



**Purpose:**

The purpose of the Governance Charter is to advance the mission of the Education Foundation of Collier County – Champions For Learning (CFL) by providing a comprehensive framework for guiding the governance practices of Champions For Learning and delineating the Board's oversight responsibilities, distinct from day-to-day operations. The Executive Committee and the Board Development Committee Responsibilities provide clear guidelines for decision-making, accountability, and the distribution of authority to ensure effective oversight, accountability, and alignment with CFL's mission and goals.

**Governance Committees:**

- Board Development
- Executive Committee

**Committee Responsibilities and Membership:**

**Board Development Committee**

The Board Development Committee oversees and guides the process of building and maintaining an effective and high-performing Board of Directors. This committee plays a crucial role in ensuring that the Board is composed of individuals with diverse skills and experience and is committed to effectively governing the organization. The key functions of the Board Development Committee encompass Board recruitment and selection, orientation, ongoing education, assessing Board performance, Board succession planning and Board engagement to ensure that the Board is well equipped to govern effectively.

The Board Development Committee is responsible for the items listed below:

- Review the Board's composition, identify and recruit Board candidates that represent diverse skill sets and experience that increase the effectiveness and productivity of the Board.
- Solicit Board Candidate recommendations from the Board.
- Develop and implement a succession plan for Board leadership positions, such as the Board Chair or committee chairs.
- Present a slate of candidates for Directors and Officers to the Board Chair by May 1. The Board Chair will submit the slate to the Executive Committee for review and recommendation to the Board.
- Oversee and provide input for Board orientation, Board education, Board and Board member self-assessments.
- Develop and monitor the effectiveness of existing Board members, including engagement and participation. Bring any significant concerns related to attendance, commitment, or performance to the Board Chair for appropriate follow-up.

- Review and update annual Board Member compliance documents. Ensure each Board member completes the required Conflict of Interest Acknowledgment, Confidentiality Agreement, and Board Member Agreement.

#### Board Development Committee Membership

- Chair - Board Chair
- Members: All members should have relevant experience and strong relationships with community leaders.
- Ex-officio members: President and CEO, and CDO
- Members are identified in the annual roster on the Board Portal.

#### **Executive Committee**

The Executive Committee is empowered to act on behalf of the full Board to make decisions on specialized and urgent matters that arise between Board meetings to ensure the governance of CFL continues efficiently and seamlessly in a manner consistent with CFL's policies and bylaws. The Committee ensures that the governance documents of Champions For Learning - specifically our bylaws and charters - are up-to-date, legally compliant and effectively support our mission and operations. The Committee provides oversight of executive and employee compensation practices to ensure alignment with CFL's strategic goals and legal obligations. The Committee provides oversight and strategic direction for CFL's Human Resources policies that foster a positive, productive, and legally compliant work environment.

The Executive Committee is responsible for the following:

- Advise and make recommendations to the board regarding institutional strategies, priorities, and long-term goals.
- Provide oversight to ensure CFL is fulfilling its mission and goals.
- Act with full authority to conduct the business of the Board between Board meetings, subject to statutory and Board-imposed limitations stated in the bylaws.
- Report actions taken by the Executive Committee to the Board no later than its next regular meeting.
- Hold the annual meeting of the Board as determined by resolution of the Executive Committee.
- Review, recommend and present the proposed Board slate of Directors and Officers to the Board for approval at the May Board meeting, completing the recommendation by a date that allows time for the "Right of Petition for Additional Candidates" and "Petition for Additional Candidates".
- Collaborate with the President and CEO to prepare Board meeting agendas and ensure that the Board receives relevant reports for informed oversight.



- Clarify and articulate CFL's governance structure within the bylaws and charters, including the roles and responsibilities of the Board, officers, committees, and members.
- Annually review and propose amendments to the bylaws or charters to address emerging issues, organizational change, or changes in strategy in collaboration with the President and CEO.
- Recommend revised bylaws and charters to the Board for approval at the September Board meeting.
- Ensure that the bylaws and charters comply with relevant laws and regulations, including nonprofit law, corporate law, and any other applicable legal requirements.
- Serve as a source of strategic insight on major personnel or organizational matters that have governance implications.
- Ensure that any compensation policies comply with relevant laws and regulations, such as tax laws and employment laws.
- Review the President and CEO recommendations for salary and benefit tiers and provide feedback for consideration in the development by the President and CEO of the budget he proposes to the Board of Directors.
- Responsible for determining the compensation packages for the President and CEO.
- Provide oversight to ensure that CFL leadership fosters a positive work environment and organizational culture.
- Review HR metrics and reports (data on employee turnover, engagement, and performance) to monitor the overall health of the organization and ensure alignment with strategic goals.
- Provide guidance on HR-related aspects of organizational change, such as reduction in force, restructuring, or changes in leadership.
- Advise the Board of Directors on HR-related issues and provide recommendations for Board action, particularly in areas related to executive compensation, succession planning, and major HR policy changes.
- Conduct an annual performance evaluation of the President and CEO and report the results to the Board of Directors.
- Review and approve key Human Resources policies following consideration of recommendations from the President and CEO to ensure alignment with CFL's mission, values, and compliance requirements.
- Receive informational updates from the President and CEO on important HR regulations or procedures for situational awareness and strategic alignment.
- Receive summary reports from the President and CEO annually or as needed, highlighting key workforce trends and organizational shift to support strategic oversight and ensure alignment with organizational priorities. Examples of topics for the summary reports include completion of staff evaluations, notable themes from exit interviews, and significant structural or staffing changes.



- Develop and review annually a President and CEO Succession Plan. The plan includes a short-term and long-term leave of absence, and a permanent change in President and CEO.

#### Executive Committee Membership

- Chair – Board Chair
- Members: Board Officers
- Ex-officio members: President and CEO
- Members are identified in the annual roster on the Board Portal.

#### **Committee Leadership Responsibilities:**

- The Committee Chair and President and CEO will collaborate on setting a meeting schedule for the year.
- The Committee Chair, Board Chair, and President and CEO will collaborate with Champions For Learning's leaders to develop a roster for the committee.
- An agenda and relevant materials shall be available to Committee members in advance of meetings.
- The Committee Chair or designee will facilitate the meetings.
- A staff designee will record official minutes in accordance with Robert's Rules of Order, documenting attendance, motions, votes, and key actions taken. Draft minutes will be posted to the Board Portal Committee page. If amended during approval, the final approved version will be reposted.
- Minutes of confidential executive sessions will be prepared by the Chair or designee in accordance with Robert's Rules of Order, documenting attendance, motions, votes, and key actions taken. Draft minutes will be sent to the Board Secretary and President and CEO and will be maintained securely and separately from regular meeting minutes. If amended during approval, the final approved version will be maintained securely and separately from regular meeting minutes.
- The Committee Chair and President and CEO will establish a reporting process and schedule notification of relevant information to other Board committees and/or the Board as needed.
- The Committee Chair may invite relevant guests to attend meetings.