DEL-MOR DWELLINGS
Housing Solutions Supporting Mental Health

DIRECTORSHIP & GOVERNANCE COMMITTEE POLICY AND PROCEDURES

1. PURPOSE OF THE COMMITTEE

The Directorship & Governance Committee has three primary goals:

1. **Monitoring and Facilitating Board Development:** Ensuring the healthy development and operation of the board, its committees, and individual board members.
2. **Officer Selection and Succession Planning:** Annually creating a slate of officers and recommending committee chairs.
3. **Supporting Board Governance:** This involves various aspects as directed by the board, including:
    - Recruitment for the Board of Directors and committees
    - Board Training and Development
    - Performance Evaluation of the Board and the Executive Director
    - Board Member Engagement
    - Governance Policies
    - Strategic Planning

To achieve these goals, the committee works year-round to build community relationships, recruit volunteers for organizational roles, provide development and training opportunities for volunteers, and evaluate the performance of the board and its members.

2. COMPOSITION AND SELECTION

The committee shall be comprised of the Executive Director and at least six members, including both board members and community members. The board of directors will determine the composition of the committee annually, with each member serving a one-year term with no maximum term of service. The Board shall designate the Chair of the Committee.

Prospective candidates are selected by the board chair and presented to the board for approval prior to the beginning of each fiscal year. Community members may be selected to participate exclusively in the committee's directorship functions or engage in the full duties of the committee as determined by the board. If community members are limited to participating only in directorship functions, the Board should ensure that the number of board member appointments is sufficient to maintain the committee's overall scope.

3. DUTIES AND RESPONSIBILITIES

In carrying out its responsibilities, the Committee shall:

- Develop and recommend to the Board for approval the criteria and policies set forth in the Governance Guidelines for the selection of members of the Board.
- Collaborate with the board and staff to annually review the composition of the Board and its committees, focusing on succession planning and assessing the skills, personal qualities, and attributes of members.
- Conduct a search for prospective new board members based on the criteria set forth in the Governance Guidelines and the needs of the organization. The Committee will review and evaluate the qualifications of prospective board members in consultation with the Chair of the Board and the Executive Director.
- Recommend the re-nomination of current board members whose terms are expiring after considering the same criteria applied to evaluate new members.
- Recommend committee assignments and appointments of committee chairs for approval by the Board in consultation with the Chair and Executive Director.
- Review each required offer of resignation by a Board member and recommend an appropriate course of action to the Board.
- Oversee the orientation of new Board members and continuing education for directors.
- Develop and oversee the annual performance assessment process for the Board and provide a report of the results to the Board of Directors.
- As necessary, review the organization's governing documents and recommend appropriate action to the Board.
- Monitor and review the organization's compliance with laws and regulations, its Code of Ethics Policy, and any potential violations involving Board members, the Executive Director, or the organization's senior leadership team.
- Recommend to the board for approval a Conflict of Interest Policy, a Code of Ethics, a Whistleblower Protection Policy, and a Record Retention and Document Destruction Policy.
- Perform such other duties as are necessary or appropriate to further the Committee's purposes, or as the Board may from time to time assign to it.

4. MEETINGS

The Directorship & Governance Committee shall meet at least quarterly, or more frequently as circumstances dictate. Meetings may be held in person, via teleconference, or through virtual platforms to ensure full participation. The Committee Chair, in consultation with the Executive Director, will set the agenda for each meeting. A majority of the Committee members shall constitute a quorum for the transaction of business.

5. CONFIDENTIALITY

All matters discussed within the Directorship & Governance Committee, including deliberations on potential board members and other sensitive matters, shall remain confidential. Committee members are expected to adhere to the highest standards of confidentiality and to protect the integrity of the process. Any breach of confidentiality may result in removal from the committee.

6. PROCESS FOR DETERMINING POTENTIAL CANDIDATES

1. **Identification of Needs:** Annually, the Committee will assess the current composition of the Board and identify gaps in skills, experience, and diversity that need to be filled.
2. **Outreach:** The Committee will engage with community leaders, current board members, and other stakeholders to identify potential candidates who meet the criteria outlined in the Governance Guidelines.
3. **Self-Nomination Mechanism:** Annually, the Committee will issue an open invitation to all eligible community members to submit a self-nomination for consideration as a board or committee member. All self-nominations will be evaluated in the same manner and at the same time as other potential candidates.
4. **Evaluation:** Prospective candidates will be evaluated based on their qualifications, experience, commitment to the mission of the organization, and ability to work collaboratively with the Board. This process could include reviewing resumes, conducting interviews, and checking references.
5. **Recommendation:** The Committee will recommend a slate of candidates to the Board for approval. This recommendation will be based on the strategic needs of the organization and the results of the evaluation process.

7. ONBOARDING PROCESS FOR NEW BOARD MEMBERS

The following steps serve as a guide for onboarding new board members:

1. **Welcome and Introduction:** After board approval, new members should receive essential documents, including the organization's bylaws, strategic plan, recent board meeting minutes, and a copy of the board member's job description.
2. **Orientation Session:** New board members should attend a comprehensive orientation session led by board members and the Executive Director. This session will cover the

organization's history, mission, values, governance structure, current strategic priorities, and any other relevant topics.

3. **Mentorship:** Each new board member should be paired with an experienced member who will serve as a mentor during their first year. The mentor will offer guidance, answer questions, and help the new member integrate into the board's culture.
4. **Board Responsibilities Overview:** New members should receive a detailed overview of their roles and responsibilities, including fiduciary duties, legal obligations, and expectations for meeting attendance, committee participation, and fundraising efforts.
5. **Meeting Participation:** Potential board members should be encouraged to attend board meetings as an observer before officially taking their seat. This allows them to become familiar with meeting procedures and dynamics.
6. **Ongoing Support:** Throughout their first year, new members will have regular check-ins with the Board Chair and their mentor to address any questions or concerns and to ensure they are fully engaged in their role.

8. IDEAS FOR SUPPORTING ONGOING BOARD DEVELOPMENT

1. **Organize an Annual Board Retreat:** Focus on team building, strategic planning, and professional development. Include workshops, guest speakers, and facilitated discussions on topics relevant to the board's work.
2. **Offer Continuing Education Opportunities:** Provide board members with access to webinars, seminars, and conferences on nonprofit governance, fundraising, and other relevant subjects. Regularly circulate information about these opportunities.
3. **Implement a Performance Evaluation Process:** Conduct an annual self-assessment for board members to provide feedback on individual performance, identify areas for improvement, and highlight opportunities for further development.
4. **Invite Guest Speakers and Host Workshops:** Arrange for guest speakers to address the board on leadership, governance trends, and sector-specific challenges. Conduct workshops on topics like diversity and inclusion, financial oversight, and strategic planning as needed.
5. **Facilitate Peer Learning Sessions:** Create informal peer learning sessions where board members can share best practices, discuss challenges, and learn from each other's experiences in a collaborative environment.
6. **Recognize and Acknowledge Contributions:** Ensure that board members are recognized for their contributions through formal acknowledgments at meetings, in newsletters, and during annual events. This recognition can help reinforce the importance of ongoing development and engagement.