

## GOVERNANCE COMMITTEE CHARGE

**Number of Members** 9

### **Composition**

Members shall include the President, Vice President, Past President, and six at-large members. The Past President shall serve as Chair. The Chair may invite guests as needed to expedite information sharing. See also **Limitations** below.

### **Method of Appointment**

Ex officio members take office automatically. Other members shall be appointed by the President and/or Vice President, in consultation with the Chief Executive Officer.

### **Term of Office**

One year. At-large members may be reappointed for two additional, consecutive one-year terms.

### **Accountability**

Reports to: Board of Trustees

Key Relationships: Executive Committee, Ethics Committee

### **Purpose**

To ensure the quality and effectiveness of the Society's governance, including its current and future volunteer leadership.

### **Responsibilities**

- Design and implement the Society's leadership development strategy, including:
  - Recruiting and orienting new trustees, officers and committee chairs
  - Conducting an ongoing program of senior volunteer education and team building
  - Overseeing a succession planning strategy that identifies emerging leaders, monitors performance and identifies next-step assignments.
- Oversee a broad-based nominations process and recommend a slate of nominees, developed by the Nominations Subcommittee, to the Board for approval.
- Establish criteria for the Society's recognition awards, oversee a broad-based nominations process and recommend award recipients, chosen by the Awards Subcommittee, to the Board for approval.
- Regularly evaluate the effectiveness of the Board and committees, including the alignment of the governance structure to the Strategic Plan and priorities established

by the Board, and recommend enhancements or corrective measures to the Board.  
The frequency of governance reviews includes an annual progress assessment and a full-scale review following the adoption of a new Strategic Plan.

- Periodically review, assess and recommend revisions to Board policies and practices.
- Periodically review and recommend revisions to the Bylaws.

### **Decision-Making Authority**

- Make recommendations to the Board.
- Establish the committee's procedures.
- Establish procedures for coordinating subcommittee work.
- Act on the recommendations of subcommittees.

### **Limitations**

At-large members of the Governance Committee are ineligible to be nominated for elected office while serving on the Governance Committee.

All members of the Governance Committee are ineligible to receive awards given by the Society while serving on the Governance Committee, with the exception of the President's Award which is given at the President's discretion.

### **Meeting Frequency**

At least two meetings annually, by teleconference or face-to-face. Additional meetings as needed.

### **Estimated Time Commitment**

Up to 1 hour per month

#### *Scheduled*

Committee Conference Calls (bimonthly or as needed)

#### *Ad Hoc*

As needed

#### *Busiest Times of the Year*

Prior to Board meetings (September, January, May)