

Association for Commuter Transportation

Governance Committee Charter

Purpose

The Committee is charged with reviewing and enhancing the effectiveness of the ACT Board of Directors, facilitating the Board's continued development, and adherence to the bylaws of the Association.

Vision

1. ACT's Board of Director's is functioning at a high level and is well prepared to provide strategic leadership and direction for the organization.

Key Responsibilities

1. Works toward building a sense of trust, productivity, and camaraderie within the Board.
2. Develop and oversee the Board's self-assessment and improvement process.
3. Assist with developing and conducting board orientation and ongoing education.
4. Lead efforts to identify and develop potential candidates for the Board of Directors.
5. Ensure Conflicts of Interest statements are completed by all members of the Board and Committees.
6. Conduct periodic reviews of bylaws, conflict of interest, and handbooks; recommending changes to the Board.

Membership & Structure

1. The Committee shall consist of at least three (3) and no more than seven (7) members appointed by the Board of Directors, including the Committee Chair.
2. The Executive Committee will recommend to the full board for approval, a Director from the Board, to serve as Chair of the Committee, along with two (2) additional Board Members to serve as Committee Members.
3. A Secretary will be selected by the Committee membership at the first meeting of a new two-year term.
4. All members in good standing may submit a statement of interest to the Board of Directors for appointment to the Committee.
5. Members of the Committee will serve two-year terms.
6. Terms for Committee Members will begin on January 1 and end December 31.
7. There are no limits to the number of terms that a member may serve on the Committee.
8. A member of the Committee may be removed from the Committee by a two-thirds vote of the Board.

Committee Meetings

1. The Governance Committee shall meet at least four times a year or more if necessary. Meeting dates and times should be scheduled in January for the year ahead.
2. A majority of Committee Members shall constitute a quorum for the transaction of business and the act of a majority of the Members present at any meeting at which there is a quorum shall be the act of the Committee.
3. The Chairperson shall preside at the meetings of the Committee. In the absence of the Chairperson, the members of the Committee present shall appoint a member to preside at the meeting.
4. The Secretary shall keep the minutes of the Committee and record all actions taken at the meeting. The minutes will be shared with the Executive Director and a report of all actions taken shall be provided to the Board of Directors at its next meeting.

Resources & Budget

1. The Committee may request resources as part of the Association's annual budget process.
2. The Committee will use ACT's conference call lines and web conference software for all meetings.