

Nonprofit Board Committee Members

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The Role and Structure of Board Committees

Board committees help structure and streamline a board's work by assigning specific tasks and responsibilities to smaller, focused groups. When formed with purpose and intention, committees and task forces can significantly enhance a board's capacity, engagement, and effectiveness.

Role of Board Committees

Board committees serve as practical tools to:

- Manage specific tasks on the board's agenda
- Provide advice and counsel to the board
- Organize and structure board work efficiently

Committees typically do not hold final decision-making authority. Their work results in recommendations, which the full board must approve.

Qualities of an Effective Nonprofit Committee

An effective committee shares the following characteristics:

- A clear job description and defined goals
- A capable chairperson who engages all members
- Committed members who are willing to contribute time and effort
- A connection to the full board rather than working in isolation
- Awareness of timelines and deliverables
- A defined advisory role, not decision-making authority
- A process to evaluate the committee's success

Task Forces and Ad Hoc Committees

When new, time-bound priorities emerge, a task force or ad hoc committee can provide focused attention. These groups:

- Have clear, short-term objectives
- Are disbanded once their task is complete
- Vary in size, composition, and meeting frequency
- Examples: bylaws review committee, a CEO search committee

This structure enables standing committees to manage ongoing responsibilities (e.g., finance, governance, human resources), while task forces handle issue-specific work.

Non-Board Members on Committees

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Boards often lack all the expertise needed to address every issue. Inviting non-board members to join committees can provide:

- Access to specialized skills, contacts, and experience
- A pathway to recruit and evaluate future board members
- Engagement opportunities for former board members
- Broader stakeholder involvement without enlarging the board

Note: These individuals carry fewer legal responsibilities than full board members, making participation more accessible.

When Committees May Not Be Necessary

In small, highly engaged boards, a committee of the whole may suffice. Alternatively, boards may assign specific tasks to individuals or only create committees as needed. Some boards even start each year with no standing committees, re-creating only those that are essential. Benefits include:

- Preventing stagnation
- Encouraging fresh leadership
- Avoiding unnecessary structures
- Reducing over-reliance on long-standing committees

Ongoing Evaluation of Committee Structure

A healthy board periodically reviews and revises its committee structure. Key questions include:

- Are committee assignments equitable and meaningful?
- Do they deepen understanding and collaboration with staff?
- Are any committees duplicating work or lacking purpose?
- Are there too many committees requiring frequent meetings?
- Do committees focus on strategic governance, or are they engaged in operational tasks?
- Does the executive committee have appropriate scope and trust from the full board?

Best Practices for Structuring Committees

To modernize and simplify your committee structure:

- Limit standing committees to those with sustained relevance (e.g., finance, development, governance)
- Use task forces for special projects with defined objectives and timelines
- Ensure charters exist for each committee, outlining:
 - Purpose
 - Scope of work
 - Accountability

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- Timeline or review process
- Consider removing rigid committee descriptions from bylaws, except:
 - The executive committee, if it has been defined authority to act between board meetings
 - Add a clause allowing the board to create and disband committees as needed

Common Standing Committees (per Leading with Intent)

Committee	Primary Function
Finance Committee	Oversees fiscal health, budgeting, reporting, risk, and compliance
Executive Committee	Makes decisions between board meetings; liaises with the CEO; coordinates policy work
Development Committee	Guides fundraising strategy and supports board engagement in giving
Governance Committee	Leads board recruitment, onboarding, development, culture, and self-assessment
Human Resources	Oversight of HR policy, CEO performance, workforce strategy, HR expertise, EDI commitment, organizational insight

Choosing Your Board Committee Members

The Importance of Strategic Committee Composition

Each board member brings unique goals, skills, and experiences to their role. Aligning these individual attributes with the needs of specific committees helps build a more engaged, effective, and purpose-driven board.

Strategic committee assignments allow members to contribute meaningfully, develop leadership capacity, and strengthen governance outcomes across the organization.

Criteria for Selecting Committee Members

When assigning board members to committees, consider the following key factors:

- Expertise and Experience
Members should have knowledge and competencies that align with the committee's responsibilities (e.g., financial literacy for the finance committee, HR and culture strategy for the HR committee, etc.).
- Independence
Committee members should be able to think critically, offer objective insights, and avoid conflicts of interest, particularly important for audit and governance roles.
- Representation and Diversity
Committees should reflect the diversity of the board and, in turn, the diversity of the communities the organization serves. This ensures broad perspectives are considered and that decision-making is inclusive and equitable.

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- Commitment and Availability
Members should have the time and willingness to participate fully in committee work and engage constructively in meetings and between sessions as needed.
- Interest and Alignment
Assignments that align with a board member's passions and professional background often result in stronger engagement and more profound contributions.

Leading Practices for Committee Formation

To ensure committees operate effectively and are well-aligned with your strategic priorities, consider adopting these best practices:

- Streamline the number of standing committees to focus only on enduring board responsibilities (e.g., governance, finance, development).
- Use task forces or ad hoc working groups for short-term or issue-specific projects (e.g., strategic planning, executive search).
- Regularly review and refresh committee membership to foster engagement, share leadership opportunities, and reflect evolving needs.
- Ensure committee charters are clearly defined, outlining scope, authority, responsibilities, and meeting expectations.
- Provide orientation and support for committee members to ensure they understand their roles and are set up for success.

Effective committee structures are not about creating more meetings—they're about enabling better decisions, deeper oversight, and more engaged board members.

The Role of Board Committees in Effective Governance

Board committees play a vital role in supporting the board of directors by enabling focused, expert attention on key areas of governance and oversight. These smaller, purpose-driven groups allow boards to function more efficiently and strategically by distributing work and deepening engagement.

Board Committee Members: Who Should Serve on Which Committee?

Board committees are essential to the effective functioning of nonprofit boards. They enable boards to distribute their workload, allowing smaller groups of board members to dive more deeply into particular areas of governance, strategy, or operations and make recommendations for the full board to consider. Committees help streamline decision-making and ensure that expertise is applied where it's most needed.

Not every board needs the same committees, and not every committee needs to be permanent. Standing committees, such as finance or governance, are typically ongoing and address enduring responsibilities. Task forces or ad hoc committees are more suited for short-term, project-specific needs, such as strategic planning or executive

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searches. An effective board regularly reviews its committee structure to ensure it reflects the organization's current priorities and avoids unnecessary duplication of effort.

Committee Member Selection

When selecting members for board committees, boards should aim to align individuals' skills, experiences, and interests with the specific work of each committee. This not only ensures more effective committees but also keeps board members engaged and motivated. Good committee assignments balance technical expertise with strategic thinking and encourage participation from members with varied perspectives.

Ideal committee members:

- Have relevant experience or subject-matter knowledge
- Are available and interested in contributing to the committee's work
- Demonstrate objectivity and a commitment to the organization's mission
- Work well collaboratively and respect confidentiality and boundaries

Committee service can be a meaningful opportunity to engage newer board members more deeply and prepare them for greater leadership responsibilities over time.

Common Standing Committees

Governance Committee

Also known as the nominating or board development committee, the governance committee is responsible for cultivating strong board leadership. This includes identifying, recruiting, and orienting new board members; managing board evaluation and development; and ensuring the board functions effectively and in alignment with its responsibilities.

Ideal members of the governance committee are well-respected by their peers and possess a clear understanding of the organization's needs, culture, and goals. They should also appreciate best practices in nonprofit governance and bring thoughtful judgment to the identification of new board talent. Diversity of perspective and community knowledge is highly valuable.

Development (Fundraising) Committee

This committee supports the organization's fundraising efforts, often in partnership with staff. Its members may help create the fundraising strategy, lead donor engagement, and ensure that all board members understand their roles in fundraising.

Members of this committee should be enthusiastic advocates for the organization's mission. They should be comfortable talking about philanthropy, confident and outgoing,

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and ideally bring connections to prospective donors or funding sources. Marketing, communications, and business development experience is also helpful.

Finance Committee

The finance committee oversees the organization's financial health. It reviews financial reports, ensures proper financial controls and policies are in place, works on budget development, and helps the board fulfill its fiduciary responsibility.

Finance committee members should have a solid grasp of financial principles. They should be comfortable analyzing budgets, statements, and forecasts, and be able to identify trends or risks. Integrity, prudence, and the ability to ask insightful questions are more important than professional accounting credentials, though financial experience is certainly valuable.

Audit Committee

Sometimes distinct from the finance committee, the audit committee provides an additional layer of oversight. It works closely with the external auditor, reviews audit findings, and monitors internal controls and compliance.

Members of the audit committee must be independent, with no conflicts of interest. They should have the ability to understand complex financial and legal information and must be trusted to maintain confidentiality. A background in accounting, risk management, or legal compliance is especially useful here.

Human Resources Committee

The Human Resources Committee supports the board's oversight of the organization's people strategy, workplace culture, and compliance with employment standards. Its responsibilities typically include reviewing HR policies, overseeing CEO performance evaluation and succession planning, advising on compensation and benefits philosophy, and supporting equity, diversity, and inclusion initiatives. This committee frequently collaborates with senior staff to ensure that personnel practices align with the organization's values and support a healthy, mission-driven workforce.

Ideal members of the human resources committee bring expertise in human capital management, employment law, leadership development, or organizational culture. They should be thoughtful, discreet, and committed to ethical oversight. Experience in inclusive leadership, labor relations, and workplace wellbeing is also highly valuable.

Executive Committee

The executive committee typically includes board officers (e.g., chair, vice chair, secretary, and treasurer), as well as committee chairs or other key leaders. It can act on

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behalf of the board between regular meetings and often helps set meeting agendas or respond to time-sensitive matters.

Because the executive committee holds considerable authority when activated, its members must be carefully selected. They should be committed to transparency, possess a broad understanding of the organization's strategy, and be respectful of the full board's oversight responsibilities.

Some organizations avoid using this committee to prevent over-centralization of power, while others rely on it heavily for efficient governance.

Conclusion

Committee service is not simply about dividing up work, it's about empowering board members to lead, influence, and advance the mission of the organization. Thoughtful committee design and member selection help boards stay focused, effective, and strategic. Every board should periodically evaluate the relevance and performance of its committees to ensure alignment with current organizational priorities.

These committees provide space for in-depth discussion, focused analysis, and thoughtful recommendations on high-priority matters. By doing so, they help the board make informed decisions and improve transparency, accountability, and responsiveness within the organization.

There is no one-size-fits-all when it comes to committee size. The ideal composition depends on:

- The committee's purpose
- The complexity and volume of its work
- The size and structure of the overall board

Committee	Typical Purpose / Focus	Ideal Member Qualities
Governance	Board recruitment, diversity, self-assessment	Strategic, community-aware, governance-savvy
Development	Fundraising planning and donor engagement	Good communicators, well networked, finance comfortable
Finance / Audit	Financial oversight, budgeting, asset protection	Financial literacy, integrity, policy-focused
Executive	Decision-making between full board meetings (if enabled)	Officers, chair, respected, impartial, cross-board credibility
Human Resources	Oversight of HR policy, CEO evaluation, culture, and workforce strategy judgment	HR expertise, inclusive leadership, discretion, ethical judgment

The composition of each committee and ensuring the right individuals are assigned significantly impact the board's effectiveness and the organization's success.

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Types of Board Committees

The following are the five most common standing board committees found across many nonprofit and mission-driven organizations. However, this list is not prescriptive; not all boards require these five. Only ongoing responsibilities warrant standing committees; other issues may be better handled by time-limited task forces or ad hoc working groups.

1. *Governance Committee*
Oversees board recruitment, onboarding, development, and evaluation.
2. *Development (Fundraising) Committee*
Supports fundraising strategies, donor engagement, and board giving.
3. *Finance Committee*
Reviews financial reports, budgets, policies, and financial risk.
4. *Audit Committee*
Manages the audit process and ensures internal control integrity.
5. *Human Resources Committee*
Provides oversight of HR policies, CEO performance evaluation, compensation practices, and organizational culture to ensure alignment with the mission, values, and legal requirements.
6. *Executive Committee*
Acts on behalf of the board between meetings (if authorized by bylaws), typically includes officers.

Executive Committee Overview

The Executive Committee is a small, trusted group of board leaders—typically composed of the board chair, other officers, and the chief executive (as an ex officio, non-voting member), that may be granted authority, as permitted by the bylaws, to act on behalf of the full board.

Depending on the organization's needs and governance culture, committee chairs may also be included in this group. The primary role of the executive committee is to help the board work more efficiently, especially between full board meetings or during urgent situations.

Authority and Caution in Use

Executive committees can be highly effective in streamlining decision-making, especially in crisis situations when the full board cannot be quickly convened. However, caution is essential: when overused, executive committees risk disempowering the full board, potentially leading to disengagement, lack of transparency, and governance breakdown.

For this reason, many well-governed organizations:

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- Limit executive committee activity to emergency or time-sensitive situations
- Avoid standing meetings unless strictly necessary
- Clearly define the committee's scope and limitations in the bylaws

Bylaws and Membership

Unlike other board committees, membership of the executive committee must be defined in the organization's bylaws. This ensures clarity of authority and accountability.

The typical composition includes:

- Board Chair (Chair of the Executive Committee)
- Other Board Officers (Vice Chair, Treasurer, Secretary)
- Chairs of Key Committees (optional, depending on board structure)
- Chief Executive Officer/Executive Director (ex officio, non-voting)

Ideal Member Profile for the Executive Committee

Because the executive committee may be called upon to make decisions on behalf of the entire board, its members must be deeply trusted, mission-aligned, and committed to collective governance.

Strong candidates for the executive committee typically:

- Are respected by their peers on the board
- Possess a deep understanding of the organization's mission, operations, and strategic goals
- Can operate objectively, without personal or political agendas
- Bring a diverse range of backgrounds, lived experiences, and perspectives
- Demonstrate a strong commitment to transparent, inclusive, and accountable governance

Executive Committee Membership Matrix

Board Position	Current Committee Members (A B C D E)	Notes

Additional Fields

- Executive Committee Charter: *(Insert your committee charter here.)*
- Executive Committee Chair: _____

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- Executive Committee Membership as Stipulated in Bylaws:
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Human Resources Committee Overview

The Human Resources (HR) Committee plays a key role in supporting the board's responsibility to oversee the organization's people-related strategies, policies, and practices. This includes executive leadership performance, organizational culture, workforce development, and compliance with employment-related regulations. The committee ensures that HR practices align with the mission, values, and strategic direction of the organization.

This committee often collaborates with the chief executive or senior HR leader to provide input on policy development, risk management related to employment law, and the design of fair, inclusive, and transparent personnel practices.

Note: The HR Committee does not manage staff or day-to-day personnel decisions—that remains the role of management. Instead, the committee provides strategic guidance and governance-level oversight.

Core Responsibilities of the HR Committee

- Oversee and periodically review HR policies, procedures, and the employee handbook to ensure legal compliance and consistency with organizational values.
- Provide support and oversight for CEO performance evaluation, succession planning, and compensation recommendations.
- Review and advise on the organization's approach to equity, diversity, inclusion, and belonging (EDIB) in hiring, retention, and culture.
- Monitor staff engagement and workplace climate through data from surveys or pulse checks.
- Provide governance-level input into staffing structure, leadership development, and professional growth strategies.
- Assess and advise on employee benefits and compensation philosophy.
- Support leadership transitions with succession planning and continuity strategies.

Ideal Member Profile for the HR Committee

HR Committee members should bring experience and judgment in people management, culture building, and ethical oversight. Effective members typically have:

- Human resources leadership experience (e.g., HR executive, labour law, compensation & benefits)
- Knowledge of employment law and nonprofit workforce compliance
- Insight into organizational behaviour, change management, and workplace culture
- A commitment to equity, diversity, and inclusive leadership
- Discretion and diplomacy in handling sensitive matters

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- An understanding of the relationship between board oversight and operational accountability

HR Committee Skills Matrix

Areas of Expertise / Leadership Qualities	Current Committee Members (A B C D E)	Potential Committee Members (A B C D E)	Notes
Human resources and talent management			
Employment law and compliance			
Compensation and benefits strategy			
Performance evaluation and leadership development			
Equity, diversity, and inclusion (EDIB)			
Organizational culture and employee engagement			
Succession planning and executive transitions			
Other (please specify)			

Additional Fields

- **HR Committee Charter:** *(Insert your committee charter here.)*
- **HR Committee Chair:** _____

Audit Committee Overview

The Audit Committee provides critical oversight of the organization's financial integrity by managing the independent audit process and ensuring that internal controls and reporting practices meet high standards of transparency and accountability.

While smaller nonprofits may assign audit responsibilities to their finance committee, BoardSource recommends separating these roles when possible to safeguard independence and reduce conflicts of interest. This separation enhances objectivity and reinforces trust in the organization's financial processes.

In some jurisdictions, the establishment of a separate audit committee is not optional—state or provincial laws may mandate its formation and independence from the finance committee. Organizations should be familiar with and comply with any such legal requirements.

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Core Responsibilities of the Audit Committee

The audit committee's principal responsibilities include:

- Managing the external audit process
- Selecting the independent auditor
- Reviewing the audit report directly with the auditor
- Presenting audit findings to the full board
- Using the independent auditor as an objective advisor on financial practices and controls
- Ensuring compliance with all relevant financial reporting requirements

The audit committee acts as a safeguard to ensure that the organization's financial procedures are transparent, responsible, and aligned with legal and regulatory standards.

Committee Independence and Membership Guidelines

To ensure objectivity:

- The audit committee should be separate from the finance committee.
- Membership should not overlap between the audit and finance committees whenever possible.
- The same person should not chair both committees, even if dual membership is unavoidable due to a limited board size.

In cases where the organization lacks sufficient board members with relevant expertise, and if the bylaws permit it, non-board individuals with audit or financial experience may be invited to serve on the audit committee. These external members can contribute insights but may not participate in formal deliberations or voting.

Ideal Member Profile for the Audit Committee

Effective audit committee members bring strong analytical skills and a commitment to financial integrity. Relevant backgrounds include:

- Accounting (especially nonprofit or public accounting)
- Banking or financial services
- Investment management
- Financial operations or internal controls

These competencies help the committee interpret audit findings, evaluate internal procedures, and ensure robust financial governance.

Finance Committee Overview

The Finance Committee plays a pivotal role in stewarding the financial health of the organization. Whether part of a unified committee or working alongside separate audit

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and investment committees, it ensures that the board fulfills its fiduciary responsibilities with diligence and foresight.

In many nonprofits, the finance committee handles all financial oversight. However, in organizations with greater complexity, such as those undergoing independent audits, managing endowments, or running robust planned giving programs, it is common (and recommended by BoardSource) to establish separate audit and/or investment committees to ensure added accountability and expertise.

Core Responsibilities of the Finance Committee

The Finance Committee works in partnership with the chief executive and staff to provide financial oversight aligned with board priorities and the organization's mission. While staff are responsible for daily financial operations and budget preparation, the finance committee provides strategic oversight and guidance.

Key responsibilities include:

- Educating the board on financial statements and the organization's overall financial health
- Overseeing financial planning, including review and support of the annual budget process
- Ensuring that adequate funding is available to support organizational operations
- Safeguarding organizational assets and supporting internal controls
- Drafting and reviewing fiscal policies
- Anticipating financial risks or challenges
- Ensuring the board receives timely, accurate, and complete financial reports
- Verifying compliance with federal, provincial/state, and local reporting requirements

A guiding question for the finance committee when reviewing reports is:
"Are we on track? If not, why not?"

Member Development and Participation

While not every board member arrives with financial expertise, it is beneficial for all members to serve at least one term on the finance committee. Doing so deepens their understanding of the organization's fiscal operations and enhances the board's collective ability to make informed decisions.

Ideal Member Profile for the Finance Committee

To support effective oversight, committee members should bring a range of financial, operational, and strategic experience. Relevant backgrounds may include:

- Budgeting and financial forecasting
- Real estate development or asset management

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- Investment strategy or portfolio management
- Business operations or entrepreneurship
- Banking and financial services
- Accounting, particularly with knowledge of nonprofit accounting and GAAP (Generally Accepted Accounting Principles)

Finance Committee Skills Matrix

Areas of Expertise / Leadership Qualities	Current Committee Members (A B C D E)	Potential Committee Members (A B C D E)	Notes
Financial planning experience			
Budgeting experience			
Real estate experience			
Investments experience			
Accounting experience			
Experience running a business			
Banking experience			
Attention to detail			
Willing to ask questions, raise flags			
Other			

Additional Fields

- Finance Committee Charter: *(Insert your committee charter here.)*
- Finance Committee Chair: _____

Development Committee Overview

The Development Committee plays a critical role in supporting the board’s responsibility for fundraising, a core element of nonprofit sustainability and impact. Given the importance of fundraising to many organizations, boards often establish a dedicated committee to guide these efforts.

This committee typically collaborates closely with the board chair, chief executive, and development staff to:

- Create and oversee the fundraising strategy and plan
- Engage the full board in fundraising activities
- Support the cultivation and stewardship of donors and partners
- Monitor progress toward fundraising goals

A key expectation is that each board member, especially those on the Development Committee, makes a meaningful personal contribution to the organization. Personal

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giving demonstrates commitment and trust in the organization, helping board members serve as more credible fundraisers and inspiring confidence in others.

Ideal Member Profile for the Development Committee

Development Committee members should be passionate advocates for the mission and confident representatives of the organization in the community. While not all members need formal fundraising experience, they should be comfortable with relationship-building and willing to engage in donor outreach.

Strong candidates for the Development Committee typically:

- Communicate effectively and enthusiastically about the mission
- Understand the organization’s programs, community, and stakeholders
- Have connections or networks within the community or sector
- Possess strong interpersonal skills and engaging personalities
- Are comfortable discussing financial support with potential donors
- Have access to or relationships with individual, corporate, or foundation funders
- Inspire trust and confidence in conversations
- Bring experience in fundraising, business development, or marketing

Development Committee Skills Matrix

Areas of Expertise / Leadership Qualities	Current Committee Members (A B C D E)	Potential Committee Members (A B C D E)	Notes
Fundraising experience			
Marketing experience			
Strong communication skills – writing and public speaking			
Financial management skills and experience			
Leadership skills			
Key community and constituency connections			
Other			

Additional Fields

- Development Committee Charter: *(Insert your committee charter here.)*
- Development Committee Chair: _____

Governance Committee Overview

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The Governance Committee plays a central role in shaping and sustaining an effective, diverse, and future-ready board. Its primary function is to institutionalize leading practices across three core areas:

1. Strategic Board Recruitment – Ensuring that the board has the right mix of skills, experiences, perspectives, and attributes to advance the mission.
2. Effective Board Engagement – Supporting members throughout their tenure through orientation, education, and meaningful involvement.
3. Intentional Revitalization – Overseeing board self-assessment, leadership succession, and ongoing development to ensure sustained effectiveness and relevance.

This committee is also responsible for fostering a culture of diversity, equity, inclusion, and belonging. It ensures all board members feel valued and that the board reflects the community it serves.

Ideal Member Profile for the Governance Committee

Because the governance committee is entrusted with the board's renewal and overall health, its members should be both visionary and strategic. They should collectively reflect the diversity and strengths of the board itself.

Governance Committee members should:

- Bring a diverse range of backgrounds and experiences
- Be actively engaged in the community and connected across various networks
- Understand human dynamics and relationship-building
- Possess insight into the ecosystem in which the organization operates
- Have experience with organizational development and board performance
- Be respected by their peers on the board
- Be knowledgeable about the organization's mission, history, and stakeholders
- Demonstrate familiarity with governance best practices
- Be willing to challenge current practices constructively
- Operate without personal agendas, prioritizing the collective good
- Understand and value group performance evaluation

Governance Committee Skills Matrix

Areas of Expertise / Leadership Qualities	Current Committee Members (A B C D E)	Potential Committee Members (A B C D E)	Notes
Human resource expertise			
Governance expertise			
Organizational development expertise			
Has community connections			

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Areas of Expertise / Leadership Qualities	Current Committee Members (A B C D E)	Potential Committee Members (A B C D E)	Notes
Well respected by board colleagues			
Knowledgeable of organization, ecosystem, and collective purpose			
Other			

Additional Fields

- Governance Committee Charter: *(Insert your committee charter here.)*
- Governance Committee Chair: _____