

## **IEEE Governance Committee Charter**

### **General**

The IEEE Governance Committee is a Committee of the IEEE Board of Directors and shall be responsible to the IEEE Board of Directors as set forth in the IEEE Bylaws.

### **Purposes**

From IEEE Bylaw I-305 – Governance Committee

*The Committee shall assist the Board of Directors on governance matters related to the effectiveness and efficiency of IEEE. Such matters shall include, but are not limited to, the review of proposed amendments to IEEE's governing documents to assure clarity, consistency, and legal compliance; leadership training and orientation for new Board members; and providing guidance on organizational structure.*

The Governance Committee shall accomplish this by:

- Reviewing, on a regular basis, the overall corporate governance of the IEEE, evaluating overall governance effectiveness and efficiency, and recommending improvements, including improvements to the Board's operations.
- Reviewing and developing recommendations based on current best practices, regarding Board composition as a whole and, working with the IEEE Nominations and Appointments Committee, identifying qualifications and expertise needed by new Board members to assist the various nominations committees.
- Providing guidance to management on issues related to organizational structure.
- Developing and overseeing IEEE's governing documents including the IEEE Certificate of Incorporation, Constitution, Bylaw, Policies, Committee Charters and Operations Manuals, and other related governing documents.
- Providing input on content for Director training.

### **Functions**

The functions of the Governance Committee shall include, but are not limited to:

- Assisting the Board of Directors with its self-evaluations and determination as to whether it and its boards and committees are functioning effectively.
- Maintaining the IEEE Board positions descriptions.

- Reviewing the IEEE Certificate of Incorporation, Constitution, Bylaw and Policy revisions to be acted upon by the IEEE Board of Directors, identifying conflicts or changes that might be required, and assisting with drafting appropriate wording to assure each revision clearly reflects the desired change.
- Submitting recommendations to the IEEE Board of Directors on items affecting changes to the IEEE Bylaws, Policies, or related documents with respect to need, appropriateness and effectiveness.
- Reviewing new and revised Charters of Committees of IEEE and Operations Manuals, and reviewing revisions to the Major Boards Operations Manuals, prior to approval by the respective bodies, in accordance with the IEEE Bylaws.

A member of the IEEE staff, as designated by the IEEE Executive Director, who shall normally be the Governance Committee Staff Secretary, shall review amendments to the Major Board Operations Manuals not requiring IEEE Board approval. Members of the Governance Committee and/or IEEE's legal counsel shall be consulted when appropriate. A report on all such amendments shall be provided to the Committee.

- Monitoring and assessing the IEEE's organizational structure for effectiveness and efficiency in carrying out IEEE's mission.

One aspect of assisting the IEEE Board in this area is done through the review of Major Organizational Units (OUs) and Committees of the IEEE. There are three parts to the Governance Committee's participation in the review of these OUs and committees:

- 1) Through the normal process of the review of proposals for new Committees of IEEE, prior to approval by the IEEE Board of the Bylaw and Charter or Operations Manual. The Governance Committee looks for clarity with respect to scope, function, and defined responsibilities, including the possible overlap of responsibilities with other Committees or organizational units.
- 2) Through the charge to the Governance Committee, as described in this Charter, to review the overall corporate governance of IEEE and to recommend improvements to the Board.
- 3) By conducting an in-depth review, or micro-level analysis of an OU or Committee of IEEE to ensure that it is functioning effectively and efficiently. The Committee shall conduct in-depth reviews of OUs and Committees of IEEE at the direction of the IEEE Board, or upon requests made to the IEEE President or Secretary. In the case of non-Board requests, the President and Secretary shall consult on these requests and make a determination whether a review should be initiated or not. The Governance Committee shall begin work after a positive determination. The initiation of the review by this process shall be reported to the Board at its next meeting. The reviews may include but are not limited to: assessing the effectiveness and efficiency of work performed in line with the charge to the OU or Committee under review; appropriate level of support;

OU and Committee membership structure and expertise necessary; and, any specific areas of focus noted at the time of the request. A final report on all reviews, including any recommendations of the Governance Committee, shall be provided to the IEEE Board of Directors.

- Overseeing the orientation of new Board members.
- Overseeing the document classification process by:
  - 1) maintaining the *IEEE Guide to Information Classification and Disclosure* in line with the IEEE Information Disclosure Policy, reporting appropriate amendments to the Guide to the IEEE Board of Directors,
  - 2) reporting any issues with compliance to this policy and the procedures contained in the Guide at least annually, and
  - 3) being responsible for the review and reclassification of IEEE documents created prior to the adoption of the revised Information Disclosure Policy in June 2015.

### **Membership**

In accordance with the IEEE Bylaws, members shall have a detailed knowledge of IEEE and its governing documents, operations, vision and strategic direction, and an understanding of best governance practices.

The Governance Committee shall consist of up to ten<sup>1</sup> voting members including the IEEE Secretary who shall be Chair, the Immediate Past Secretary, and up to eight additional members appointed by the IEEE Board of Directors for two-year terms with reappointment permissible for a second two-year term. The terms of the members shall be staggered.

Additionally, IEEE legal counsel and members of staff with governance based activities, as designated by the IEEE Executive Director, shall provide support.

### **Meetings**

The Committee shall meet via teleconference as needed, and shall normally meet in-person prior to each IEEE Board meeting. The Committee may act upon the vote of its members via telecommunications equipment, where, in accordance with IEEE Bylaws, all parties participating in the meeting can hear each other at the same time.

Approved by the IEEE Board of Directors  
November 2023

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<sup>1</sup> On 19 November 2023, the IEEE Board of Directors approved increasing the Governance Committee's membership to be up to 12 voting members, effective 1 January 2025.