

2025 GOVERNANCE COMMITTEE ROSTER



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GOVERNANCE COMMITTEE CHARTER

Type: Standing

12.18.2024

Membership: The Governance Committee is approved annually by the Board of Directors. The committee will consist of at least three (3) members, with at least one (1) of whom will be a current board member. The President & CEO will serve as an ex-officio member of the committee. Term of service is three years, renewable at the discretion of the Board of Directors. All Committee members will be required to sign the Confidentiality Policy and Conflict of Interest Disclosure.

Chairperson: GTCF Board Director, appointed by Board of Directors to a one-year term.

Delegation of Authority: The Governance Committee reports to the Board of Directors.

Standard Committee Procedures: The Committee shall meet at the call of the Chair of the Committee, typically 4x/year, and shall maintain minutes of all meetings, which shall be regularly approved by the Committee and made available for distribution to the Board. A simple majority of the appointed members of the Committee shall constitute a quorum at any meeting of the Committee. Meetings may be conducted by teleconferencing where all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Purpose: The Governance Committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the board of directors. The work of the committee revolves around the following five major areas: Board Roles and Responsibilities, Board Composition, Board Knowledge, Board Effectiveness and Board Leadership.

Specific Responsibilities:

1. Board Role and Responsibilities
 - Leads the Board in regularly reviewing and updating the Board's statement of its roles and areas of responsibility, and what is expected of individual board members.
 - Assists in periodically updating and clarifying the primary areas of focus for the Board.

2. Board Composition
 - Leads in assessing current and anticipated needs related to Board composition, determining the knowledge, attributes, skills, abilities, influence, and access to resources the Board will need to consider in order to accomplish future work of the Board.
 - Develops a profile of the Board as it should evolve over time.
 - Identifies potential Board Member candidates and explores their interest and availability for Board service.
 - In cooperation with the Board Chair, contacts each Board Member to assess his or her continuing interest in Board membership and term of service
 - Work with each Board Member to identify the appropriate role he or she might assume on behalf of the organization.
 - Nominate and recommend a slate of new Board Members, returning Board Members, Board Officers and Committee Chairs to be presented and voted on at the Board of Directors annual meeting.

3. Board Knowledge
 - Provide input to staff on a process of board orientation, help to gather information prior to election as Board Member, and information needed during the early stage of Board service.
 - Work with staff to create an ongoing program of Board information and education.

4. Board Effectiveness
 - Initiates annual self-assessment of the Board's performance. Proposes, as appropriate, changes in Board structure and operations.
 - Provides ongoing counsel to the Board Chair and other Board leaders on steps they might take to enhance Board effectiveness.
 - Regularly reviews the Board's practices regarding member participation, conflict of interest, job description for officers, and suggests improvements as needed.
 - Periodically reviews and updates the corporate bylaws, Board's policy guidelines and practices.

5. Board Leadership
 - Takes the lead in succession planning, taking steps to recruit and prepare future Board members.

Chair's Responsibilities

1. Chair all Governance Committee meetings.
2. Work with GTCF Staff to plan meeting agenda.
3. Assist in recruiting diverse committee members with the experience required to perform the work of the committee.

Timeline: The work of the committee is year-round.

GTCF COMMITTEE BEST PRACTICES

- Each committee works in coordination with the President & CEO of GTCF and their staff.
- Each standing or ad hoc committee is chaired by a member of the GTCF Board of Directors (BOD).
- Committee members will be provided a video or teleconference link for all committee meetings so that they may participate, even when not available to attend in person.
- Members of the GTCF BOD who are not an official committee member are welcome to attend any committee meeting, as a guest, with the understanding they are not voting members of the committee.
- Decisions/recommendations from the committees to the GTCF BOD or EC are made via consensus. When consensus is not possible, a majority vote of the committee members is reported for the Board or EC consideration.
- An agenda is developed prior to each meeting and distributed to all committee members in advance of the meeting. The chair ensures minutes are prepared and routed to committee members for review.
- Committee Minutes or reports are provided at BOD meetings to keep the Board informed of key committee decisions or actions.
- New Committee members are recruited and vetted by the Committee Chair.