[Hospital Name]

*Board of Trustees*

Governance and Nominating Committee Charter

**Purpose**

The Governance and Nominating Committee assists the Board with governance strategies, structures and systems. In addition, the Governance and Nominating Committee identifies and recommends to the Board, individuals qualified to become board members. The Committee also recommends nominees as committee chairs, committee members, task forces and advisory councils.

**Membership**

The Governance and Nominating Committee’s chair and committee membership shall be appointed annually by the Board Chair. The Committee shall be comprised of [insert number of Committee members (e.g. “…shall be comprised of at least three Board members, and may include two non-Board members)].

**Meetings**

The Governance and Nominating Committee shall meet [insert any requirements for meeting frequency, e.g. not less than quarterly, and as needed or when meetings of the Committee are called by the Committee chair]

Meeting attendance shall include in-person presence, teleconference, videoconference or other electronic presence The quorum for the Governance and Nominating Committee meetings shall be [insert any quorum requirements]. Committee action requires a majority vote of members present.

Minutes of all committee meetings will be kept and submitted at the next meeting of the Board.

**Responsibilities**

The Governance and Development Committee shall be accountable to carry out the following responsibilities:

***Governance Development***

* Sets policies and procedures designed to ensure that the Board is appropriately organized and educated to meet its fiduciary obligations.
* Makes recommendations to the Board regarding the nature and duties of Board Committees, including evaluation of their charters, duties and powers, and criteria for membership
* Ensures that the Board and individual committees develop written annual objectives
* Develops and implements a formal board member orientation plan
* Ensures ongoing education for all board members
* Identifies and brings to the attention of the Board and management current and emerging governance issues, trends and best practices that may affect business operations, performance or the public image of the hospital
* Oversees conduct of an annual performance assessment of the Board, Board committees, Board Chair and an annual self-evaluation by individual board members of their board performance
* Creates an action plan designed to support ongoing education and development of the Board based on assessment results

***Board Nomination***

* Develops an appropriate succession planning process for filling board member and board officer positions, including identifying the criteria for selection of new board members
* Identifies individuals qualified to become board members, and develops a pool of potential future board members with the talent and expertise that can strengthen the Board's ability to govern most effectively
* Makes recommendations for appointment of new trustees to the Board as current terms expire

***Committee Nomination***

* Reviews committee selection criteria with the Board annually
* Makes recommendations to the Board Chair regarding the appointment of committee chairs
* Makes recommendations to the Board Chair regarding the appointment of committee members, including rotation, reassignment or removal of any committee member.

***CEO and Senior Management Succession Planning***

* Develops a plan for the succession of the hospital's CEO and key members of senior management, including requirements for qualifications, character, skills and availability of potential successors based on the hospital's needs

***Committee Performance***

* Conducts an annual review and evaluation of the committee’s performance, including its compliance with this charter

**2016 Work Plan**

|  |  |  |  |
| --- | --- | --- | --- |
| **Activity** | **Responsibility** | **Resources Required** | **Completion** |
| 1. Brief name or descriptive title of activity | Name of individual accountable for the activity | $0,000 - estimated cost of resources required | Target completion date |
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**Reporting**

Reports to the Board of Trustees

**Date of Board Approval:**

**Dates of Reviews and/or Revisions:**

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