

Governance Committee Charter

July 31, 2018

NERCOMP Board members have approved the following charter documenting the Governance Committee procedures and expectations for its work.

Committee Charge:

The NERCOMP Governance Committee is responsible for broad areas related to Board effectiveness, leadership, education and development. The committee will make conscious efforts to find interested individuals within the NERCOMP community who are looking to be more engaged and identify opportunities for those individuals to be involved in NERCOMP initiatives, activities, and planned events. Working in conjunction with other NERCOMP committees, the committee ensures organizational continuity, smooth operations and clarity around policies, procedures and practices.

Leadership Appointment:

Each year, the NERCOMP Board will appoint Committee Chairs, typically from Board membership. Subcommittee Chairs may be either Board or non-Board members. While the NERCOMP Chair may sit on this committee, ideally, this person would not serve as its chair.

Committee Members' Role:

Committee members will be responsible for developing strategies regarding Board composition, recruitment, development and succession planning. NERCOMP staff members who are assigned to each committee will be considered active members of the committee in addition to providing administrative support as necessary.

Membership, Selection and Term Length:

- o *Membership:* The Governance Committee shall consist of no less than 2 Board members plus an additional number appointed from outside Board membership, as needed. Generally, members of Governance will only come from the Board unless addressing a topic for which outside assistance is requested. Membership should reflect the diversity of NERCOMP member institutions.
- o *Selection:* Board members make committee commitments in April after the election of Officers. Potential non-Board members are appointed by the Governance Committee Chair, as needed, by July or as needed.
- o *Term Length:* Members are expected to serve a one-year term at a minimum. Appointments are renewable at the discretion of the Governance Committee Chair for up to two additional years. Ideally, after three consecutive years, members rotate off the Committee for a period of at least one year before beginning a new term of service. At the end of each Committee member's service s/he will receive a letter of appreciation from the NERCOMP Board Chair.

Meetings:

Each committee meets as determined by the Governance Committee Chair and membership, no fewer than four times per year.

Decision-making and Procedural Details:

In accordance with NERCOMP's Bylaws, one-half of the total Committee membership shall constitute a quorum and the vote of a majority of the Committee members present at any meeting at which there is a quorum shall constitute an act of the Committee.

Responsibilities of Members:

Members of the Governance Committee are expected to participate actively in all activities of the committee. Additionally, they are expected to serve as representatives and advocates of NERCOMP in general. Attendance and assistance at the Annual Conference are also encouraged. As these activities represent a significant time and financial commitment, potential members are asked to carefully consider their involvement prior to joining the Governance Committee, including discussing their involvement with their supervisors. Members failing to meet these responsibilities may be removed at the discretion of the Committee Chair.

Reporting:

Based on the work of the committee, the Committee Chair will provide regular feedback to the Board at least four times per year. In accordance with NERCOMP's Bylaws, the Governance Committee will provide a record of each meeting to the Board, as well as make other reports as requested by the Board.