



CFPA Governance Committee Charter

APPROVED BY CFPA BOARD – MAY 27, 2026

Purpose

The purpose of the Governance Committee is fourfold:

- **Board Composition and Recruitment** - to support the CFPA (Organization) Board in recruiting and evaluating potential Directors to fill open board seats and meet the needs of the Board. Recommend to the Board nominees to be appointed as Directors.
- **Board Performance** – to oversee the functioning and effectiveness of the Board and make recommendations to the full Board to improve the operational strength, policies, and procedures of the Board and Organization.
- **Compensation** - to work with the Finance Committee and annually set the compensation for the Executive Director
- **Human Resources Oversight** - to work with the Executive Director and internal and external Human Resources experts to oversee compliance with human resource laws, policies, and practices.

Authority

The Governance Committee is a committee of the Board established under Article 5.1 of the By-Laws.

Membership

1. The Governance Committee will consist of Board Directors and the Executive Director. The Executive Director will be a non-voting member. The Board President and Vice President(s) will serve as *ex officio* members of the Governance Committee. The remaining Directors on the Committee will be approved by the Board at the Annual Meeting.
2. The Chair (or Co-Chairs) of the Governance Committee will be elected by the Board.

3. The Board may remove a member from the Committee at any time, with or without cause.
4. With the exception of the Executive Director, only Directors may serve on the Governance Committee.

Operations

1. The Governance Committee will meet at least three times a year, generally in months when the full Board does not meet.
2. The Chair (or Co-Chairs) of the Governance Committee will preside over the Committee meetings. A majority of Committee members will constitute a quorum. Committee approvals will require a vote of the majority of the Committee members present at a meeting at which a quorum is present.
3. The Governance Committee will report its activities to the Board on a regular basis and will keep minutes of its meetings.
4. The Governance Committee will review this charter periodically and recommend any proposed changes to the Board for review. The Board may amend this charter at any time.

Key Responsibilities

Board Composition and Recruitment

1. Evaluate the Board's current composition and identify the current and future needs of the Organization to ensure that the Board has the necessary diversity, perspectives, experience, skills, maturity and judgment to effectively pursue their duties in planning and oversight.
 - a. Maintain and update the *Board Skills Matrix* annually.
 - b. Maintain and update, as needed, the *CFPA Board Member Profile*.
 - c. Receive recommendations for Director candidates from Board members. Utilizing the *Board Skills Matrix*, *Board Member Profile*, and other identified needs, solicit, interview, and recommend Director nominees to the Board.
2. Ensure the Organization has accurate records of each current Director's tenure on the Board, in furtherance of maintaining a list of Board Classes and each individual Director's Term Limits.
3. Make recommendations to the Board for Directors to serve as Co-Chairs of the Committee. Although not required, it will be a best practice of the Committee to have Co-Chairs.

Board Performance

4. Oversee the functioning and effectiveness of the Board inclusive of obtaining feedback from the Executive Director, Deputy Executive Director, and other stakeholders as needed, in order to make recommendations to the full Board to improve the operational strength, policies, and procedures of the Board and Organization
5. Advise the Board about operational strategies including relevant amendments to the Organization's bylaws to strengthen the Organization.
6. Advise the Board about strategies that strive to increase individual Director effectiveness and their abilities to work collaboratively with their peers.
7. Develop and make recommendations for policies that reflect best practices for overall good governance.
8. Develop and maintain the statement of *Responsibilities of Board Members*. Annually, obtain Directors' acknowledgment and affirmation of the *Responsibilities of Board Members*.
9. Develop and maintain the statement of *Board Member Activities in Fund Development*. Annually, obtain Directors' acknowledgment and affirmation of the *Board Member Activities in Fund Development*.
10. Develop and maintain a *Conflict-of-Interest Policy* for Directors and annually obtain Directors' acknowledgment and affirmation of the *Conflict-Of-Interest Policy*.
11. Develop and maintain the *Non-Discrimination and Social Media Policy for CFPA* and annually obtain Directors' acknowledgment and affirmation of the *Non-Discrimination and Social Media Policy*.
12. Assist the Executive Director and Board President with the voting requirements at the Annual Meeting of Members and the Annual Board Meeting.
13. Coordinate internal and external resources to periodically conduct training for Directors addressing key issues such as:
 - a. Directors' fiduciary and legal responsibilities,
 - b. Proper documentation of decision-making and record keeping
 - c. The importance and role of diversity, equity, and inclusion in the Organization
 - d. Common legal issues facing tax-exempt Organizations
14. Oversee the Executive Director and staff's development and maintenance of new Director on-boarding, education, and training program. In partnership with the Executive Director, conduct orientation for new Directors.

Compensation

15. In conjunction with the Finance Committee:
 - a. Annually, recommend to the full Board an appropriate salary increase pool and discretionary bonus pool.

- b. Annually, recommend to the full Board annual compensation increases for the Executive Director.

Human Resources Oversight & Compliance

- 16. Oversee the Executive Director's obligation to ensure that the Organization complies with human resource laws, policies, and practices.
- 17. Working with the Executive Director, internal and external resources, strive to maintain best human resources practices based on not-for-profit standard of care and state and federal laws.
- 18. Evaluate the performance of the Executive Director on at least an annual basis. The annual performance evaluation will be led by the Board President and shall include input from staff and Board members regarding the Executive Directors performance.