

## Governance Committee Charter

<b>Purpose</b>	The Governance Committee provides oversight of the process and governance by which PALTmed, the Foundation for PALTC, and ABPLM function. The committee advises the Board on all aspects of governance, including Board and Committee roles, function, and effectiveness; conflict of interest policies and process; and state chapter structure and function. The Committee reviews and monitors governance best practices in association management to ensure governance policies and process stay current, as well as advise the PALTmed Board on specific governance-related questions that may arise from time to time.
<b>Ongoing Committee Activities / Committee Charges &amp; Strategies</b>	The committee undertakes the following activities: <ul style="list-style-type: none"> <li>• Review and periodic revision of the PALTmed Bylaws</li> <li>• Review of Board and Committee operations and improvement processes</li> <li>• Review Chapter operations</li> <li>• Review House of Delegates operations</li> <li>• Support the Board in responding to governance issues as they arise.</li> </ul>
<b>Roles and Responsibilities</b>	<p>Chair</p> <ul style="list-style-type: none"> <li>• Help structure agenda for meetings.</li> <li>• Run an effective meeting to ensure involvement of committee members and the advancement of activities and charges.</li> <li>• Communication with the Board liaison before and after each Board meeting to share updates from the Committee and to hear about any new Board charges. Report back to the full committee on each discussion with the Board liaison.</li> <li>• Identify, mentor, and groom the next Chair of the Committee.</li> <li>• Assist with structure and selection of committee members.</li> </ul> <p>Vice Chair</p> <ul style="list-style-type: none"> <li>• Support the Committee Chair to ensure responsibilities are met in a timely manner.</li> <li>• Serve as interim Committee Chair in the absence of the Chair.</li> <li>• Ascend to the position of Chair.</li> </ul> <p>Members</p> <ul style="list-style-type: none"> <li>• Be prepared and actively participate in all conference calls and meetings.</li> <li>• Work on projects as delegated by the Chair.</li> </ul>
<b>Workgroups and Other Committee Relationships</b>	Not applicable
<b>Expected Commitment</b>	<p>The committee meets four times per year via conference call. Committee members are expected to review all agenda/materials prior to each meeting, attend the conference calls as scheduled.</p> <p>The estimated quarterly time commitment is 3 hours.</p>

<b>Committee Composition</b>	The Governance Committee is comprised of a Chair, Vice Chair and up to 8 members.
<b>Authority &amp; Reporting Requirements</b>	As outlined in the Committee Guidelines, the Governance Committee serves at the discretion of the PALTmed Board of Directors. The following authority and reporting restrictions are in place: <ul style="list-style-type: none"> <li>• All recommendations will be passed to the PALTmed Board prior to internal or external communication</li> <li>• The committee will be responsible for submitting committee reports to the Board per the schedule outlined each year.</li> </ul>
<b>Committee Terms</b>	Committee members serve a term of two years, renewable for up to three terms (six years). The Committee Chair and Vice Chair each serve a two-year term and can be renewed for one additional term. Terms run April to March.
<b>Selection/ Appointment</b>	Members are appointed by President with input from the Committee Chair. The Committee Chair is selected by the President. Committee member selections are approved by the President.
<b>Committee Requirements</b>	Committee Members: <ul style="list-style-type: none"> <li>• Desire to advance the mission of PALTmed.</li> <li>• Ability to make the necessary time commitment.</li> <li>• Must be a Society member in good standing.</li> <li>• Must disclose all financial relationships on an annual basis.</li> <li>• Ability to attend and actively participate in conference calls.</li> </ul> Committee Chair: <ul style="list-style-type: none"> <li>• In addition to the above requirements, when possible, the Chair should have previously served as the Committee Vice Chair.</li> </ul> Vice Chair: <ul style="list-style-type: none"> <li>• In addition to the above requirements, when possible, the Vice Chair should have previously served as a committee member.</li> </ul>
<b>Committee Members</b>	<ul style="list-style-type: none"> <li>• Naushira Pandya, MD, CMD</li> <li>• June McKoy</li> <li>• Vicki Walker</li> <li>• Scott Schabel</li> <li>• Thomas Reske</li> </ul>
<b>Staff Liaison(s)</b>	Michelle Zinnert Executive Director <a href="mailto:mzinnert@paltc.org">mzinnert@paltc.org</a> 410-992-3104
<b>Board Liaison</b>	Sabine von Preyss-Friedman, MD, FACP, CMD
<b>Version</b>	August 2024