

Charter: Governance Committee

I. Purpose

- A. The Governance Committee (GC) assists the ASA's Board of Directors (Board) in fulfilling its oversight responsibilities with respect to organization, function, and other governance matters.

II. Composition

- A. The GC shall be composed of ASA members that are vetted by the Nominating Committee (NC) for a term of two years and maximum of three terms.
 1. Applicants must submit a committee application to be reviewed by the NC, along with the GC Chair.
 2. Appointment is based on the individual skills and current needs of the committee.
 3. The NC has the authority to make changes and recommend candidates to fill vacancies on the GC.
 4. The GC will have at least three members and a maximum of five.
 5. GC membership terms shall be staggered when possible.
- B. The GC Chair shall be determined by the members of the GC vetted by the NC and ASA Chair.
 1. The GC Chair will serve as the liaison to the Board via the Vice Chair of Operations (VCO).

III. Committee Members

- A. Preferred Experience
 1. Previous board or committee service.
 2. Relevant technical writing experience (i.e., policies, standard operating procedures).
- B. Desirable Skills, Knowledge, and Abilities (SKAs)
 1. Knowledge of governance and the policies and procedures of the ASA.
 2. Organized and detail oriented.
 3. Clear and concise writing and presentation skills.



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4. Communicates effectively and credibly in both oral and written context.
5. Consensus building.
6. Use of MS Office and other software programs, such as project management platforms.

C. Professional and Personal Attributes

1. Personal and professional integrity.
2. Principled and sincere.
3. Sensitivity to the concerns of the Council, but able to appropriately balance these concerns with the organization's goals.
4. Cooperative, yet decisive when needed.

D. Responsibilities

1. Work collaboratively with ASA leadership with respect to governance, research, development, and implementation.
2. Interface directly with the ASA Council and receive input surrounding governance matters.
3. Act as a consultative resource to the ASA on governance matters.
4. Monitor compliance and ensure the ASA acts in accordance with the association's bylaws, policies, and procedures.
5. Provide oversight and protect the ASA from risk of potential legal violations.
6. Develop governing documents (i.e. policies and procedures, standard operating procedures).
7. Periodically review governing documents for consistency with applicable laws, actual or desired organizational practices; and to amend as necessary.
8. Prepare reports and make recommendations to the Board on new and evolving governance matters.

IV. Meetings

- A. The GC shall meet at least nine times per year.
- B. Minutes will be documented at each meeting.



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V. Order of Operations

- A. Questions or concerns within the GC shall be brought to the GC Chair.
- B. Matters requiring the Board's attention shall be brought to the VCO by the GC Chair.
- C. If the GC Chair is the concern in question, a GC member may bring said concern to the VCO.

VI. Current Positions

- A. Chair
 - 1. David Bock
- B. Members
 - 1. Heather Shultz
 - 2. Steve Malins
 - 3. Christine Cronin
 - 4. Vacant

VII. First Year Goals

- A. Develop Policies and Procedures (including, but not limited to)
 - 1. Board representation & contract signing
 - 2. Board succession
 - 3. Communication (listserv, chain of command, etc.)
 - 4. Disciplinary actions
 - 5. Legal review of documents before signing
 - 6. Mechanism for amendments to bylaws, policies & procedures, etc.
 - 7. Member removal
 - 8. Non-profit promotions
 - 9. Reimbursements for speaking engagements
 - 10. Vendor approvals
- B. Establishment of a Compliance Officer