

Policy on Board Recruitment

Amended December 2022

Overview

The Council on Foundations (the Council) is a membership organization with a Board of Directors elected by its members. The Governance Committee of the board is responsible, on an ongoing basis, for assessing board make up, setting priority criteria for new members, identifying, cultivating and vetting a diverse set of potential candidates, and submitting an annual slate of nominees to the board for approval. Once approved by the Board, the slate is submitted by the Board Secretary to the membership for election at the annual membership meeting. Potential candidates may be referred or suggested to the Governance Committee for consideration at any time by individual board members, Council staff, and Council members.

Statement on Diversity, Equity and Inclusion

The Council's vision is to support philanthropy as trusted partners in advancing the greater good. Core to advancing that vision as well as our mission, strategic direction, core beliefs, and operating principles is our ability to attract board members who bring the many dimensions and forms of diversity present within our membership to the Council's leadership.

Just as important to recruiting a diverse set of board members is our commitment to create a board culture that values each board member's full humanity by elevating and learning from the differences and deeply felt passions that exist on the board. We commit to working together on the Council's behalf in a spirit of honesty and respect and to doing so in a way that addresses conflicts directly while working hard to prevent harm.

The Governance Committee assesses the existing makeup of the Board across various dimensions of diversity to determine priorities for cultivation and recruitment. We look for candidates to expand our demographic diversity (race, gender, disability/LGBTQ status, etc.), experiential diversity (culture, lived experience, professional affiliation, geography etc.) and cognitive diversity (approach to problem-solving, world view, belief about how change happens etc.)

Determination of Board Candidate Priority Criteria and Attributes

Guided by the Statement on Diversity and Inclusiveness, the Governance Committee is responsible for assessing and determining the priority attributes needed within the board to effectively govern and advance the strategic direction of the Council. These include but are not limited to the various dimensions and attributes addressed in the Statement

on Diversity and Inclusiveness. The Governance Committee consults with the Board Chair, President and CEO, and other board members to determine priority criteria for cultivating potential board candidates.

Prior to the end of each calendar year, the Governance Committee will discuss and decide the number of board positions that will need to be filled in the next year. This will include an initial review of the performance and board meeting attendance of those board members who will complete their first term in the following year and are eligible for re-nomination, to determine whether any additional seats may need to be filled. The President and CEO shall participate in these discussions to provide management's perspective.

Identification and Referral of Candidates

The Governance Committee proactively identifies and initiates conversations with potential board candidates that fit recruitment priorities and receives referrals or suggestions from board members, Council staff, and Council members throughout the year. The Committee pursues referrals that they determine appropriate. For those interested in potential board service, information is posted on the Council website.

Participation in Council activities is an important way for individuals to prepare for future board service. The Governance Committee considers a candidate's history of committee service as part of their board candidacy. Those interested in becoming more engaged with the Council can reach out to the Council's [member engagement team](#).

Timeline

The Governance Committee accepts nominees on an ongoing basis and a slate of nominees is finalized and submitted to the board for approval approximately two months before the annual membership meeting. Some years the board does not recruit new members if the board already has sufficient members.

Confidentiality

The list of nominees and other work of the Governance Committee is kept confidential until a confirmed slate of nominees is approved by the board for presentation to the membership.

Conflicts of Interest

In the event a Governance Committee member has a conflict of interest with respect to any nominee or potential nominee, said committee member will disclose such conflict and recuse themselves from that portion of the meeting during which the respective nomination is discussed.