



## **Board of Directors Governance Committee Charter**

### **1 Purpose**

The purpose of this charter is to describe the governing policies, membership and scope of work for the CDISC Governance Committee.

As CDISC is a non-profit charitable organization, it must adhere to stringent rules regarding adherence to Bylaws and Policies, including neutrality and transparency, and balanced processes as a global Standards Development Organization (SDO). CDISC must also be diligent regarding the spending of funds received from membership, education, grants and other contributions and the reporting to stakeholders.

The Governance Committee was established to support the board's effectiveness and continuing development.

### **2 Governing Policies**

CDISC is organized and shall at all times be operated exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Code") and within the meaning of the Massachusetts General Laws Chapter 180, Section 4, as amended.

This Committee operates in accordance with CDISC Bylaws, Policies, Charters (including this Charter) and will adhere to CDISC Operating and Internal Procedures where relevant.

All actions of this Governance Committee shall be reported to the Board of Directors at the next regular meeting of the Board or by minutes from interim Executive Committee meetings, and at such other times as the Board requests or the Executive Committee deems necessary. For clarity, the Governance Committee shall not have any authority to adopt or approve any matters that otherwise require the approval of the Board of Directors, including without limitation the matters set forth in the Bylaws of the Organization. This Committee will largely provide recommendations to the full Board of Directors.

### **3 Responsibilities**

It is the role of this committee to advise the board on matters of governance, to ensure completeness and consistency of governance-related documents, and to propose revisions or additions to the governance documents as CDISC's organizational needs evolve.

In accomplishing its assigned responsibilities, the Governance Committee will review the following listed matters and other such matters as may warrant its attention. It may, with approval of the Board of Directors Executive Committee, engage additional assistance to undertake reviews of governance policies, procedures, or documents, as it deems necessary.

#### **Policy review:**

- Perform an annual review of CDISC Bylaws and provide formal recommendation to the full board on possible adjustments or additions to these key governance documents.
- Review the Conflict of Interest Policy and any other policy level documents on an annual basis and make recommendations to the board if revisions or additions are warranted.
- Periodically review previously approved CDISC Policies and processes designed to provide for effective and efficient governance, including but not limited to policies for:
  - Evaluation of the board and the chairperson.
  - Election and reelection of board members.
  - Board orientation and education.
  - Succession planning for the board chair and other board leaders.
- Make recommendations to the Board regarding issues of compliance with the Bylaws and policies, excluding issues of financial management, which fall under the jurisdiction of the Financial Oversight Committee.

#### **Board member nomination and onboarding process:**

- Oversee the annual nomination process to the Board of Directors, including:
  - Reviewing and recommending a position description detailing responsibilities of and expectations for board members and the board chairperson
  - Develop and recommend to the board a statement of the competencies and personal attributes currently needed on the board, to be used as a guideline for recruitment and election of board members.
  - Conduct a "gap analysis" to identify succession planning/recruitment needs.
  - Develop and oversee a plan for enhancing board diversity
  - Develop and regularly update a list of potential board members regardless of whether a current vacancy exists
  - Oversee a process for vetting the fitness of prospective nominees and evaluating the performance of individual board members eligible for reelection.
  - Recommending nominees for election and reelection to the board.
- Conducting a succession planning process for the board chairperson and other board leaders.
- Nominating board officers for election by the full board
- Recommend resolutions to the Board along with sufficient background information and analysis to make good use of the Board's time.
- Advising management on plans for board education, including new member orientation and continuing education of board members.
- Overseeing the board's self-assessment and improvement process every two years.

#### **4 Membership**

The Governance Committee shall be comprised of at least three directors as determined and appointed by the Board of Directors, each of whom shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The Chair of the Governance Committee is the Past-Chair of the Board of Directors.

CDISC's CEO / Executive Director shall serve as staff to the Committee.

#### **5 Meetings and Decision-Making Process**

The Executive Committee will meet via teleconference approximately once a quarter, or when necessary at the call of any member of the Executive Committee. Meeting dates and times should be specified well in advance; however, they can be called at any time with at least 3 Executive Committee attendees (including at least one CDISC Officer) especially in the case of an emergency.

A majority of the Committee members, present and voting, shall constitute a quorum. However, at all times a majority of the Committee, and a majority of a quorum, shall consist of Board members.

Decisions should be taken by consensus as much as possible. In the event a consensus cannot be reached, a proposal would have to be approved by a majority of the Committee members to be deemed approved; the fact that no consensus could be reached, and the results of the vote would have to be disclosed to the Board together with the presented proposal. All Decisions made will be presented to the Board of Directors in writing or at the next board meeting.

#### **6 Authorization**

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

Name	CDISC Board of Directors
Date	Feb 24 2017