



VAIL VALLEY FOUNDATION
Board Excellence Committee Charter
December 8, 2017

Vail Valley Foundation Mission

To enhance and sustain the quality of life in the Vail Valley through leadership in the arts, education and athletics.

Committee Purpose

To develop and sustain an effective and engaged board, including but not limited to board structure, size, satisfaction, best practices, term limits, roles and responsibilities of board members, board committee structure, charters, modernization and legal accuracy of the organization's bylaws.

Committee Structure

The Board Excellence Committee is a committee of the Vail Valley Foundation Board of Directors. It shall consist of a chair selected by the Chair of the Board or the Executive Committee; a vice chair recommended by the committee chair and approved by the Executive Committee; and committee members recommended by the Nominating Committee (working in conjunction with the committee chair) and approved by the Executive Committee. Members of this committee may include Board and Non-Board members, except the chair and vice chair shall be directors (but not Community Members) of the Board. The size is determined by the committee chair but generally, it should include at least four members in addition to the chair, and no more than 12 members. The committee chair will serve a term of four years with a one-time, four-year extension by approval of the Executive Committee. Members shall serve a term of four years with unlimited extensions. This committee will make best efforts to meet four times per year but not less than three. The committee chair will provide a short report of committee work and outcomes at the Board meetings in July and December.

Committee Authority

The Board Excellence Committee has the authority to provide guidance and direction, and where appropriate or requested by the President, decision making for VVF staff. The committee chair shall be responsible for succession planning to ensure qualified leadership and active committee members in the future. When in question, it will be the responsibility of the committee chair to: a) determine if proposed action(s) of the committee require Executive Committee and/or Board approval; and b) to work with the President and Chair of the Board to follow through on presenting such items for approval to the Executive Committee and/or Board. The committee chair has the authority to create subcommittees or ad hoc committees of any size or duration, which shall not require a charter, and select the members of such committee(s).

Duties and Responsibilities of Committee

- Update bylaws as needed or requested on an ongoing basis, but in general, conduct a thorough review of bylaws every three years.
- Research and recommend to the Board Chair and Executive Committee, nonprofit board governance best practices to include but not be limited to Board training, term limits, giving levels, committee participation by Board members and Board size.
- Establish Board committee charters and ensure charters are reviewed by each committee every two years.



- Recommend to the Executive Committee, where needed and appropriate, organizational and/or Board policies. As non-limiting examples, Conflict of Interest Policy, Confidentiality policy, Gift Acceptance Policy, Board Mentoring Policy and Endowment Policy, to name several. Review and update such policies as needed.
- As needed or requested by the Nominating Committee, collaborate to support new Board member or new committee member orientations.
- Assist and support the Board Chair and President in evaluating and determining frequency of conducting a Board survey, content population of board survey itself and action steps needed post Board survey(s).

Staff Liaison

Mike Imhof

Charter Review

The Board Excellence Committee will review, assess, and if needed, update this charter every two years. Any changes shall be reviewed and approved by the Executive Committee.