



Board of Directors Committee Charter Governance Committee

Revision History

Date	Revision	Description	Author
30Apr2004	0.1	First Draft	E.Job
30Apr2004	0.2	2 nd Draft, adjustments based on meeting comments	E.Job
4May2004	0.3	Final Draft, including editorial changes recommended by BoD Chair and Governance Committee Members	E.Job
13 May 2004	1.0	Approved	Board of Directors

1 Purpose

The purpose of Governance Committee is to serve as a Board of Director's Sub-Committee focused on the governance of CDISC through its, By Laws Policies, and CDISC Operating Procedures. 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.

For more information on CDISC, its Bylaws, Governance Document, and COPs, please see the CDISC website at www.cdisc.org.

2 Authority

This document is approved by the CDISC Board of Directors and should be followed by the CDISC Board of Directors, CDISC Operational Staff, and all who become involved in the governance-related matters of CDISC.

3 Membership of Governance Committee

The Governance Committee shall be comprised of at least two 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. Unless a chair is appointed by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

Operations personnel including the President of CDISC may provide information to and take meeting minutes for the Governance Committee, but are neither members of the Governance Committee nor active in any voting of the Committee.

4 List of Responsibilities

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, engage additional assistance to undertake reviews of governance policies, procedures, or documents, as it deems necessary.

- CDISC is organized and shall at all times be operated exclusively for purposes within the meaning of Section 501(c)(6) 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
- Perform an annual review of CDISC Bylaws and provide formal guidance to the full board on possible adjustments or additions to these key governance documents.

This guidance will be provided in the form of recommendations and will include alternatives that may also have been considered during the deliberations of the Committee.

- 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 Operating Policies (COPs). The Committee is responsible for overseeing the drafting of any necessary updates. Draft updates to previously approved COPs will not be put before the full Board of Directors for approval without first being deemed to be in a final “approvable” state by the Committee.
- Provide oversight to the activities of the CDISC Policy Task Force and/or other working groups that may periodically be established to define governance-related policies or practices.
- Make recommendations to the Board regarding issues of compliance with the Bylaws and COPs, excluding issues of financial management, which fall under the jurisdiction of the Financial Oversight Committee.
- Recommend resolutions to the Board along with sufficient background information and analysis to make good use of the Board’s time.

Authorization

This document has been authorized by:

Name	CDISC Board of Directors
Date	13 May 2004