

GOVERNANCE COMMITTEE CHARGE

Number of Members 9

Composition

Members shall include the President, President-Elect, Immediate Past President, and six at-large members. The Immediate 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-Elect, in consultation with the President and 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.
- Communicate the slate to the nominated individuals and the Executive Committee.

- 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. Communicate the recipients to the Executive Committee.

- 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

Possible in-person meetings at ACC annual or HRS Scientific Sessions

Busiest Times of the Year

Prior to Board meetings (September, January, May)