Our board requires the assistance of standing committees to effectively/efficiently meet its obligations, fulfill its responsibilities and perform its roles because: some aspects of governance work are best tackled by small groups; and our board does not have enough time, when it meets, to accomplish everything required of it. Excluding noted exceptions, standing committees are not authorized to formulate policies or make decisions on behalf of our board. Rather, committees are charged with performing governance “staff work” that leverages our board’s time and effort.

**purposes**

✔ assist our board to fulfill its responsibility for ensuring high levels of governance performance and contribution

✔ assist our board: to appoint and reappoint directors; and formulating policies regarding, making decisions about and overseeing governance effectiveness, efficiency, creativity and adaptability

**tasks**

✔ develop an annual committee work plan; forward to the executive committee for review/input and approval

✔ direct and oversee our board’s principle/protocol-based approach to governance

✔ draft governance protocols and policies that specify how our board will go about performing its work; forward to the board for discussion/action

✔ identify a pool of potential director candidates, taking into account applicable laws and regulations, identified competencies for board service and the organization’s strategic priorities
✔ when a director vacancy occurs, screen candidates in the pool and forward a nomination recommendation to the executive committee

✔ identify individuals interested and qualified to serve as non-director members on board committees

✔ make recommendations to the chair regarding the appointment of committee members

✔ design and periodically assess our board’s new director orientation program

✔ draft policies and decisions regarding governance; forward to the board for discussion/action

✔ design and periodically review methods employed to assess our board and individual directors

✔ review the performance and contribution of individual directors prior to the conclusion of their term; forward recommendations regarding reappointment to the board for discussion/action

✔ direct and oversee our board’s continuing education and development activities

✔ plan our board’s semi-annual retreat

✔ periodically assess, and make recommendations regarding, the adequacy of our board’s staff support; forward to the executive committee for discussion/action

✔ every other year, assess the costs and benefits of governance development services in addition to ensuring that appropriate continuing educa-
tion and development programs are offered

✔ as requested, serve as a governance “sounding board” and “brain-storming” group for the President/CEO and board chair

✔ as needed, coordinate its work with other board committees

✔ perform other tasks related to governance assigned by our board

✔ annually, forward a report to the executive committee: detailing the committee’s activities/accomplishment; assessing its performance; making recommendations for alteration in functions/processes/procedures

meetings

✔ every other month, six times per year

✔ expected duration: two hours

✔ agenda books and background materials will be distributed to committee members at least ___ days prior to the meeting

composition

✔ board vice chair (who will serve as committee chair)

✔ three directors

✔ all members of the committee must be independent directors

staffing

✔ professional: board coordinator or executive assistant/secretary to the President/CEO
✔ administrative/secretarial: individual designated by the President/CEO

NOTES:

A charter assists in directing and structuring committee work. This illustrative charter is crafted for the governance and nominating committee of a free-standing hospital board based on current best practices; modifications would need to be made for: health system (parent) boards; boards of hospitals which are system subsidiaries; and boards of other healthcare organizations (e.g., medical group, health plan).

This is an illustration and not meant to be comprehensive or inclusive. It is provided as a template, and point of departure, for formulating your board’s governance/nominating committee charter.

The charter is grounded on a model of healthcare organization governance forwarded in Board Work by Dennis Pointer and James Orlikoff (Jossey-Bass, 1999).

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Reviewed and Updated in 2016