



## Governance Committee

### TERMS OF REFERENCE

#### Purpose:

*Based on the board goals for a governing year, develop and implement an annual work plan for the improvement of the Board of Directors' good governance policies and practices.*

#### Scope:

- *Review, provide guidance and/or recommend to the Board of Directors for improvement on any and all governance policies and practices*
- *Successfully complete approved annual work plan*
- *Oversee the process for board assessments*
- *Oversee the process for committee assessments*
- *Oversee the process of the Executive Director performance management system and annual performance review*
- *Oversee the process for board, committee chairs and board chair orientation and new member on-boarding*
- *Review and recommend approval to the Board of Directors for all board committee terms of reference*
- *Oversee the review of director expense/compensation policies and systems*
- *Research emerging good governance trends and best practices*
- *Recommend a governance review from time to time*
- *Research and recommend board development topics related to good governance*
- *Oversee and recommend changes to association bylaws*
- *Ensure coordination between director recruitment and governance committees*

#### Committee Type:

*Standing Committee*

#### Membership & Structure:

*Up to 6 members comprised of 3 Directors, a minimum of 2 non-director members, and the Executive Director*

- Chair
- Past-Chair
- Chair-Elect
- Staff Liaison (Executive Director)

#### Subcommittees:

*Subcommittees may be formed to complete specific tasks/projects as needed.*

#### Meetings:

*Meetings will occur a minimum of 4 and a maximum of 12 times annually.*

#### Location of Meetings:

*Meetings will be held at the AMBA office or by Zoom videoconference.*



## Reporting

*The Governance Committee is accountable to the Board of Directors.*

## Term Limits:

*Committee members serve a minimum term of 1 year and a maximum term of 4 years*

## Quorum

*A quorum shall consist of more than 50% of the voting membership on the committee.*

## Voting

*Business arising at any meeting of this committee shall be decided by a majority of votes. The Committee Chair shall not have a second vote in case of a tie.*

## Committee Members:

*Membership to this committee is determined based on application. Applications will be reviewed by the Executive Director and the President and the best-fit candidates selected accordingly.*

## Amendments or Changes to Terms of Reference:

*Terms of Reference will be reviewed and approved annually by the Board of Directors.*

## Date of Last Review:

*December 19, 2019*

## Skillset

### Knowledge

- *Understanding of AMBA's governance documents (bylaws, board policy manual, rules)*
- *Be familiar with AMBA's vision, mission, values, goals, strategic plan, governance structure*
- *Have an understanding of the not-for-profit sector and member-based organizations*
- *Have an understanding of good governance practices*

### Leadership

- *Ability to inspire and mentor others*
- *Use resources effectively to achieve set goals, including organization tasks, delegating responsibilities, and directing resources*

### Strategic Thinking & Decision Making

- *Ability to consider the big picture while being goal/future-oriented*
- *Ability to process large amounts of information; synthesize and incorporate multiple viewpoints and perspectives*
- *Ability to make informed decisions efficiently and take action when needed*
- *Ability to be objective at all times about what is best for the whole association rather than what is best for a particular constituency*

### Experience

- *Experience on the AMBA or similar Board of Directors*