

## **GOVERNANCE COMMITTEE CHARTER**

### **PURPOSE**

The Governance Committee (“Committee”) will assist the Board of Directors of the Florida Trail Association to fulfill its responsibilities regarding matters that relate to governing the organization

### **KEY RESPONSIBILITIES**

1. Advise the Board about operational strategies including relevant amendments to the organization’s bylaws to strengthen the organization and empower the Board in meeting its obligations related to good governance principles and abide by the organization’s mission.
2. Advise the Board about strategies that strive to increase individual Board Director effectiveness and their abilities to work collaboratively with their peers.
3. Devise and make recommendations for policies on issues related to Board Director service.
4. Devise and make recommendations for policies that reflect best practices for overall good governance.
5. Develop and maintain a code of ethics policy and recommend it to the Board.
6. Lead and facilitate periodic board self-assessments to ensure superior board performance and overall effectiveness.
7. Support the Executive Director in the development of a long-term strategic plan.
8. Evaluate the Board’s current composition and identify the current and future needs of the organization to ensure that the Board has the necessary diversity, perspectives, experience, skills, maturity, and judgment to effectively pursue their duties in planning and oversight.
9. Review the Board’s individual Board Directors at the end of each of their board terms as part of the re-election process to ensure that they continue to have the appropriate skills and engagement level to continue serving on the Board.
10. Make recommendations to the Board about the criteria and qualifications that they deem appropriate for election as Board Directors.
11. Recommend policy for and give guidance to the Board in all matters concerning the governing of the Florida Trail Association.
12. Review and recommend changes/additions/deletions/adjustments to the Florida Trail Association bylaws.
13. Monitor compliance of the Board with the policies, direction, and Strategic Plan of the Florida Trail Association.
14. Establish for the Board guidelines for elected directors that clearly outline their responsibilities and duties, and define the delineation between Board and staff responsibilities.
15. Develop and recommend annual work plans for the Executive Director. Develop and recommend annual performance assessments with related pay increases/bonuses for the Executive Director.

This version supersedes all prior versions

**AUTHORIZATION AND LIMITATIONS OF POWER**

The Governance Committee is established by the Bylaws and has no power or authority to act on behalf of the full board. The Governance Committee will abide by the provisions in the Bylaws that pertain to the meetings and actions of the Board.

**MEMBERS OF THE COMMITTEE**

- Vice Chair of the FTA Board of Directors
- At-Large FTA Board of Directors member
- At-Large FTA Board of Directors member
- At-Large FTA Board of Directors member
- At-Large FTA Board of Directors member
- FTA Board of Directors Chair - Ex-Officio
- FTA Executive Director - Ex-Officio

See separate Florida Trail Association Committees of the Board of Directors Active Membership document for committee members.

**CHAIR**

Vice Chair of the FTA Board of Directors

**MEETINGS**

Pre-FTA Board Meetings, at least four times per year, and as otherwise required to perform the duties as listed in the charter, and/or as assigned by the FTA Chair. Meetings can be held via teleconference, webex/video-teleconference, and/or in-person, as best suits the committee.

**COMMUNICATIONS**

Primarily by email (preferably using FTA assigned email accounts), telephone, conference call/video-teleconference networking, as necessary.

Approved by the Governance Committee: 30 JAN 2023

Approved by the FTA Board of Directors: 7 MAR 2023

This version supersedes all prior versions

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