



USASBE

Governance Committee Charter

Updated: October 2025

USASBE is committed to fostering a positive, inclusive, and respectful environment for all members, volunteers, partners, sponsors and participants. **This Governance Committee Charter outlines the responsibilities, expectations and procedural needs of the committee.**

Purpose

The USASBE Governance Committee is a standing committee of the USASBE Board of Directors, with a focus on identifying new board member prospects and handling matters related to board governance policies and board development (e.g., training, mentorship, board self-assessment, and executive evaluation). The Governance Committee is responsible for regularly reviewing organizational policies and procedures to ensure alignment with best practices and compliance requirements.

Structure and Membership

- This commission shall consist of at least five USASBE members and shall be appointed by the Board of Directors upon nomination by the Governance Committee. Two members should be Board members who will be responsible for bringing Committee matters to the Board.
 - As set forth in the bylaws, the other three committee members shall be USASBE members who are not members of the USASBE Board. Per the bylaws, non-elected members on the Governance Committee must have been USASBE members in good standing for three of the previous five years. These members will also be appointed by the Board of Directors upon nomination by the Executive Committee.
- Members of the committee shall be appointed for two-year terms, to begin at the beginning of a Board year. Assigned terms will be staggered so that all term expirations do not occur at the same time. Committee members may serve a maximum of two consecutive terms
 - At the start of every fiscal year, HQ will ensure that terms of service for each committee/commission member are updated, documented, and communicated.
- As set forth in the bylaws, one of the USASBE Board members on the committee shall be designated as the Committee Chair. A Committee Chair may serve a maximum of two consecutive one-year terms. The Committee Chair will lead the committee and oversee committee meetings and activities.
- A committee Secretary will be selected by the committee membership at the first meeting of a Board year. The committee Secretary will ensure accurate records of the committee meetings are kept.
- The Board of Directors may fill vacancies on the committee and may remove a member from the committee at any time without cause.

- Per the bylaws, the President/CEO and Chair of the Board are ex-officio on all committees and commissions. All ex-officio members need to be informed and invited to all meetings and receive minutes from these meetings. Other HQ staff may be identified as required to serve as ex officio members on any commission/committee in place of, or in addition to, the President/CEO.
- Existing USASBE members must have been active members for at least 3 of the last 5 years in order to be eligible to serve on a committee or commission. New USASBE members must have been active for at least one full year before being eligible to serve on a committee or commission.

Authority and Responsibilities

Below are the details of the commission's scope of work:

- Advise the Board about operational strategies to strengthen the organization and empower the Board in obligations related to good governance principles and adherence to the organization's mission.
- Advise the Board on policies, procedures and strategies to enhance overall effectiveness.
- Advise the Board on relevant amendments to the organization's bylaws when deemed necessary.
- Create and make recommendations for policies on issues related to Director-at-Large service.
- Create and make recommendations for policies that reflect best practices for overall good governance.
- Lead and facilitate periodic board self-assessments to ensure superior board performance and overall trust in participation and effectiveness.
- When applicable, review and make recommendations on removal of underperforming committee and commission members.
- Unless specifically articulated in committee/commission charters, the Governance Committee will be responsible for recommending members of all committees/commissions.
- Annually monitor the skills and composition of the Board to ensure the Board has the required diversity, perspectives, experience, skills, and judgment to effectively carry out its obligation to the sustained future of USASBE.
- Make recommendations to the Board about the criteria and qualifications that they deem appropriate for election as Directors-at-Large.
- Review election processes and ensure integrity of elections
- Review candidate eligibility to make nominations to the Board for qualified individuals as Directors-at-Large.
- Recruit and identify candidates from the Board for executive leadership positions.
- Annually review this Committee Charter and, as necessary, propose modifications.
- All committee members must respect and uphold confidentiality when dealing with privileged or sensitive matters and should exercise discretion in handling sensitive matters

- Abide by the USASBE Code of Ethics, Conflict of Interest Policy, and other Governing Documents
- Facilitate and coordinate the exchange of resources and best practices throughout the USASBE community

Procedures and Administration

- Meetings
 - At the formation of the committee or commission for each new fiscal year, the committee/commission shall work with HQ to set a meeting cadence for the year. HQ will then schedule all meetings through the approved USASBE meeting management system. Most committees and commissions will need to meet at least once per month throughout the year. Additional meetings may be added as deemed necessary.
 - Committee and Commission meetings will be governed by a quorum of at least half plus 1. It is important to note that a committee or commission can only vote to make a recommendation to the Board. They do not vote on specific policy creation. The Board will make final decisions after considering recommendations and other factors relevant to any decision.
 - The Committee/Commission Chair (or their designee), in collaboration with HQ, shall be responsible for adding agenda items into the approved meeting management system prior to each meeting. The Committee/Commission Secretary (or their designee) shall be responsible for keeping accurate and detailed minutes of each meeting in the approved meeting management system.
- Reports to the Board
 - Within 5 business days of each meeting, the Committee/Commission Secretary shall ensure that meeting minutes have been finalized in the meeting management system.
 - Prior to any upcoming Board meeting, the Committee/Commission Chair will receive a request from HQ for a brief summary highlighting key discussions, outcomes, etc. of the meeting for inclusion in monthly Board meeting documents.

Thank you for supporting a respectful and inclusive community.