



EAP Governance Committee Charter

*The EAP Governing Board approved
this policy statement on June 27, 2022.*

Background

Article V, Section 1, Subsection E of the EAP Bylaws provides for a Governance Committee to be chaired by the EAP President-elect.

Governance Committee Charter

A. Purpose

To provide oversight and advise the EAP Governing Board on Board nominations and selection and take responsibility for board development activities.

B. Composition and Quorum

The Committee shall be composed of the following members:

- EAP President-elect (Chairperson)
- EAP Immediate Past President (if this office is not vacant)
- Four (4) members of the EAP Governing Board, including (when possible) two Public Directors, approved by the Board
- Two (2) EAP Corporate Members not currently serving on the EAP Governing Board, approved by the Board

The EAP Executive Director/CEO will serve as a non-voting member and the EAP President will serve as a non-voting ex-officio member.

The Committee may take official action only if a quorum is constituted; participation by four of six (or five of the eight when Public Directors are included) voting members constitutes a quorum. Any action required outside of a meeting must receive the unanimous written approval of Governance Committee members. Responses will be filed with the minutes from the prior meeting.

C. Responsibilities

The Committee is responsible for identifying, recruiting, nominating, and orienting new EAP Governing Board directors in accordance with EAP Governance Committee Suitable and Effective Practices, which shall be approved by the Committee. The Committee also will take responsibility for EAP Governing Board development and make recommendations to the EAP Governing Board on board development activities as appropriate.

D. Meetings

The Committee shall meet a minimum of two times each fiscal year with additional meetings as required.