Board of Directors
Governance Committee Charter

1 Purpose
The purpose of the Governance Committee is to serve as a Board of Director’s Sub-Committee focused on the governance of CDISC through its Bylaws, 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.

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

Operations personnel including the President of CDISC may be invited by the leader to participate as non-voting members in order to provide information to and take meeting minutes for the Governance Committee.

3 Governing Policies

- 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.
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 of Directors Executive Committee, 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)(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.
- 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 Policies. The Committee is responsible for overseeing the drafting of any necessary updates. Draft updates to previously approved policies 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.
- 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.
- Recommend resolutions to the Board along with sufficient background information and analysis to make good use of the Board’s time.
- Responsible for the annual nomination process to the Board of Directors.

5 Authorization

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

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<thead>
<tr>
<th>Name</th>
<th>CDISC Board of Directors Executive Committee on behalf of the Board of Directors</th>
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<td>Date</td>
<td>4 December 2012</td>
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