

## **Governance Committee Charter**

The Governance Committee (the “Committee”) is a standing advisory committee of the board (the “board”) of the American Association of University Women (“AAUW”). The Committee acts in accordance with this charter, AAUW’s articles of incorporation and any amendments thereto, AAUW’s bylaws and policies and all applicable laws, and the overall direction of the organization as determined by the board.

### Purpose

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

### 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 corporate 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 AAUW’s committee structure, including responsibilities and composition, and recommend changes as needed to the board;
- Working jointly with committee chairs and the chief of staff, 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 the bylaws of AAUW and the AAUW Action Fund and recommend amendments to the board as appropriate;
- Periodically review AAUW’s conflict of interest policy and recommend changes to the board as appropriate;
- Receive, review, and report to the board all bylaw amendment proposals and resolutions related to bylaws submitted by members together with the Committee’s recommendation on whether such proposals and resolutions are appropriate to place before the membership for a vote based on D.C. law and other criteria established by the board. 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 AAUW corporate governance matters;
- At least every other year, review and assess the effectiveness of the Committee and this charter;
- 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 8 members and at least a majority of the members of the Committee shall be members of AAUW. The Committee chair and members of the Committee shall be appointed by the board chair and approved by the board of directors or as appropriate by the Executive Committee and shall serve at the pleasure of the board.

Members of the Committee shall have legal training or experience with nonprofit governance or parliamentary procedure.

The board chair shall serve as a nonvoting ex officio member of the Committee. The CEO may attend Committee meetings as a guest of or consultant to the Committee.

If the Committee chair is not a board member, the board Secretary shall serve as a nonvoting board liaison to the Committee. The board liaison communicates board priorities to and for the Committee and serves as a consultative resource to the Committee chair as needed. Committee recommendations and other communications shall be brought to the board by the board liaison.

A staff member designated by the CEO shall serve as a nonvoting staff liaison to the Committee.

#### Terms

Committee members (other than nonvoting ex officio members) shall be appointed 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.

In the event that 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. In the event that 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 four 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 at AAUW headquarters. 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.