

AGB

**Effective
Committee
Series**

The Governance Committee
Independent Institutions

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Effective Committees

This publication is part of an AGB series devoted to strengthening the role of key standing committees of governing boards. While there is no optimal committee system for institutions of higher education, certain principles, practices, and procedures prevail. The best practices outlined below support the objectives of board committees: focused effort, informed decision making, and self-management.

FOCUS THE WORK OF COMMITTEES

The work of boards should be grounded in the work of their committees. Working in tandem, committees enhance the purpose and advance the productivity of the full board.

1. Committee charges or charters should clearly declare the governance purpose of each committee.
2. Committee work should be aligned with the institution's strategic vision, goals, and priorities.
3. Committees should translate their charges into annual goals and work plans that align with the board's governance responsibilities and the institution's strategic plan.
4. Committees should focus on monitoring their accomplishments and the institution's strategic process.
5. Committee meeting agendas should be concise, be developed in consulta-

tion with the committee chair and designated staff member, clearly state desired meeting outcomes, and they should be distributed—with appropriate supporting documents—well in advance.

6. Committee members should strike an appropriate balance between “too much” and “too little” information. They must guard against requesting overly detailed information to avoid becoming embroiled in administration or overburdening staff. At the same time, they need sufficient supporting materials to make sound recommendations and ensure adequate oversight.

FACILITATE INFORMED AND PARTICIPATORY DECISION MAKING

Committees are responsible for recommending decisions and actions to the full board. They should serve as models of good governance, where issues are debated and recommendations are framed openly, inclusively, and with full transparency.

1. Committees should deliberately include constituents whose voices have legitimate bearing on the topics under consideration.
2. Board members and constituents should have an active and reciprocal understanding of their respective roles and responsibilities within the institution’s governance structure.
3. Through committees, board members and the institution’s constituents should engage in a dialogue that demands facts and explores critical issues within the appropriate boundaries. Jointly and based on mutual trust, they should learn to ask the right questions that honor governance prerogatives and advance the institution’s strategic direction.
4. When making formal recommendations to the full board, committees should present conclusions that summarize relevant data and findings, including constituent voices and diverse perspectives.

ORGANIZE THE WORK OF COMMITTEES

While board bylaws often define the committee structure, the needs of each committee vary depending on the committee’s purpose and the institution’s changing circumstances. Within the division of labor between committees and the board, committees have responsibility for managing their own policies and practices.

Introduction to the Governance Committee

The governance committee is arguably the most important committee that a board of trustees can empower. The committee identifies, vets, and selects trustees who bring the necessary experience, skills, and character to the board. The governance committee also works to identify best practices in governance and introduce them to the board and its committees, ensuring such practices are appropriate for the culture of that specific board and the institution it oversees.

The governance committee began decades ago in independent colleges as a narrowly defined “nominating committee” for new board members. It was responsible for the process of bringing candidates to the board, with little attention to a candidate’s credentials for board service, other than perhaps the ability to give. Governing boards at that time were largely passive, and the governance culture was often dominated by trustees’ deference to a sitting president who received fiscal authority and license to carry out his or her ideas by working closely, and often solely, with the chair of the board.

Over time, the governance committee has evolved, and its list of responsibilities has expanded, leading many institutions to rename it the committee on trustees, committee on trusteeship, committee on directors, or the governance committee, as in the case of this booklet. As the demands on boards

have expanded and become more complex, the committee has had to become more thoughtful about the selection of new trustees and the composition of the board, as well as more involved in orientation and continuing board-education programs, mentorship of new board members, and trustee self-assessment. The committee has also become the key means by which a board monitors best practices in governance and adopts those that promise to improve its effectiveness in the oversight of its institution. A board looks to its governance committee today not only to attract talented members but also to help it ask the right governance questions.

Why? Because most boards are now recognizing that their institutions are confronting significantly greater competition and financial urgencies than ever before. They are also grappling with growing demands from students, parents, and the public to manage their assets well and provide value for the tuition and tax dollars invested. And, as the nation needs better-educated students to compete globally, higher education must prove and defend its historic responsibility to educate and prepare those students. These trends have all combined to pressure boards to perform at the highest levels of excellence. Today, an institution cannot be effective without an effective board—which, in turn, requires an effective governance committee.

This booklet will discuss the purpose of the governance committee, its composition and key responsibilities, the emerging trends that are influencing it, and the specific ways it helps support the board and the institution.

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