

MACD Governance and Board Development Committee Charter - Duties and Responsibilities

For consideration at 8.8.2022 Board Meeting

Purposes.

1. This Charter implements the Bylaws of Montana Association of Conservation Districts (MACD) with regard to the Governance and Board Development Committee.
2. The Governance and Board Development is delegated authority to Act for the Board in fulfilling the Board's fiduciary duties by engaging in the activities identified in this Charter and by acting for the Board between meetings of the Board to the extent allowed by law, within the limits established in this Charter and the Bylaws.

Limitations. No committee of the board has the authority to:

1. Approve dissolution, merger, sale, pledge, or transfer of MACD's assets.
2. Elect or remove directors or permanently fill board vacancies.
3. Amend or repeal bylaws or articles of incorporation.
4. Hire or fire executive director.
5. Approve or change budget.

Chair. The Vice President will typically be the Chair of the Governance and Board Development. If he/she is unable to do so, the Board of Directors will elect a Chair.

Membership. Membership on the Governance and Board Development Committee shall consist of at least six directors, with the intent of having geographical diversity and approved by the Board of Directors.

Ex Officio Member. The Executive Director shall be an ex officio member without vote, invited to attend meetings of the Governance and Board Development Committee unless requested not to attend by the person acting as Chair.

Meetings and Procedure.

1. **Governance Calendar.** The Governance and Board Development Committee shall establish and continuously update a calendar of activities which outlines month or quarter within which basic functions of the Committee occur. This calendar will be integrated into the Board Governance Calendar each year by the Executive Committee.
2. **Scheduling meetings.** The Committee shall hold meetings at the call of the committee chair, Executive Director, or any two members of the committee.
3. **Minutes.** The Committee shall maintain minutes of its meetings and provide them to the full Board at regularly scheduled meetings or per MACD policies.
4. **Reporting to the Board.** Any action taken by the Governance and Board Development Committee between meetings of the Board shall be reported to the Board at the next meeting.

Responsibilities of the Executive Committee.

1. **Support the Recruitment and Selection of MACD Directors from Areas.** Support Area election of MACD board members through communications, materials, and information.
2. **Nomination of Officers.** At least five days prior to the MACD Board Meeting during the Annual Convention, the Governance and Board Development Committee shall submit to the Board of Directors, in writing, a slate of Officers for the next year.
3. **Nomination of Committee Members and Revision.** Submits recommendations for committees of the Board, including recommendations for changes in the committees and the charters of committees. It shall recommend members of Board committees and the Chair of such committee, if the Chair is not established by these Bylaws.
4. **Review of Articles and Bylaws.** At least every three years, the Governance and Board Development Committee shall review and recommend revisions to the Articles of Incorporation and Bylaws.
5. **Governance and Operational Policies.** Assists in the development/review of policies related to governance matters, including policies related to Board governance principles and expectations of directors (including any description of the responsibilities of directors), and MACD operations. Recommends policies to the Board for

approval and oversees the implementation of these policies by the Board and/or MACD Management.

6. **Board Education.** The Governance and Board Development Committee shall ensure that directors receive education on their duties and responsibilities as directors and shall develop and maintain an orientation program for new Board members and continuing education for all Board members on their fiduciary duties.