



GOVERNANCE COMMITTEE CHARTER

AUTHORITY

The Governance Committee is a standing committee of the Board established under Article 6, Section 3 of the Inform USA bylaws.

PURPOSE

The Governance Committee selects the slate of candidates for nomination to the membership to fill positions on the board of directors of Inform USA. In addition, the Governance Committee is the steward of Inform USA's governance processes, procedures, and documentation.

MEMBERSHIP

1. Membership is composed of designated members of Inform USA in good standing, including representative participation that reflects the diversity of our members and their communities.
2. The Committee should have a minimum of 3 members and a maximum of 9.
3. Prospective members can join by responding to an invitation sent annually by the Chairperson (and/or Vice-chair), after successfully completing a preliminary interview, receiving approval from Chair and Vice-Chair, and agreeing to the terms of membership.
4. Members can remove themselves by submitting written notice to the Chair or Vice-Chair at any time.
5. Members can be removed for failing to uphold the responsibilities of membership, for violating the provisions of the Conflict of Interest and Confidentiality policies, and/or for interfering with the work of the committee – subject to written request from the Chair or Vice-Chair to the Inform USA Executive Committee.

LEADERSHIP

1. The Inform USA Vice-Chairperson is the chairperson of the Governance Committee per Article 6, Section 3 of the Inform USA Bylaws.
2. The President may, with the approval of the Executive Committee, dismiss the committee chair and appoint a new chair to complete the remaining portion of the term for that committee.

OPERATIONS

1. The Committee shall meet as needed, generally every other month.
2. A majority of Committee members will constitute a quorum. Committee approvals will require a vote of a majority of the Committee members present at a meeting in which a quorum is present.
3. The Committee will make decisions on a basis of consonance and consent – i.e. a majority of members support a decision and none strongly object.
4. The Committee will report its activities to the Board on a regular basis and keep minutes of meetings.
5. The Executive Director shall serve as the Committee's staff liaison and attends all committee meetings. However, the Committee may request a meeting without the Executive Director.
6. The Committee will review this charter periodically and recommend any proposed changes to the Executive Committee of the Board, for review and approval, proposed revision, or referral to the board. The Board may amend this charter at any time.

ONGOING RESPONSIBILITIES

1. The Governance Committee shall select and place for nomination a slate of candidates to fill vacancies on the board.
2. The Governance Committee will review the bylaws every other year, ensuring they are adequate and reflective of the organization's operations.
3. As policy or governance matters arise, the Governance Committee will provide counsel and recommendations to the board of directors.