



ROLE

The Governance Committee (“the Committee”) will serve a variety of roles for the Board of Directors of CareerSource Capital Region (“the Board”):

- 1) Develop and monitor performance against the organization’s mission, vision and strategic plan;
- 2) Provide guidance to the Board on policies and procedures, leadership and composition, CSCR Board guidelines, and conflicts of interest;
- 3) Assist in new Board Member orientation programs;
- 4) Evaluate the effectiveness and accountability of the Board through a self-evaluation survey administered annually;
- 5) Administer and share the results of the self-evaluation with the Board; and
- 6) Review the overall governance structure of the organization.

COMMITTEE LEADERSHIP (CHAIR)

Pursuant to Article IX of the Bylaws of Big Bend Jobs & Education Council, Inc. d/b/a CareerSource Capital Region, a Board Member will hold the Committee Chair position. A Vice-Chair, who must also be a Board Member, will serve as backup when the Chair is not available.

MEMBERSHIP

Pursuant to Article IX of the Bylaws of Big Bend Jobs & Education Council, Inc. d/b/a CareerSource Capital Region, the Committee may be comprised of both Board and community members who possess relevant experience and expertise in the subject area of the respective committee and who may qualify to serve as a Board Member in the future. Therefore, emphasis will be placed on recruiting business leaders. The committee shall contain no less than three (3) and no more than ten (10) members. The membership of the Committee shall be comprised of a majority of Board Members.

MEETINGS & QUORUM

The Committee meets quarterly prior to the quarterly Executive Committee meeting so that reports and recommendations are presented to the Executive Committee for review and then to the full Board for action, as necessary. Additional or emergency meetings may be conducted at the request of the Board Chair or the Committee Chair. Members are expected to attend each committee meeting in person or via the established method of telecommunications.

In accordance with Article XII, Section 12.6, a quorum for all legally called committee meetings shall exist when a majority of the members is present, but if at any meetings there shall be less than a quorum, a majority of those members present may vote to continue the meeting. Voting may be accomplished in-person, via fax or via the established method of telecommunications and will be followed by the actions taken by the Executive Committee and full Board, as necessary.



Meeting agendas and action items shall be prepared prior to every meeting and provided to Committee members a minimum of five (5) business days before the scheduled meeting. Minutes of all meetings will be recorded.

AUTHORITY

In discharging its role, the Committee is empowered to oversee and inquire on matters it considers appropriate to carry out its responsibilities. Staff will supply the Committee with data and all documents requested for review.

KEY RESPONSIBILITIES

The Committee shall undertake the following responsibilities as its guide. To fulfill its purpose, the Committee shall:

- a) Assess annually the organization's performance against its strategic plan;
- b) Review the mission, vision and values of the organization and recommend amendments, as deemed appropriate;
- c) Administer and review the results of the Board's self-evaluation annually;
- d) Report regularly to the Board on the Committee's findings, recommendations, actions, and any other matter deemed appropriate;
- e) Review the Board of Director's policies and procedures and make recommendations for amendments or changes based upon need or changes in state and/or federal law;
- f) Review the Board size and composition as a whole, its committees and any advisory bodies to include whether the Board, its committees and advisory bodies reflect the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity, development ability, geographic representation, and other desired qualities;
- g) Oversee the implementation and effectiveness of, periodically review, and recommend modifications as appropriate to, the organization's committee structure and organizational documents, including the certificate of incorporation, Bylaws, Board Policies (such as Code of Conduct, Conflict of Interest and Whistleblower Policy) and recommend to the Board amendments as the Committee deems appropriate;
- h) Consider all governance issues that may arise and make the appropriate recommendations to the full Board; and

STAFF SUPPORT

The following staff support this Committee along with an administrative staff member for taking minutes:

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