



Center for Leadership
UNIVERSITY OF COLORADO BOULDER

Center for Leadership GOVERNANCE GUIDELINES

The Center for Leadership (CFL) Advisory Board recognizes the importance of good governance as a means of supporting the effectiveness of the board. As a result, the following guidelines together with the bylaws, committee charters and other key governance practices and policies, provide the framework for Advisory Board governance.

ROLE AND STRUCTURE OF BOARD

Role of the Board

The Advisory Board provides advice to the Chancellor and Executive Director, Center for Leadership, in support of the CFL Vision and Mission

Board Structure

The Board bylaws specify a board size of 15 to 45 with the additional option of up to three ex-officio members. The ex-officio members would be considered and recommended by the Nominating and Governance Committee and presented to the Board for approval. The ex-officio positions would be non-voting and may or may not have a specified term.

Board Membership Criteria

The Board has delegated to the Nominating and Governance Committee the responsibility for recommending nominees for membership on the Board consistent with any criteria established by the Nominating and Governance Committee and/or the Board. The Nominating and Governance Committee will solicit nominees from all sources including board members. The Board desires its membership to reflect a broad range of leadership experience and deeply values diversity.

New Member Selection Process

The Nominating and Governance Committee shall develop a New Member Selection Process that includes:

- Reviewing the current Board composition and desired composition for the future
- Developing criteria for selection
- Soliciting nominees to be considered from the Board and other sources
- Screening the nominees to a small number of candidates
- Requesting a candidate application and scheduling an in-person interview
- Agreeing on the candidate(s) to recommend to the Board for approval
- Obtaining Board approval
- On-boarding new members prior to August board meeting

The annual Nominating and Governance Committee selection process will typically start in February and be completed with Board selections at the May meeting followed by the New Member Orientation Program and welcoming at the August meeting.

Board Leadership

The Board annually elects the Chair of the Board, Vice Chair, and Secretary/Treasurer at its regular Quarterly Meeting in May.

Tenure of Members

The term limit for members is three terms or up to nine years total if re-elected each term. It is also the policy of the Board that Members should have no expectation that they will be re-nominated upon completion of each term.

Board Member Responsibilities

Board members are expected to:

- Be passionate about growing and expanding the Center for Leadership
- Assist the Chancellor, Board and/or Executive Director with their ideas and suggestions for excellence
- Attend at least three (3) of four (4) annual meetings in person or electronically
- Be active participants on the Board and on their committees
- Be “ambassadors” of the CFL in their communities
- Contribute financially on an annual basis at their appropriate giving level

BOARD MEETINGS

The Board shall convene at least four Board meetings each year. The Board meeting will normally be held in August, November, February and May on the third (3rd) Tuesday at 3:00pm MT. Additional special meetings and telephonic meetings may be convened as necessary.

Agenda for Board Meetings

The Chair of the Board and Executive Director shall establish the agenda for each Board meeting after consulting with the Chancellor and Committee Chairs as appropriate.

COMMITTEE MATTERS

Key Committees and Structure of Committees

The principal committees of the Board are the Executive Committee, Finance Committee, Diversity, Equity and Inclusivity Committee, Nominating and Governance Committee, Community Partnership Committee, and Fundraising Committee. The Advisory Board is very much a “hands on” working board, and the committees are essential “hands-on” working elements of the Board.

Assignment of Committee Members

The Board shall approve committee assignments, including committee chairs. The Nominating and Corporate Governance Committee will consider the skills and qualifications of each member, as well as the interests of individual members, in making future committee recommendations.

Committee Charters

Each committee will have its own committee charter which requires the review and approval of the Board. The charters will set forth the purposes, goals and responsibilities of the committees.

Selection of Agenda Items

The chair of each committee, in consultation with the members of the committee will develop the committee's agenda.

Frequency and Length of Committee Meetings

The chair of each committee, in consultation with the committee members, will determine the frequency and length of committee meetings consistent with any requirements set forth in the committee's charter.

Committee Reports to the Board

Each committee shall report to the Board at each regularly scheduled meeting.

Meeting Notes

The Executive Director will designate a staff member to capture the minutes for review, approval by the Chair, and dissemination.

NEW MEMBER ORIENTATION

The Nominating and Governance Committee shall conduct a new member orientation for those newly elected members to be completed before their first board meeting in August. The orientation shall include at least:

- Online pre-read orientation package addressing CFL Vision, Mission, CU History, CFL History, Current Board members, Center for Leadership programs, finances etc.
- In person orientation meetings with the Chair, Executive Director and Committee Chair(s) as appropriate.

GOVERNANCE GUIDELINES UPDATES

Revision to Governance Guidelines

The Nominating and Corporate Governance Committee will review these governance guidelines at least annually and recommend, as appropriate, changes to the Board for approval.