

MISSION

The Governance Committee (the “Committee”) shall assist the Board by: (a) keeping the Board informed of current best governance practices and trends in corporate governance; (b) advising the Board on the skills and experience that should be required of potential board members; (c) developing and recommending to the Board a set of Governance Guidelines; (d) developing standards by which the Board can annually review its own performance; and (e) undertaking such duties as may be delegated to it by the Board from time to time.

VISION

Academy of Pelvic Health Physical Therapy (APHPT) Board Members will improve their knowledge of Association Governance. This increased knowledge will result in building Association leadership capabilities which will benefit the Association and its members.

ROLES AND GENERAL RESPONSIBILITIES

The duties and responsibilities of the Governance Committee shall be to:

1. Recommend, and review on an annual basis, APHPT’s mission statement expressing the purpose and goals of APHPT;
2. Recommend, and review on an annual basis, performance measurements by which the performance of APHPT and the achievement of its goals articulated in its mission statement may be evaluated;
3. Coordinate and oversee the annual self-evaluation of the role and performance of the Board, its committees, and senior management in the governance of APHPT;
4. Examine ethical and conflict of interest issues and recommend to the Board, policies to promote honest and ethical conduct by Members, officers and employees of APHPT;
5. Develop and recommend to the Board, oversee the implementation and effectiveness of, and recommend modifications as appropriate to any policies or documents relating to the governance of APHPT, including APHPT’s Bylaws and Policies & Procedures;
6. Consider corporate governance issues that arise from time to time and develop appropriate recommendations for the Board regarding such matters;
7. Review APHPT’s codes of conduct and any other written policies of APHPT regarding ethical conduct and conflicts of interest applicable to members, officers and employees of APHPT and as necessary, recommend any changes thereto;
8. Review and make recommendations to the Board regarding potential conflicts of interest of individual members of the Board;
9. Make recommendations on the structure of Board meetings and the skills and experience that should be required of potential board members;
10. Review, and as necessary recommend to the Board any revisions to APHPT’s Board of Directors structure;
11. Review and assess this Charter annually.

TIMING AND COMMUNICATION

The Committee will meet at least once a year with further meetings to occur when deemed necessary or desirable by the Committee or its Chair. The Committee shall report its actions and recommendations to the Board on an annual basis regarding any proposed changes to this Charter or the Governance Guidelines.

STRUCTURE AND MEMBERSHIP

The Board of directors establishes the Committee with the following terms and considerations. Chairmanship of the Committee shall be approved by the Board of Directors based on a recommendation from the Governance Committee. The Chairperson shall not be a member of the Board of Directors.

The Committee shall consist of an odd number of members at large from the Academy, with a minimum of five members and maximum of seven members, with one non-voting ex officio member from the Board of Directors serving as the Board Liaison. Members shall serve for a three-year term, not to exceed two consecutive terms. The Chairperson shall serve a maximum of one, three-year term.

Except as the Board of Directors may otherwise determine, the Committee may make rules for the conduct of its business, but unless otherwise provided by the Board of Directors in such rules, its business shall be conducted as nearly as possible in the same manner as is provided by these Bylaws for the Board of Directors. Vacancies on the committee will be filled by a process of nomination and approval by the committee itself. The Board of Directors shall, however, have the power at any time to fill vacancies in the committee, to change its membership or to discharge the committee. The designation and appointment of any such committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law.

Each Member of the Committee shall possess the necessary skills to understand the duties and functions of the Committee.

PROCEDURES AND ADMINISTRATION

The Committee shall have the authority and resources necessary to discharge its duties and responsibilities, including the right to:

1. Meet with and obtain from staff any information it may require;
2. Obtain advice and assistance from in-house or outside counsel, accounting and other advisors to APHPT as the Committee deems necessary to fulfill its responsibilities;
3. Retain, at APHPT's expense and with board approval, persons having special competencies, including without limitation, legal, accounting or other consultants and experts as the Committee deems necessary to fulfill its responsibilities.