

### **Governance Committee**

1. Committee Purpose: Responsible for the ongoing review and recommendations to enhance the quality and future viability of the Board.
2. Duties:
  - Serve as the Board's Parliamentarian
  - Conduct a biennial review of the the AOC's OpMans
  - Review Board practices and suggest improvements as needed to ensure effective governance practices.
  - Assess/determine appropriate composition of the Board, to include size and collective attributes.
  - Review/update the Board's roles, responsibilities and focus areas.
  - Maintain and/or prepare amendments to the Constitution and By-Laws in accordance with the appropriate laws and the wishes of the membership and the BOD.
  - Counsel the President and the Board on items of Association business affected by the Constitution.
  - Consult with the AOC legal counsel as required to ensure compliance with all appropriate laws and statutes.
  - Review OpMan revisions (or new submissions) prior to presentation to the Board for approval to ensure that they are not in conflict with the Constitution or By-Laws.
  - Review/approve petitions for new chapters.
  - Lead the development of Committee Charters
  - Consult with the Executive Director to ensure that appropriate governance topics and/or specific items are covered during the initial BoD member orientation.
  - Design and oversee governance related new Executive Director's orientation.
3. Chair: Appointed by the President
4. Members: Committee Chair.
5. Staff Support: Executive Director
6. Required Financial Resources: To be determined annually and requested if required.
7. Duration: Ongoing
8. Communication/Updates to BoD: Regular reports at Board meetings on status of governance actions to include proposed changes to Constitution, By-laws and/or OpMans

9. Participation by Non-Committee Members:

- Members submit proposed Constitution or By-laws changes to the committee for review prior to vote by the Board and membership.
- OpMan owners submit proposed revisions to the committee, which will review for compliance with the Constitution and By-laws prior to vote by the Board.
- Staff director of membership operations forwards petitions for new chapters to the committee chair for review/approval.

