

## **Governance Committee Charter**

### **I. Purpose of Committee**

The Governance Committee (the "Committee") is a committee of the Board of Directors (the "Board") of The New York State Society of Certified Public Accountants (the "Society"). It is established to ensure that the Board has the skills and competencies necessary to perform at the highest level.

### **II. Committee Membership**

The Committee is composed of no more than five individuals two of which shall be Executive Committee members. Committee membership is appointed by the President of the Society on or before the first regular meeting of the Board. One of the members of the Committee shall be appointed as Chair by the President of the Society. The Chair must have been a member of the Committee in the previous fiscal year.

Members of the Committee shall serve one year terms beginning June 1st and ending May 31st of the following year or until the new Committee is appointed by the President of the Board.

### **III. Committee Authority and Responsibilities**

The Committee will:

1. Operate under a charter and review annually for adequacy and recommend any necessary changes for approval by the Board;
2. Regularly review the Society's Bylaws and recommend changes as needed to the Board;
3. Review and monitor compliance with the following policies of the Board and recommend new policies to the Board as necessary:
  - a. Assessing Organizational Performance and Compliance with Board Policies
  - b. Board Attendance Policy
  - c. Board Portal
4. Ensure the Board has adequate information in order to monitor compliance with policies of the Board and recommend changes to such procedures as needed to the Board;
5. Regularly review the structure of the Board's committees, including responsibilities and composition, and recommend changes as needed to the Board;
6. At least every two years conduct a Board self-evaluation to measure the Board's effectiveness and to identify areas for improvement and present the evaluation results and recommendations to the Board;
7. Review Board evaluation results to identify areas for improvement; and
8. Develop and implement a comprehensive Board development plan, which includes methods and tools for orienting, training, educating and evaluating diverse, skilled and knowledgeable Board members;
9. Develop and conduct new Board member orientation;
10. Accomplish additional tasks as charged by the President of the Board.
11. Recommend to the Board on an annual basis, for its approval, the protocol's to be used by the Nominating Committee in developing its nominations.

IV. Committee Meetings

The Committee will meet at least annually and as often as the Chair or a simple majority of its members deems necessary or appropriate, either in person, telephonically, or electronically, and at such times, places and manner as the Chair may determine. The Chair will develop an agenda in advance of each meeting and communicate meeting details to members of the Committee in a timely fashion.

As necessary, the Committee will meet in a joint session with other committees regarding items of concern to both committees.

V. Committee Minutes

The Committee will contemporaneously produce written minutes of each meeting with its recommendations and decisions documented. These minutes will be completed no more than three weeks following the meeting and forwarded to the Committee members. These minutes are to be considered confidential until approved by a simple majority of Committee members. Once approved, all Committee minutes, to the extent not confidential, will be posted on the Society's website so all members have access.

VI. Committee Evaluation

At least every two years the Committee will conduct a performance evaluation to review the performance of the Committee in relation to the requirements of this Charter and such other matters as the Committee deems appropriate. The Committee may revise this Charter at any time to reflect the changing needs of the Committee and the Board.

Approved, Board of Directors, December 19, 2019, Agenda Item B19 – F – 1(f).