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DIA GOVERNANCE AND LEADERSHIP COMMITTEE CHARTER

PURPOSE

The Governance & Leadership Committee (GLC) is a standing committee of the Board of Directors (“Board”) as specified in the By-laws Article VIII, Section A.5a-b. The primary function of the GLC is to: (a) manage the process for Board succession planning, including the identification of qualified individuals to become directors and officers of the Board; (b) develop, update and, as necessary, recommend to the Board governance principles and policies applicable to the governance of the DIA; (c) be informed and consider actions on issues relating to committee non-compliance with principles, policies and standing committee charters; and, (d) ensure a process for Board development and Board effectiveness assessment.

DUTIES AND RESPONSIBILITIES

Governance

1. Review the By-laws at least annually and ensure that they are current, relevant, and consistent with the Articles of Incorporation and the statutory provisions for the State of Maryland;
2. Review and advise on updates to the Standing Committee Charters in the odd-numbered years;
3. Review and advise on updates to the Board Policies in the even-numbered years. Assess the impact of any external policies or regulations on governance of the DIA, as requested by the Board, with recommendations as appropriate;
4. Lead the process to assess board effectiveness by:
 - a. Ensuring that the Board bi-annually (odd-numbered years) reviews and updates the description of its roles and areas of responsibility;
 - b. Initiating bi-annual assessment of the Board’s performance (odd-numbered years);
5. Encourage Board development by managing the process of new Board orientation and mentoring new Board members; and,
6. Design and implement ongoing programs for Board information, education, and team building.

Nominations and Elections

Provide oversight and management of the Nominations and Election process, including:

1. Ensuring that the election process is conducted in accordance with the DIA Bylaws and the Nominations and Elections SOP;
2. Performing regular analyses of Board representation and promoting effective Board succession planning, taking into consideration member and geographical profile of the membership and the long-term strategic needs of DIA; and,
3. Reviewing the Nominations and Elections SOP in January of each year and recommending to the Board changes to policies or procedures to improve the nominations and/or elections processes.

AUTHORITY

Subject to Board approval, the Governance and Leadership Committee is given the authority to review and make recommendations on any matter or activity involving the governance of DIA and on matters related to the nomination processes and election procedures. In that regard, the committee will have access to external professionals to render advice and counsel on such matters. If any contracts are required, Board approval will be needed.

MEMBERSHIP

The Governance and Leadership Committee shall be composed of at least three Board members, including the Immediate Past President, who serves as Chair. Additional committee members may be Board members or DIA members.

MEETINGS

The Committee shall meet as many times as necessary to accomplish its objectives and will conduct face-to-face meetings or teleconferences as appropriate to fulfill its obligations. The Chair will assign and ensure that there will be an accurate recording of minutes of each meeting that are available to the Board. A majority of member attendance whether face-to-face or by teleconference for these meetings will constitute a quorum.

Revised by Governance & Leadership Committee, April 2011

Revised by Governance & Leadership Committee, April 2013

This Charter was reviewed by the Governance & Leadership Committee and approved by the DIA Board of Directors on June 22, 2013.