

**CHARTER**  
**ACLT GOVERNANCE COMMITTEE**

1. Purpose

The Governance Committee analyzes how ACLT performs its organizational duties and serves in an advisory capacity to the Board of Directors on the development of sound governance procedures, policies, and other guidance, as appropriate, that will help strengthen ACLT's ability to carry out its mission.

2. Organization

- A. Standing Committee: The Governance Committee is a standing committee of the ACLT composed of five to seven persons.
- B. Members: Members of this Committee must be current or former members of the Board of Directors. Pursuant to the ACLT Roles and Responsibilities of the Board of Directors, Committees and Staff, in addition to individuals requested to serve on the Committee by the President of the Board of Directors, the Committee chair may appoint other eligible individuals to serve on the Committee.
- i. Committee members shall serve for three (3) year terms. The terms of the Committee members shall expire on a rotating basis with no more than one-third of the Committee members' terms expiring at any one time. Terms are renewable with no limits.
- ii. The Board President shall be an *ex-officio* voting member and the Executive Director shall be an *ex-officio* non-voting member.
- iii. Any Committee member may be removed by the Board of Directors for failure to participate, non-performance of duties, or other cause deemed sufficient by the Board upon recommendation of the Board President.
- C. Officers: The President of the Board nominates a current Board member to serve as the Committee chair. The Committee chair shall be approved by the Board of Directors for a three (3) year term, renewable with no limits. The Committee chair shall appoint a Committee recorder and any other officers deemed necessary.
- D. Subcommittees: The Committee may establish subcommittees as needed. The Committee chair shall appoint the chairs of any subcommittees from amongst the members of the Committee as a whole. The conduct of the subcommittee shall follow the same general guidance as for committees.
- E. Meetings: The Committee shall meet at least annually and, additionally, at the request of the Committee chair or the Board of Directors. Committee meetings are open to ACLT members and other invited guests. The Committee chair has the authority to call for an executive session as deemed necessary.
- F. Quorum: A quorum consists of a majority of the voting Committee members. A quorum of members must be present to conduct official business. Action on any issue requires approval by a majority of the voting members present.

3. Responsibilities

- A. Organizational Structure: The Committee reviews ACLT governing documents including the Bylaws, the Roles & Responsibilities of the Board of Directors, Committees & Staff, committee charters, and the Conflict of Interest Policy on a schedule established by the Committee, or as requested by the Board of Directors, and advises the Board of recommended amendments.
- B. Strategic Planning: The Committee recommends the process for development of the ACLT Five-Year Plan, as well as annual operating plans to implement the Five-Year Plan, and oversees their implementation.
- C. Board Development: The Committee recommends professional development opportunities for the Board, including orientation of new Board members, periodic self-evaluation of the Board, and appropriate continuing education for the Board.
- D. Accreditation: The Committee provides guidance to the Board of Directors with regard to maintaining ACLT's accreditation by the Land Trust Accreditation Commission.

4. Records

- A. Minutes of the Committee's meetings shall be prepared and distributed to Committee members in a timely manner. Once approved by the Committee, the Committee recorder shall provide a copy of the approved minutes to the ACLT office, which shall maintain them as permanent records.
- B. The Committee shall prepare and submit an Annual Report of its activities for the membership (to be incorporated in the ACLT Annual Report and reported at the Annual Meeting). As needed, it shall provide status reports at the bi-monthly Board of Directors' meetings and such other reports as requested by the Board.
- C. The Committee is responsible for maintaining the ACLT's Bylaws, Roles and Responsibilities of the Board, Committees, and Staff, committee charters, and the Conflict of Interest Policy.

5. Charter Review

The Committee shall review its charter every five (5) years for validity and appropriateness.

Adopted by the ACLT Board of Directors, May 15, 2021