

Achievement Rewards for College Scientists Foundation, Inc.

Governance Committee Charter and Responsibilities of its Chair

*For approval by the National Board on June 10, 2023; Effective July 1, 2023
(Governance Committee draft of June 1, 2023)*

PURPOSE

The Governance Committee (the "Committee") is an advisory committee of Achievement Rewards for College Scientists Foundation, Inc. (the "Foundation"), the purposes of which are to:

- Ensure that the Foundation's governance structure provides the effectiveness and efficiencies required for the Foundation to fulfill its mission.
- Review periodically the Foundation's governing documents identified in the Foundation's Bylaws (Articles of Incorporation, Bylaws and Standing Rules) ("Governing Documents"), best non-profit corporate governance practices and changes in federal and state laws and regulations;
- Recommend modifications to the Governing Documents based on its review, subject to approval of the Board of Directors of the Foundation (the "National Board" or "NB");
- Serve as a resource for questions from ARCS Foundation members regarding the governance practices of the Foundation; and

STRUCTURE AND COMMITTEE MEMBERSHIP

1. Appointment of Chair and Committee Members. The President shall appoint Chair of the Governance Committee who shall serve as a member of the Committee. Members of the Committee shall be appointed by the President in consultation with the Chair.
2. Number. The Committee shall consist of such number of members as the President of the Foundation shall appoint from time to time. Normally, the Committee shall consist of at least five (5) members, of which two (2) members shall be ex officio appointees: Chair of the Diversity Equity, and Inclusion Committee and Parliamentarian.
3. Qualifications and Independence. Each member of the Committee must be an active member of one or more of the Foundation's Chapters.
4. Approval by NB and Removal. Members of the Committee and the Chair shall be approved by the NB. Following such NB approval, the Chair, in consultation with the President, may remove members of the Committee and shall report to the NB the removal of members from the Committee.

AUTHORITY AND RESPONSIBILITIES

1. Review and recommend current governance practices for the Foundation that are in accordance with applicable federal and state laws and regulations;
2. Review and recommend to the NB updates as warranted of the Foundation's Governing Documents, utilizing the procedures outlined in Appendix A;
3. Respond to requests for information and guidance regarding the Foundation's Governing Documents; and
4. Review from time-to-time or as requested the overall organizational structure of the NB and make recommendations to the NB on the duties of its directors and officers and chairs of its councils and committees.

PROCEDURES AND ADMINISTRATION

1. Meetings. The Committee shall meet in person or by any other means available as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent obtained by email in lieu of a meeting.
2. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time.
3. Reports to the NB. The Committee shall report regularly to the NB at its request.
4. Charter. The Committee shall, from time to time as it deems appropriate, review and reassess the relevance and scope of this Charter and recommend any proposed changes to the NB for approval

RESPONSIBILITIES OF THE CHAIR, GOVERNANCE COMMITTEE

1. Membership. The Chair shall consult with the President as to the members of the Committee to be appointed.
2. Annual Goals. The Chair, in consultation with the President, shall establish annual goals for the Committee, and the Committee shall incorporate the principles of diversity, equity, and inclusion as it seeks to achieve its annual goals. The President shall seek the approval of the NB of the Committee's annual goals.
3. Meetings. The Chair shall call and preside over all meetings of the Governance Committee as it seeks to achieve its approved annual goals.
4. Consulting. The Chair shall regularly consult with the President.
5. Recommendations and Reports to the NB. The Chair shall present all Committee recommendations to the President for review by the Executive Committee prior to presentation to the NB for its action. The Chair shall present reports to the NB as requested by the President.
6. Annual Report. The Chair shall prepare an Annual Report of the Committee's actions and achievements as of the end of each fiscal year for timely submission to the President.
7. Additional Responsibilities. The Chair shall also:
 - a. Update this job description biannually for Chair, Governance Committee and submit changes to the Governance Committee, or in the absence of such an advisory committee, to the President.
 - b. Maintain the Governance Committee folder and materials in the National Library with the assistance of the Information Strategies Committee.
 - c. Regularly review website pages for which the Committee is responsible to ensure that relevant information is current and notifies the Information Strategies Committee of any necessary updates.
8. Preferred Skills and Abilities. The Chair shall have technological fluency in Microsoft Office software (Word, Excel, PowerPoint) and Adobe Acrobat.

ARCS FOUNDATION, INC.
Appendix to Governance Advisory Committee Charter re Process Flow

(Draft of 24 May 2023)

