



## Board of Directors Charter

### Revision History

| Date          | Revision | Description | Author               |
|---------------|----------|-------------|----------------------|
| 22 June 2004  | 0.1      | Original    | Governance Committee |
| 21 July 2004  | 0.2      | Revisions   | Shirley Williams     |
| 2 August 2004 | 0.3      | Revisions   | Board of Directors   |
| 3 March 2006  | 1.0      | Revisions   | Governance Committee |
| 24 April 2006 | 1.0      | Approval    | Board of Directors   |
| 3 March 2009  | 1.1      | Amendment   | Board of Directors   |
| July 2012     | 1.2      | Amendment   | Governance Committee |
|               | 1.2      | Approval    | Board of Directors   |

# Board of Directors Charter

## 1 Purpose

The purpose of the Board of Directors is to abide by the corporation's established laws, principles and oversee its management.

## 2 Governing Policies of CDISC

- CDISC will abide by its principles.
- CDISC is an organization which is established under Massachusetts General Laws Chapter 180 which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and will conduct business to maintain this status.
- CDISC will follow its Bylaws.

## 3 Responsibilities of the Board of Directors

- Provide strategic direction and effective strategic planning
- Determine the organization's purpose and mission
- Monitor the organization's programs, projects and services.
- Support the CDISC Advisory Board as needed.
- Establish corporation Policies.
- Ensure and oversee Adequate Upper-Level Management and Financial Resources.
- Select and develop appropriate leadership for CDISC.
- Organize Board for Efficiency and Effectiveness of Its Members
- Establish appropriate committees as needed.
- Assess Board Performance.

- Support the President and Review His or Her Performance
- Determine a Succession Plan for key positions within the organization in case of disaster.
- Enhance the Organization's Public Image through communications efforts.

#### **4 Authorization**

This document has been approved and is in effect on this date:

|      |                          |
|------|--------------------------|
| Name | CDISC Board of Directors |
| Date | 11 December 2012         |