AAC Governance Committee Charter

Committee Purpose
The Governance Committee (the “Committee”) shall assist the Board of Directors (the “Board” and the “Directors”) of the American Alpine Club ("AAC") with all aspects of matters relating to the governance of the AAC and in identifying and recommending to the Board candidates to be Directors of the AAC.

Key Responsibilities

Specifically, the Committee shall:

- Advise the Board regarding operational strategies and structures including potential amendments to the AAC’s Bylaws designed to strengthen the Board in meeting its governance obligations and carrying out the AAC’s charitable mission;
- Advise the Board regarding strategies aimed at increasing the effectiveness of individual Directors and the degree to which they work efficiently as a group;
- Develop and recommend policies of trust governance designed to reflect the “best practices” of non-profit organizations generally;
- Review and maintain all Board level committee charters;
- Develop and recommend conflicts of interest policies to the Board;
- Develop and assist with continuing education and training for the Board. Lead the Board in monitoring and developing the holistic health of the Board as a whole;
- Lead the Board in conducting periodic assessments of overall Board performance and overall AAC governance effectiveness;
- Assess the Board’s current composition and identify needs that should be met by future Directors, assuring that the Board has the diversity of perspective and the judgment, experience, maturity, and expertise it needs to govern the AAC effectively;
- Review assessments of the performance of individual Directors, as part of the re-election process at the end of each term of Board service, and nominate individuals for re-election to the Board;
- Identify, screen and interview potential candidates for Board membership who are judged to fill those needs and meet the criteria for election to the Board;
- Nominate to the Board, those individuals it recommends be considered for positions on the Board;
- Develop and recommend succession planning for AAC CEO, and other key employees as requested;
- Recommend chairs for standing committee to the Executive Committee. Membership composition is handled by those chairs.
- Develop and recommend succession planning for all Board level committee chairs.
- Coordinate the orientation and training process for newly appointed Directors.
- Provide oversight for any financial transactions with individual board members.
**Structure and Membership**
The Committee shall be comprised of up to 6 Board members and up to 2 non-Board members. The chair will be identified by the President of the Board. Members will be approved by the Governance Committee. The President and President-Elect of the Board are expected to be ex-officio members of the Committee and the CEO is a non-voting ex-officio member of the Committee.

**Terms**
Members, including the chair, shall serve one year terms. No member, including the chair, shall serve more than six (6) consecutive one year terms.

**Committee Meetings**
The Committee shall meet at least three times each year, with additional meetings held as needed to fulfill its responsibilities as described above. Meetings are convened by the Committee Chair and may be held in person, by telephone or electronically.

**Authorization and Limitations**
The Committee is established by the Bylaws of the AAC and shall not have the power or authority to act for the full Board. Meetings and actions of the Committee are governed by the same provisions of the Trust’s Bylaws that pertain to meetings and actions of the Board.