



SCB Governance Committee Terms of Reference

Revised: May 11, 2020

Also available online: <https://conbio.org/about-scb/who-we-are/committees/governance>

The Governance Committee shall:

- advise the Board of Governors (BoG) on board roles and responsibilities;
- lead succession planning for the BoG through recruitment, nomination, and election of governors; and,
- review BoG practices and SCB bylaws changes as requested by the BoG.

Introduction

The Governance Committee is a standing committee of the Board responsible for ongoing review and recommendations to ensure the continuation of a successful BoG, and in particular to recruit and nominate new Board members (Governors) that are well suited to meeting the current and future goals of the Society. The committee comprises at least one past BoG member and two additional members who can help identify candidates, particularly people who have a wide range of contacts among SCB members.

The Chair of the Governance Committee is appointed by each incoming President and serves for an additional two years as a member of the Committee. The Committee may consult Senior Advisors when the committee is considering issues where institutional memory would be helpful.

Roles and responsibilities of the Governance Committee

1. Define board roles and responsibilities
 - Update the board's description of roles and areas of responsibility as requested by the BoG.
 - Encourage the BoG to regularly review expectations and achievements of individual board members.
 - Review any changes to governance that require revisions to SCB bylaws at the request of the BoG.
2. Monitor board expertise and experience and take the lead in succession planning for recruitment, nomination processes and future leadership
 - Lead board in assessing current and anticipated needs related to board composition, determining the knowledge, skills, and other attributes such as access to resources that the board will need to accomplish its future work.

- Identify potential candidates for board positions, including the President-Elect. The Governance Committee will use minimum eligibility requirements (see SCB election process), interviews, and independent assessments from past or present members to determine suitability of candidates.
- Review all nominees in relation to their eligibility (see election procedure document for qualifications).
- If a candidate has previously been ruled ineligible, they cannot re-nominate.
- From among these persons, the GC will also strive to identify persons with good problem-solving and analytic skills, and any specific skills (e.g., budgeting, finance, organizational development) that are currently lacking on the Board.
- Nominate individuals to be candidates for election to the board.
- Work with the executive office to run the election process according to SCB bylaws.
- Verify election results.

Chair of the Governance Committee

Purpose

The Chair of the Governance Committee serves at the request of the SCB President. In this role the Chair helps to lead the Governance Committee to carry out the responsibilities outlined in the committee's terms of reference. This chair focuses on matters related to preparing nominees for elected offices of the Board of Governors (BoG), reviewing roles and responsibilities of the governors, and issues related to the effectiveness of the BoG.

Specific Responsibilities: These responsibilities are specific to the Chair of the Governance Committee

- a. Suggest new members for the governance committee to the President for appointment to ensure a three-person standing committee. Committee members serve for two years and can be reappointed with approval from the committee chair.
- b. Ensure the committee meets as needed, at least twice per year.
- c. Ensure recruitment for new BoG governors starts six months before elections are to be held.
- d. Ensure nominations are completed two months before elections are to be held.
- e. Share identified viable candidates for election with the BoG one month before elections.
- f. Ensure BoG members are elected six months before the start of their term in July of the following year.

Qualifications

Specific Qualifications: These qualifications are specific to the Chair of the Governance Committee:

- Appointed for a minimum of a two-year term by the President, reappointment depends on the incoming new President.
- Prior service on the SCB Board of Governors.
- Notable record of engagement in the field of conservation science and SCB.
- Good communication skills and ability to keep election details confidential as needed.