**Procedure Number: GP 2.1**

**Procedure Title: Build a Competent Board**

**Purpose:** Provide a consistent, systematic methodology for selecting and electing competent board members.

**Setting the Parameters:** The Board previously determined:

1. The size of the Board is set at no more than twelve (12) members, each of whom can serve no more than two (2) consecutive three (3) year terms. Vacancies filled “for more than two-thirds of a three-year term shall constitute a full term for the purposes of board rotation”.
2. Board member terms expire in a staggered fashion (ideally four per year) in order to ensure there is a smooth transition from year to year and that new members remain linked with the institutional memory possessed by the current Board.
3. Board members, as a group, should possess a wide variety of personal and/or professional skills in order to successfully do the work of the Board.
4. The Board Affairs Committee has responsibility for this activity.

**Annual Succession Planning** **Process Overview**

1. **October** – The Board Affairs Committee in their meeting will review and prepare the following for distribution to the Board at the Board’s December meeting:
2. The “Board Service Matrix” (GP 2.1.a) and the “Board Skill Set Matrix” (GP 2.1.b).
3. The number of upcoming potential openings due to term limitations.

The Board Affairs Committee at the October Board meeting will ask the Board to think about board prospects and suggest their names at the December meeting.

1. **December** – The Board Affairs Committee in their meeting will:
2. If necessary, have a candid discussion regarding any board member who should not stand for re-election or remain on the Board due to absenteeism and/or lack of participation in the work of the board. In the event the Committee, in conjunction with the Board Chair, determines a current board member should not stand for reelection or remain on the Board, the Board Chair and a representative of the Board Affairs Committee will meet with that Board member to explain their decision and the reasons for which it was made.
3. Evaluate the makeup of the current board and look for opportunities to enhance its diversity.
4. Start gathering names for potential board prospects

The Board Affairs Committee at the December Board meeting will:

1. Present “Board Service Matrix” and the “Board Skill Set Matrix” to the Board.
2. Report on the number of potential board openings due to term limitations
3. Query the Board as to their intention for continued service and, for those who don’t desire to continue their service, to forward that information to the Board Affairs Committee Chair via email by the end of the calendar year.
4. Ask the Board for their recommendations of prospects and to forward the names (and contact information) of those potential board prospects to the Chair of the Board Affairs committee via email by the end of the calendar year.
5. **February** - The Board Affairs Committee in their meeting will:
6. Determine the number of openings due to term limitations plus Board members who don’t desire to continue their service.
7. Add individuals recommended by the Board as potential prospects to the existing list.
8. Based on needed skills/demographics, create a final list of board prospects.
9. Select a date in early April for the "Evening of Discernment".
10. Assign committee members to schedule “Introductory” breakfast, lunch, or dinner meetings with prospects in February or early March. (NOTE: If possible, board members who recommended a prospect should be asked to join the committee member for the breakfast, lunch, or dinner meeting.)
11. Review/revise the “Phone Script for Scheduling an Introductory Meeting” (GP 2.1.c).
12. Review/revise the “Email Inviting Prospects to the Evening of Discernment” (GP 2.1.d) in late March.
13. Review/revise the "Prospective Board Member Information Sheet" (GP 2.1.e)
14. Review/revise the “Agenda for the “Evening of Discernment” (GP 2.1.f)
15. Review/revise the “Welcome” PowerPoint (GP 2.1.g)
16. Review/revise the “Phone Scripts for Successful Prospects” (GP 2.1.h) and the “Phone Scripts for Unsuccessful Prospects” (GP 2.1.i).
17. Review/revise the “Phone Scripts for Successful Board Candidates” (GP 2.1.j).
18. Review/revise the “Welcome Letter to Newly Elected Board Members” (GP 2.1.k).
19. **Late February/early March** – The Board Affairs Committee members will:
20. Hold “Introductory” breakfast, lunch, or dinner meetings with potential Board prospects.
21. **March** – An “Evening of Discernment” in late March:
22. Following the dinner, select prospects for nomination to the Board in April
23. Assign committee members to notify the "successful" and "unsuccessful" board prospects by phone
24. Prepare the formal slate of candidates for a vote at the April board meeting and, in keeping with Article IV, Section 3 of the Bylaws, “*the committee shall make its recommendations at least fifteen (15) days before the date of the election and the Secretary of the Board of Directors shall forward to each Director, with notice of the meeting required by these Bylaws, a list of all candidates nominated*”.

d. Review/revise the “Agenda - New Board Member Orientation” (GP 2.2.a) prior to the June Board Meeting

1. **April** - The Board Affairs Committee in their meeting will:
2. Assign committee members to speak for each of the prospects being nominated to the board at the April board meeting.
3. Review/revise the “Reasonable Expectation for Mentors and Mentees” (GP 2.2.g) document for the June orientation.
4. If necessary, slot new board members into the unexpired terms of board members they are replacing (i.e., the Service Matrix)
5. Critique the Selection and Election process and make any necessary changes.

The Board Affairs Committee at the April Board meeting will present the slate of candidates.

Following the April Board meeting, the Board Affairs Committee will notify the successful (and, if necessary, unsuccessful) board candidates by phone and the Board Chair will write the “Welcome Letter to Newly Elected Board Members” (GP 2.1.j).

1. **June** – The Board Affairs Committee in their meeting will:
2. Conduct the New Board Member Orientation (Procedure GP 2.2)
3. Invite the new board members to “stay as guests” at the board meeting following dinner.
4. **September All Day Retreat** - New Board Member Installation Ceremony.