

AAUW COLORADO SPRINGS BRANCH GOVERNANCE COMMITTEE DESCRIPTION

Position: Governance Committee **Status:** Members appointed by board – 2 yr. term
Reports To: President Elect and board **Executive Committee Oversight by:** President Elect
Board Voting Rights: No **Signature Authority:** No

Date of Branch Board Approval of Volunteer Position Description: July 2020

Committee Overview: The Governance Committee (the “Committee”) is a standing committee of the AAUW Colorado Springs Branch (“branch”) board (the “board”). The Committee acts in accordance with this Committee Description, the branch’s articles of incorporation and any amendments thereto, branch bylaws and working rules and policies, AAUW National and State bylaws and policies, all applicable laws, and the overall direction of the branch as determined by the board.

Purpose

The purpose of the Committee is to assist the branch board in helping to ensure the effectiveness of the overall governance of the branch.

Committee Duties and Responsibilities

In carrying out its purpose, the Committee, under direction of the board, shall:

- Periodically advise and make recommendations to the board on structure, trends, and best practices for effective governance.
- On an annual basis, receive, review, interview, and recommend to the board potential candidates for standing and special committee appointment, including committee chairs and vice chairs.
- At least every other year, review the branch committee structure, including responsibilities and composition, and recommend changes as needed to the board.
- Working jointly with committee chairs and the branch president, establish a process for committees and task forces to review their own effectiveness and to periodically summarize and report to the board the key findings from such reviews.
- Periodically review branch bylaws and working rules and policies and recommend amendments to the board as appropriate.
- Periodically review branch conflict of interest policy and recommend changes to the board as appropriate.
- Receive, review, and report to the board all bylaw and working rules and policies amendment proposals and resolutions related to these documents submitted by members together with the Committee’s recommendation on whether such proposals and resolutions are appropriate to place before the membership or board as applicable for a vote. The Committee also proposes draft rationale to the board for the recommended bylaws change for presentation to the membership.
- Communicate with members, under the direction of the board, or recommend communications from the board to members on issues related to branch governance matters.
- At least every other year, review and assess the effectiveness of the Committee and this description.
- Carry out such other responsibilities as may from time to time be assigned to the Committee by the board.

Committee Membership: The Committee shall consist of at least five (5) members and shall be members of the branch. The Committee chair or co-chairs shall be the President-elect or as otherwise appointed and approved by the board. Members of the Committee shall have legal training or experience with nonprofit governance or parliamentary procedure.

Terms: Committee members shall be appointed by the board for a term of two years beginning July 1 following appointment and shall be eligible for reappointment to the Committee for one succeeding term only. In no case shall an appointed member serve for more than three consecutive terms on one Committee, the third term being possible only if a Committee member becomes chair of the Committee. The term limit for a mid-term appointment shall be calculated from the next annual term start date. If a member misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the Committee chair may recommend to the board that the member be replaced. If the Committee chair misses two consecutive meetings or is unable to fulfill the requirements of the Committee, the board chair may recommend to the board that the Committee chair be replaced. Committee members who have served for two consecutive terms as members or three consecutive terms if they become chair of the Committee, exclusive of any partial term, shall be eligible for reelection to the Committee following a one-year hiatus.

Subcommittees: The Committee may create subcommittees for the purpose of gathering information, conducting analyses, and developing draft recommendations for consideration by the Committee with respect to particular matters related to the responsibilities of the Committee. The specific authority of all subcommittees shall be specified in writing and reviewed at least every other year. All subcommittees must report their recommendations and advice to the Committee for deliberation and discussion. A subcommittee may include members who are not members of the Committee. Subcommittee members are appointed by the Committee chair.

Voting and Quorum Requirements: Each member of the Committee, other than nonvoting ex officio members, shall have one vote. A majority of the then-serving members of the Committee shall constitute a quorum for the transaction of business at any meeting. The presence of ex officio members shall not be counted for purposes of determining quorum. The act of a majority of Committee members present at any meeting at which a quorum is present shall be the act of the Committee. There shall be no proxy or ballot voting.

Meetings: The Committee shall meet not less than two (2) times each year. Meetings may be held telephonically or electronically so long as all members participating have the opportunity to read or hear the proceedings substantially concurrently with their occurrence. Special meetings of the Committee may be called by the chair of the Committee or any two members of the Committee unless otherwise provided in the bylaws or by a resolution of the board.

Minutes, Reports and Records: Minutes of Committee meetings shall be maintained by the branch. The Committee chair shall prepare written reports on the Committee's activities and recommendations to the board for the board's regular and annual meetings. If the Committee has a board liaison other than the Committee chair, the board liaison shall review the written reports from the Committee chair and submit them to the board for review.