

## **CEO on Governance Committee**

### **QUESTIONS**

Our bylaws state that the Board Chair is not eligible to serve on the Governance Committee. Our new CEO and I (a new Board Chair) are confused about this. Is it best practice?

What is the role of the Board Chair and the CEO on a Governance Committee/ Committee on Trustees?

Are there any circumstances where their presence might inhibit good governance practices (i.e., board members expressing lack of confidence in the Board Chair)?

### **ANSWERS**

No, it is not “best practice” to disallow the Board Chair from serving on the Governance Committee/COT. To the contrary, I think it’s a good idea that the Chair attend Governance Committee/COT meetings (as with other committees), and to allow that person to be a voting member of the Governance Committee/COT, if that makes sense for your organization (and if it is permitted in bylaws). So, to answer the first question, you might want to amend your bylaws on that clause, and also ensure that they are current and aligned with good practice on other matters (assuming, of course, that all is lawful in your state). Typically, the Governance Committee/COT, or a Bylaws Subcommittee, reviews the bylaws annually to keep them current.

It is also common practice for the CEO to attend Governance Committee/COT meetings (as with other committees). The CEO typically serves on the committee ex-officio and may or may not have a vote – again, it depends on bylaws provisions and state laws. The role of the CEO and Board Chair on the Governance Committee are the same as for other committees – they are actively engaged in dialogue on key issues under the purview of the committee. For Governance/COT, it’s difficult to imagine not wanting the Board Chair and HOS to be involved here because all Governance Committee/COT matters—composition, onboarding and orienting new board members, offboarding members, individual trustee performance, committee structure and leadership, officer selection and succession, ongoing board education, board assessment, board culture and dialogue, meeting effectiveness, etc.—affect the CEO’s performance and the organization’s success.

If necessary, as with any committee, the Governance Committee/COT can go into Executive Session without the CEO or staff liaison (often, the Director of Development).

So, that leaves us with the Board Chair. If the Board Chair is a member of the Governance Committee/COT, and the committee wishes to discuss the Chair’s performance, the Chair would be asked to recuse themselves, just as the HOS does when the Board (or Compensation Committee) wishes to discuss the CEO’s performance. A good practice is to evaluate the Chair’s performance annually (or after each meeting). This way, all trustees have anonymous input regarding the Chair and the Chair gets needed feedback about what is going well/less well, strengths/areas for improvement.

[See Trower blog on Board Chair Assessment.]