

American Hiking Society
Governance Committee Charge

Board Governance is critical for the success of the American Hiking Society Board of Directors to ensure that it writes, reviews, and revises policies that AHS follows.

Charge: Provide support to the Board of Directors (Board) by developing, overseeing, and reviewing policies and practices pursuant to the Board-approved *Review Policy*. Specifically:

- Evaluate and recommend changes to the Executive Committee and Board as appropriate on:
 - *AHS Bylaws*
 - *Board Manual*
 - Governing policies, processes, and other documents (e.g., *Nomination Process*)
 - *Succession Plan for the offices of Chair, Vice Chair, Treasurer, and Secretary* in the Bylaws.
 - *Succession Plan for the Executive Director*, and provide recommendations to the Executive Committee and Board concerning implementation of the plan.
- Conduct the nomination process according to the Board-approved *Nomination Process*.
- Work with each Committee to develop, and periodically review, a *Committee Charge*.
- Ensure that AHS has:
 - Current biographies of all Board members.
 - A Conflict of Interest Statement and a Confidentiality Statement signed annually by Board Members.

Membership

- Immediate Past Board Chair (who is chair of the Governance Committee).
- Current Board Chair.
- At least two at-large members, only one of which must be a current Board Member.
- Staff liaison.

Meetings

Meetings shall be scheduled as necessary. Minutes shall be kept of all meetings. A majority of members (present either in person, telephonically, or via video conference) shall suffice as a quorum, and a majority vote of such members present shall be necessary for action on agenda items.