

California Academy of Family Physicians: Governance Committee Charter

The CAFP Governance Committee is responsible for periodically reviewing and proposing amendments to the CAFP Bylaws and nominating members to specific positions or appointments on the organization's Board of Directors and other leadership positions. The general purpose and function of the Committee is to enhance the quality of the Board and support the Board's effectiveness in governing the Academy.

Responsibilities

Identify and Nominate Candidates

The Governance Committee shall identify potential Board and Governance Committee candidates, explore their interest and availability and assess suitability for Board service. The Committee shall nominate members for the following positions to be elected by the delegates of the AMAM:

- President-elect
- Speaker
- Vice Speaker
- AAFP Delegates and Alternates
- At Large Directors (Rural and New Physician)

In addition, it shall submit nominations to the Board of Directors for the following positions:

- Secretary-Treasurer
- Editor

In considering any candidate, the committee shall seek the views of chapter officers within the districts, consider previous offices held, service and performance on Academy committees, and potential for higher offices.

Monitor and Assess Board Composition

Periodically assess Board capacity and composition including demographic diversity, practice type, skills, perspectives, influence, and access to resources the Board will need to accomplish its work in the future.

Aid in Board Development and Effectiveness

Work with CAFP Staff to provide candidates with information needed in preparation for service on the Board.

Assure adoption and implementation of Board best practices, including continuing education.

Work with CAFP CEO to initiate periodic assessment of the Board's performance, and propose, as appropriate, changes in Board structure and operations

Committee Structure

Members, Terms and Election Process

The Governance Committee shall consist of six (6) members, two (2) elected by and from the Board of Directors, three (3) elected by and from the delegates of the AMAM, and the Immediate Past President, who shall serve as Chair.

The terms of office for Governance Committee members shall be as follow:

- Immediate Past President – One year.
- Members from the Board – Two (2) years, with terms to be adjusted so that one (1) member is elected each year.
- Members from the delegates of the AMAM – Two (2) years, with terms adjusted so that two (2) members are elected every other year and one (1) is elected in the intervening year.

The Governance Committee members from the Board shall be nominated by the Board and begin their term at the time of the first Board meeting following the annual meeting. Members of the committee from among the AMAM shall be nominated and elected by the AMAM and shall also begin serving at the time of the first Board meeting following the annual meeting.

Committee Member Requirements

Committee members must have an interest in and commitment to understanding non-profit governance guidelines and best practices for Board development. Committee members must also have a commitment to accountability and the long-term stability of the CAFP. To be eligible, members from the Board may not be considering running for any CAFP office during their tenure on the Governance Committee.

In the rare instance in which unforeseen circumstances result in a committee member running for a leadership position, the committee member will remain on the committee and recuse themselves from voting for a nominee for the position for which they are running. In the rare instance in which unforeseen circumstances result in the Committee Chair running for a leadership position, the Chair will be required to resign from the committee, and the CAFP President will assume the role and responsibilities of Chair. Committee members must attend all meetings unless an absence is approved in advance by the Chair.

Decision Making

The Governance Committee serves in an advisory capacity to the Board. All recommendations from the committee require a majority (no less than four) vote.

Meetings

The Governance Committee will meet at least once annually by phone, video conference or in-person to review and discuss the nominations slate and any necessary bylaws updates, prior to submission to the full BOD and the delegates of the AMAM.

Other meetings may be called by the Chair to discuss specific issues.