

# NOACA GOVERNANCE COMMITTEE CHARTER

- PURPOSE:** The Governance Committee oversees the Code of Regulations and evaluates and makes recommendations regarding the Board's structure.
- GOALS:** The NOACA Governance Committee seeks to:
- Ensure the orderly transition of new Board officers each year
  - Ensure that new Directors become familiar with the mission, mandates and responsibilities of the Agency in order to act most effectively as decision makers
  - Ensure that any known or potential conflicts of interest are known and avoided
  - Ensure that the Code of Regulations remains an effective set of bylaws that benefits the Agency and the region
  - Ensure that Board members are adequately involved in decision making
- ACTIVITIES:** The Committee will:
- Evaluate Board member attendance and participation when identifying the annual slate of Board officers
  - Recommend updates to the Code of Regulations to ensure that it supports a well functioning agency able to accomplish its mission.
  - Provide other recommendations related to agency governance
  - Develops and implements an orientation process for new Directors
  - Monitors procedures by which Directors identify and report conflicts of interest
  - Reviews and recommends revisions to the Code of Regulations, as needed
  - On an annual basis:
    - ♦ Nominates Board of Directors officers at its December meeting
    - ♦ Charge the nominated Board President with appointing members to the Standing Committees, Subcommittees, and Councils to be completed one week prior to the January meeting
    - ♦ Conducts the officer elections at the subsequent January meeting which will be followed by Board adoption of the Standing Committee, Subcommittee, and Council memberships
- MEMBERSHIP:** At least seven members of the Board of Directors comprise the Committee as follows:
- One representative from each of the five counties
  - A representative from the largest city in the five-county region
  - Additional members based on the expertise necessary to accomplish the Committee's purpose
- REPORTING RELATIONSHIP:** The Committee reports to the Executive Committee.
- MEETINGS:** The Committee will hold regular meetings on a quarterly basis. Special meetings may be called as needed. A majority of Committee members shall constitute a quorum to transact business.
- AGENDA AND MINUTES:** The chair will be responsible for establishing agendas for meetings, which will be sent to committee members at least seven days in advance of the meeting. Minutes will be approved by committee members at the following meeting.
- STAFFING:** Agency staff shall provide the Committee with administrative and technical support as directed by the chair.