

Governance Committee Charter

February 26, 2019

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. This committee is also responsible for the onboarding of new board members.

Leadership Appointment:

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

Responsibilities of Chair:

The role of the chair is to provide leadership and accountability for the planning and coordination of the Governance committee to fulfill its charge. Specific responsibilities include, but are not limited to, the following:

- Liaison with NERCOMP staff to create and distribute agendas and relevant materials in advance of meetings
- Lead/manage meetings to ensure agenda items are addressed, action/follow-up items are clearly identified and assigned, and all voices are heard
- Be accountable, and hold members accountable, for committee activities, including decision making and deliverables
- Ensure committee work is progressing in a timely manner and aligned with the NERCOMP Strategic plan and goals
- Provide updates to the Board on Committee activities upon request

[Note: Delegation of tasks is acceptable as long as the chair is accountable and ensures completion.]

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:

- *Membership:* The Governance Committee shall consist of no less than 2 current Board members plus an additional number appointed former Board members, as needed. Membership should reflect the diversity of NERCOMP member institutions.
- *Selection:* Board members make committee commitments in April after the election of Officers. Potential former Board members are appointed by the Governance Committee Chair, as needed, by July or as needed.
- *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.