ASALH Governance Committee

August 11, 2020 Report

After reviewing the ASALH Constitution and Bylaws, Executive Council Handbook, Governance Committee Vision, Mission and objectives, The Governance Committee offers for the Executive Council consideration a proposed amendment to the Bylaws.

**Bylaw Amendment** Establish the Governance Committee as a Standing Committee. See Attachment A.

The Committee reviewed and revised the Governance Committee Strategic Planning document. See Attachment B.
ATTACHMENT A
Proposed Bylaw Amendment

6. Standing Committees

Current Language:

The following standing committees shall be appointed by the President of the Association with the approval of the Executive Council: An Auditing Committee, a Nominating Committee, a Program Committee and a Membership Committee.

Proposed Amendment:

The following standing committees shall be appointed by the President of the Association with the approval of the Executive Council: An Auditing Committee, a Nominating Committee, a Program Committee, and a Membership Committee and a Governance Committee.

e. The Governance Committee shall consist of at least five (5) Executive Council members and it is responsible for assisting the Executive Council in establishing and maintaining appropriate and sufficient standards of corporate governance. The Governance Committee shall regularly review the Association’s Constitution and Bylaws, Code of Ethics, Conflict of Interest Policy, and other governance policies. The Governance Committee shall recommend changes, as needed, to the Executive Council.

Rationale

To institutionalize the Association for the Study of African American Life and History commitment to actively safeguard the Association’s governing documents while underscoring the importance of effective governance to achieve this end.
ATTACHMENT B
ASALH Committee Strategic Planning Format

I. Data

1. Name of Committee Governance Committee

2. Cluster _GOVERNANCE COMMITTEE_ (See Operational Chart).

3. Name of Committee Chair/Co-Chairs Zende L. Clark and Susan Simms Marsh.

4. Name of Committee Members:
   a. Maurice Gibson
   b. Gladys Mack
   c. Edna Medford
   d. Annette Palmer

II. Strategic Planning Process (Synchronized with ASALH overall VOMA)

   a. Committee Vision

      The purpose of the committee is to ensure that the Executive Council is functioning appropriately and efficiently.

   b. Committee Mission

      The Governance Committee is responsible for overseeing and evaluating the Executive Council’s performance, along with overseeing and evaluating compliance with legal entities, governing documents and guidelines.

   c. Committee Objectives (One and three year)

      - Measure the quality of the performance of the Executive Council and individual council members
      - Monitor the activities to ensure compliance with the Association’s governing documents
      - Monitor Executive Council activities to minimize risk to the organization
- Provide Board training in collaboration with the Nominating Committee for the Executive Council as needed
- Review and provide recommendations on proposed amendments to the Constitution and Bylaws as needed
- Update the Executive Council Handbook to ensure that it reflects our practice
- Develop Standing Rules for the Executive Council
- Follow up with EC members on donations and annual membership dues.
- Provide parliamentary procedure and policy support for the Executive Council
- Provide guidance to the Membership Committee regarding Branch compliance

d. Committee Process
- Throughout the year:
  1. Work with the Membership Committee to prepare a risk management workshop for branches and compliance requirements
  2. Revise the handbook as needed
  3. Monitor Executive Council Members Donations
  4. Determine Training Needs for Executive Council
  5. Review the Standing Rules
  6. Support the work of other committees to ensure compliance
  7. Work with the Nominating Committee on the orientation of new Executive Council members

III. Projected Budget for Action Plan
The committee requests funding for ongoing Board Development.

IV. Committee Meeting Calendar:
The committee meets the first Thursday of each month: