



Association for Information Science and Technology

COMMITTEE TERMS OF REFERENCE

Governance Committee

COMMITTEE TYPE

Standing

PURPOSE / ROLE

The Governance Committee is responsible for ensuring the quality and performance of the Board of Directors and the governance structure of the Association. It accomplishes this role by:

- Assessing the Board's current composition and identifying missing qualities and characteristics;
- Preparing and executing an annual recruitment plan and continuously cultivate new prospects;
- Reviewing and revising, as needed, job descriptions for Board members;
- Assisting in orienting new Board members and continuing to educate all members on their responsibilities;
- Ensuring that the Board regularly engages in self-assessment an ongoing and continuous focus on identifying, preparing and recruiting future governance leaders, including the definition of skills and attributes required in Board members;
- Serving as the Board election teller;
- Documenting, monitoring and evaluating all governance structures and policies, including the Constitution and Bylaws, and recommending amendment as needed.

COMPOSITION

- The membership of the Governance Committee is comprised of a Chair, a Vice Chair, and up to seven at-large members.
- The Past-President will serve as Board Liaison to the Committee each year (see the Liaison Job Description for more information on this role.)
- The Executive Director will serve as the staff liaison to the Committee.
- The member term will be for three years with the option to renew for another three years (i.e., to a maximum of six years of consecutive service). The Vice-Chair may be selected from sitting committee members, in which case the committee member would be replaced for the remainder of their term. Committee members appointed to complete the term of a Vice-Chair are eligible to continue

with a full 3-year term appointment as Vice-Chair then Chair following on the replacement term.

- The ASIS&T Parliamentarian, if there is one, will serve as an ex-officio member of the committee with voice but without vote.

ACCOUNTABILITY

- The Chair is responsible for reporting to the Board on the work of the committee and the timing of upcoming meetings and activities of the committee on a regular basis.
- The Committee will provide to the Nominations Committee a list of individuals it deems eligible and qualified for Board service.

MEANS OF CONDUCTING WORK

- The Committee will meet at least quarterly, at least 4 weeks in advance of scheduled Board meetings, in order for the Committee to prepare a report for the Board.
- The Chair will communicate with the Board Liaison on a regular basis about the timing of meetings and report content. In addition, all committees will meet during the Annual Meeting; virtual attendance (e.g., by Zoom) is encouraged to engage with members who cannot attend in person. Attendance at the Annual Meeting during the term of committee membership is highly recommended for all committee members.
- Chair will organize and chair meetings. Vice Chair will act as a Secretary to take the minutes and write the reports for the Boards.
- Topics for the agenda of meetings will be prepared by the Chair.
- The agenda and meeting notes will be circulated by the Vice Chair to members of the Committee as directed by the Chair.
- Meetings will include a variety of means of engagement.

COMMUNICATION AND RESOURCE SHARING

- The Governance Committee will use the ASIS&T Community platform to conduct committee business and to communicate among committee members. ASIS&T staff will ensure that all documents housed on the community platform are organized in such a fashion as to provide adequate institutional knowledge to allow committee members to come up to speed on committee issues quickly. Committee members are expected to familiarize themselves with the committee's purpose and charge, as well as background materials housed on the platform.
- Confidential materials and/or copyrighted materials will not be shared via the ASIS&T Community platform.

- If Association documents that the Committee needs to use contain information not intended for wider sharing within the Association, this information will be redacted by Vice-Chair before it is made available to Committee members.

OTHER CONSIDERATIONS

- The Governance Committee will demonstrate the values outlined in the ASIS&T Diversity Statement when administering the mentoring and New Leaders Programs and in all of its deliberations. The statement is as follows:

The ASIS&T community is committed to the values of diversity and inclusion, which we believe support our efforts to achieve and sustain excellence in the information science and technology field. We strive for diversity in all its forms, including but not limited to age, race and ethnicity, gender, sexual orientation, religion, disability, geographic location, socioeconomic status, or education level. We believe that we can best promote excellence by engaging diverse group members and other stakeholders and providing opportunities at all levels of engagement for any individual or group that shares these values. ASIS&T leaders, volunteers, and staff will strive to keep diversity and inclusion at the forefront of all program planning and development efforts in order to ensure the most welcoming and engaging environment possible for our stakeholders.

CRITICAL DEADLINES

Event	Date
Vice-Chair Appointment	2 months before end of FY
Committee Vacancy Appointment	1 month before end of FY
Report to Board	After each committee meeting

Approved by the ASIS&T Board of Directors on 19 October, 2019.