

## **Lighthouse Youth & Family Services Governance Committee Charter**

**“Board” shall refer to the Board of Trustees of Lighthouse Youth Services, Inc. d/b/a Lighthouse Youth & Family Services (“Lighthouse”).**

**“Boards” shall refer to the various Boards of Trustees of Lighthouse and its Affiliates.**

**“Affiliates” shall mean Lighthouse Beacon for Youth Foundation, Inc.; New Life Properties, Inc.; IDEAFOR, Inc.; McMillan Street Associates, LLC; EYH IOWA LLC; Iowa Avenue Associates, LLC; and the Sheakley Center for Youth LP. A related party, Lighthouse Community School, Inc. is a separate, public charter school board and is technically not an affiliate.**

### **Membership**

The membership of the Committee consists of a minimum of three members from the Lighthouse Board. The Board appoints the Chair of the Committee. All members of the Governance Committee shall be members of the Lighthouse or Affiliate Boards. The Board may remove any member from the Committee at any time with or without cause.

### **Operations**

The Committee shall meet at least quarterly. Additional meetings may occur as the Chair deems advisable. A simple majority will constitute a quorum; however, the Committee may act without a meeting upon the unanimous written consent of all of its members. The Committee will keep minutes of its proceedings, and will make them available on the Board Portal including any action taken by unanimous consent. Members may participate in meetings telephonically as permitted by the Code of Regulations. This Charter may be amended by the Board at any time.

### **Authority**

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. Any decisions materially impacting Lighthouse or its Affiliates shall be approved by the appropriate Boards or, in the case of Lighthouse, the Executive Committee if time sensitive. The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

## **Responsibilities**

Subject to the provisions of the Bylaws, the principal responsibilities and functions of the Governance Committee are as follows:

1. Periodically evaluate (and report to the Board on) the performance and effectiveness of the Board. Conduct bi-annual formal board survey.
2. Periodically review and revise as needed the Board Orientation process for both new and experienced trustees. This includes updating the Board Orientation Manual, assigning Board mentors for new Board members and conducting new board member orientation (expected to be offered in April and/or October each year).
3. Annually present to the Board the list of individuals serving as trustees for Lighthouse and Affiliate Boards at the annual meeting including recommendations for Committee assignments. Determine the slate of any new trustee nominees for election at the March and September meetings of the Lighthouse Board.
4. Assist in identifying, interviewing, and recruiting candidates for the Board. Before recommending an incumbent, replacement, or additional trustee or director, review his or her qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors. See Exhibit A - Board Selection policy.
5. Review annually the Conflict of Interest forms completed by board members.
6. Periodically review the Code of Regulations for Lighthouse and its Affiliates, as well as all Board Committee charters, and present to appropriate board for approval.

Revised 3/02/2020

## **Exhibit A**

### **BOARD SELECTION POLICY**

#### **ARTICLE I PURPOSE**

The purpose of the Board Selection Policy is to ensure that the governance of the organization is performed with excellence. It is our goal to have a diverse group of Trustees representing many sectors of the community.

Each Trustee may serve three 3-year terms for a total of nine consecutive years. At the conclusion of each 3 year term, the Trustee is re-elected by the full Board if the Trustee wishes to continue and is deemed in good standing by the Governance Committee. Trustees shall be asked to sign a "Board Commitment" at the beginning of each term.

#### **ARTICLE II PROCEDURES**

The Governance Committee will regularly review attributes desired of new Trustee candidates. Considerations/criteria include:

1. Number of new candidates desired.
2. Number of vacancies due to term limits or attrition.
3. Loss of skills from out-going Trustees.
4. Diversity characteristics to ensure broad community representation. This may include gender, race, age, sexual orientation, religion, and other factors.
5. New skills desired or new business experience.
6. Fundraising capacity
7. Previous experience with homelessness or other relevant public systems.

Meetings are arranged with interested candidates with at least one of the CEO, Chair of the Governance Committee, or Board Chair, along with any other Trustees and/or staff as appropriate. At the March or September Lighthouse Board meeting, the Governance Committee presents Trustee candidates to the Board for election. Board mentors are assigned for each new Trustee who will help on-board the individuals. New Trustee Orientation training is conducted shortly after appointment. In the fall, the Governance committee recommends assignments of new Trustees to committees and affiliate

Boards. In addition, the Governance Committee works with the Chair of the Board and CEO to ensure plans are in place to fill any other vacancies in Board Committees.

Criteria used for placement of Trustees on committees and affiliate Boards include:

1. Skills and experiences of the Trustee
2. Vacancies available
3. Trustee connections in the community
4. Trustee's desires and time constraints
5. Trustee's family and work commitments
6. Trustee's interest in volunteering directly with clients
7. Trustee's connection with the Lighthouse mission
8. Trustee's opportunity to learn a new area of Lighthouse.

### **ARTICLE III PERIODIC REVIEWS**

The Governance Committee should annually assess individual Trustee effectiveness. If, at any time, it is deemed the organization and an individual are no longer a good match, the Trustee will choose to resign or be asked to resign by the Chair of the Governance committee or the Chair of the Board. Additionally, every other year a Board effectiveness survey is conducted to assess overall Board performance as well as individual performance of the Trustees. The survey also questions each Trustee on their satisfaction with current Committee and Affiliate Board assignments.

Review and Approved February, 2018