

**Job Description for the  
ISHLT Governance Committee  
Approved October 20, 2017**

**Composition and Terms**

The Governance Committee shall be chaired by the Immediate Past President. The President and the President-Elect shall serve as members of the Committee. The Chair shall recommend four additional at-large members to serve staggered three year terms, subject to approval by the Board of Directors and renewable once.

- One of the at-large members shall be a Past President
- Three of the at-large members shall be selected from among current and prior Board members and individuals who have demonstrated exceptional leadership skills in ISHLT or a related professional society
- All at-large members shall possess strong governance skills

**Committee Responsibilities**

***Director and Officer Nominations and Elections***

- Develop and annually review / update a matrix of desirable Board qualities, skill sets, and characteristics
- Annually assess the Board's current qualities, skill sets, and characteristics and define gaps that need to be filled via incoming Board members
- Annually work with staff to review / update the Call for Nominations process to address the Board's current needs and to facilitate the nomination of the people best suited to meet those needs
- Prepare a slate of Officers in accordance with the vacancies to be filled and preferably selected from among the current and past Board members
- Review and evaluate the nominees for Director
- Prepare a slate of Directors in accordance with the vacancies to be filled and selected from among the nominations received
- Communicate with the Officer and Director nominees regarding their addition to the slate and their willingness to serve and meet the responsibilities of the position
- Present the slate of Officers and Directors to the Board of Directors for review at a meeting or telephone conference call held prior to the annual business meeting. The Board of Directors may modify the slate as they see fit to insure that the needs of the Society are met
- Communicate the slate of Officers and Directors and the voting process to the members at least 30 days prior to the annual business meeting
- Communicate and provide feedback to director and officer nominees not selected for the final slate

***Council Vice-Chair Nominations and Elections***

- implement the policies and procedures described in the approved Council Vice-Chair election process.

### ***Leadership Orientation***

- Annually review / update the Board and Leadership Orientation program
- Annually conduct an orientation of incoming Board members, Committee Chairs, and Council Chairs

### ***Assessment***

- Develop / review / update the assessment policies and procedures for the organization, Board, Councils, Committees, individual volunteer leaders, programs and services, management company, and Executive Director as needed and at least every five years
- Ensure that the responsible parties engage in their assessment processes in accordance with the established policies and procedures
- Review the assessment reports and work with the responsible parties to develop recommendations to the Board as needed based on the assessments

### ***Governance***

- Develop / review / update the volunteer job descriptions and compensation policies as needed and at least every three years
- Monitor governance effectiveness and identify governance issues that require attention
- Develop proposals to the Board for new or revised governance practices as needed
- Develop / review / update the plan for handling unanticipated changes in key leadership / staff

### **Responsibilities of Committee Chair**

- Provide effective leadership of the committee including working with staff to set meeting dates / times and develop agendas, delegating tasks to committee members, and ensuring follow-through on committee responsibilities
- Provide strategic guidance to the committee in accordance with the Board's established goals, objectives, and other directives

### **Responsibilities of Committee Members**

- Identify potential Board members from within the ISHLT membership and encourage them to apply / be nominated for Director or Officer positions
- Encourage members with leadership potential to become involved in Committee or Council activities to demonstrate and further develop their leadership potential
- Respond promptly and by the deadline to all assigned tasks
- Come prepared and participate actively in all conference calls and meetings
- Attend and actively participate in the leadership orientation session
- Assist the Chair in performing all of the responsibilities of the Committee

### **Time Commitment**

- Twice-monthly Committee conference calls lasting one hour each
- 1 half-day face to face Committee meeting
- A-half-day Leadership Orientation session
- 5 hours per month reading and responding to emails, providing input and feedback, reviewing / editing / drafting documents and reports, and preparing for meetings and conference calls

### **Key Interactions/Communications**

- Executive Director
- Executive Committee
- Board of Directors
- Committee and Council leaders
- Candidates and potential candidates for significant Society leadership positions

### **What Success Looks Like**

- The ISHLT Directors and Officers are capable of effectively governing, serving, and leading the Society
- ISHLT leaders at all levels begin their terms of office with appropriate orientation to ISHLT policies and procedures and an effective understanding of the expectations of their role
- The Board effectively evaluates its performance on a regular basis and makes changes which lead to improvement
- Volunteer leaders receive timely and useful feedback regarding their performance which leads to improvement
- The Board effectively and regularly evaluates the performance of the Committees and Councils and makes changes which lead to improvement
- The Board effectively and regularly evaluates its programs and services and makes changes which lead to improvement
- The Board exercises good governance practices across the scope of its responsibilities
- Councils and Committee and their leaders function effectively in coordination with the Board to advance the Society's mission and strategic plan
- A diverse and robust pipeline of potential leaders is identified and developed across all levels of the Society

### **SUPPORT SERVICES FOR THE GOVERNANCE COMMITTEE**

- Provide staff support for Committee communications
- Provide staff support for Committee conference call and meeting scheduling / notification / minuting
- Solicit, collect, collate and distribute agendas and materials for conference calls and meetings
- Draft conference call and meeting agendas, in consultation with the Chair
- Participate in Committee conference calls and meetings (ED)
- Provide reminders to the Committee regarding dates and deadlines for actions, reports, and meetings
- Provide guidance to the Committee regarding existing ISHLT policies and procedures related to Committee activities

- Provide advice and guidance regarding, input into, and staff leadership in drafting new and revising existing policies and procedures specific to the Committee
- Draft proposals for Board consideration, in consultation with the Chair
- Develop and implement program procedures and project action plans for all approved and budgeted Committee activities
- Coordinate and monitor the ongoing activities of the Committee
- Coordinate the appointment process for incoming Committee Chairs/members
- Maintain up to date Committee information, including relevant policies and procedures, on the web site
- Provide input and feedback regarding performance and functionality of committee and councils