

# **Interpreting Stakeholder Group (“ISG”) Governance Committee Charter**

## **I. Purpose of Committee**

The Governance Committee (the “Committee”) supports the Board of Directors (the “Board”) by enhancing the capacity of Board members to govern and lead ISG effectively through ensuring that members, both individually and collectively, have the competencies and tools necessary to carry out its due diligence functions as Board members. The Committee also ensures that the governance policies and processes model best practices for non-profit corporations, and regularly leads in the assessment of the effectiveness of the Board and its committees. The Committee is also responsible for the recruiting and nomination of new members for the annual Board election and conducting new board orientation.

## **II. Accountability**

The Committee is accountable to the Board.

## **III. Committee Membership**

Number of Members The Committee shall have a minimum of three (3) and a maximum of five (5) voting members. In addition, the Board may appoint one (1) non-voting, ex-Officio, member as the Board Liaison.

Qualification for Membership Voting members should be knowledgeable in matters pertaining to board governance. It is desirable that members shall have a minimum of two years of experience as non-profit Board members or Executive Directors of non-profit corporations.

Composition and Selection The Committee shall be comprised of two Co-Chairs appointed by the Board. The remaining voting members shall be selected by the Co-Chairs in a timely manner. The Board Liaison, an ex-Officio member, shall be appointed by the Board.

(Carol Berg and Eleanor Ling shall serve as Co-Chairs for the 2012 term.)

Terms of Members Members of the Committee may serve a term for one (1) year and may serve a successive one-year term. When feasible, one or both of the immediate past governance Co-Chair(s) will continue serving as a member of the committee for at least one more year to ensure an orderly transition.

Commencement of the term shall be one week following the December Annual Meeting and election.

Termination of Members Membership on the Committee shall be terminated if a member voluntarily resigns his/her membership and so notifies the Committee Co-Chairs, or if a member is not qualified for membership or fails to attend without excuse more than two successive scheduled-meetings per term, or if a member consistently fails to contribute to the work of the Committee.

Special Advisors From time to time the Committee may invite non-ISG members with extensive non-profit governance experience or particular knowledge of the Committee objectives to serve as Special Advisors. Special Advisors do not have a vote.

#### **IV. Committee Authority and Responsibility**

The Board has delegated to the Committee the authority and responsibilities in the following five major areas: Board role and responsibilities, Board composition, Board knowledge, Board effectiveness, and Board leadership.

The Committee shall:

1. Assist the board in periodic review and update on the board's statement of its roles and responsibilities, and what is expected of individual board members;
2. Assist the board in updating and clarifying the primary areas of focus for the board, and in shaping the board's agenda for the next year or two based on the Board's strategic plan;
3. Develop a skills profile of the current Board, identifying gaps in expertise and representation needed on the Board;
4. Actively and systematically identify and screen prospective future Board candidates based on anticipated future needs related to board composition, skills, attributes, influence, and access to resources;
5. Takes the lead in succession planning by identifying and nominating board candidates and board officers for the annual election;
6. Plan, execute and oversee the Board election at the annual Special Membership Meeting in December.
7. Develop and assist with new Board member orientation;
8. Suggest and/or develop programs for Board education/development as directed by the Board based upon recommendations to be provided by the Committee;
9. Conduct periodic evaluations of Board policies and processes (e.g. conflict of interest and confidentiality agreement), and committees structure/responsibilities and recommend improvements to the Board as needed;
10. Oversee the evaluation of the performance of individual board members and the board as a whole, and recommend changes in board structure and operations as appropriate;
11. Accomplish additional tasks as charged by the Board.

#### **V. Committee Meetings**

The Committee will meet a minimum of three (3) times annually, either in person or via telephone, and at such times, places and manner as its members may determine. Additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter. Committee members are expected to attend 75% of the meetings either in person or by telephone.

Meetings of the Committee may be called by the Co-Chairs or at the request of the Board. Notice of a meeting of the Committee stating the place, day and hour of the meeting shall be given to each member of the Committee at least five (5) days prior thereto by email or by telephone.

The Co-Chairs shall prepare an agenda in advance of each meeting and provide the agenda to Committee members no less than two days in advance of the scheduled meeting, along with the appropriate materials needed to make informed decisions. At each meeting, one Co-Chair will chair the meeting, while the other Co-Chair will record the meeting minutes. The Committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Periodically, time-sensitive resolutions can be voted on electronically as deemed appropriate by the Co-Chairs.

## **VI. Committee Reports**

The Committee shall produce meeting minutes at the conclusion of each meeting, which will include an attendance record and documented recommendations and decisions. These reports will be completed no more than three (3) weeks following the applicable Committee meeting and forwarded to the committee membership and the Board for proper filing. Additionally, the Committee will produce an annual report at the end of each term that describes the number of meetings, major decisions and outcomes, and any other pertinent information.

## **VII. Committee Evaluation**

The Committee shall periodically review its own performance in relation to the requirements of this Charter and such other matters as deemed appropriate by the Committee. The performance evaluation by the Committee will be conducted in such manner as the Committee deems appropriate. On the basis of the performance evaluation, the Committee shall consider appropriate changes necessary to improve its effectiveness.

The Committee shall review and reassess the adequacy of this Charter and membership composition annually and recommend any appropriate changes to the Board for approval.

ADOPTED by the Board the XXth day of XX, 2012.

Draft #1, 1/25/12; draft #2, 2/1/12