide leadership and direction to the Committee and any subcommittee in setting priorities, making assignments, establishing timelines, reviewing data and distributing information.
- Report periodically to the BOT on activities of the Committee and its subcommittees, with written reports provided in accordance with the meeting homework schedule.

Expectations

- Be a current BOT member.
- Attend and lead Committee meetings occurring at minimum quarterly and more often, if necessary, to complete the Committee's responsibilities.
- This role requires 10 hours per month, on average.
- No travel is expected for this role. Any changes in travel expectations will be communicated to volunteers.
- Complete basic Fidelity volunteer modules and other required training.
- Be a member in good standing by paying **annual international alumnae dues** or being a **Life Loyal** member.
- Annually sign a Confidentiality Statement and a Conflict-of-Interest Policy.

Preferred Competencies and Experiences

- Experience working in teams and with critical thinking.
- Ability to work in a virtual environment and lead a virtual team.
- Ability to work cooperatively with other Committee members, BOT and Sorority staff.
- Gamma Phi Beta volunteer experience or experience in board-level leadership positions outside of Gamma Phi Beta.
 - Experience serving as a Trustee or on a non-profit board.
 - Preferred experience serving as a board chair and/or legal experience related to board governance.

