



# WOMEN IN EXECUTIVE LEADERSHIP AND GOVERNANCE

## COMMITTEE CHARTER

### **Purpose**

There shall be a committee of the Board of Directors (the "Board") of The Forum of Executive Women ("FOEW") to be known as the Women in Executive Leadership and Governance Committee (the "Committee"). The Committee's goal is to expand the impact and influence of women through their executive roles and board positions in public, private, government and non-profit organizations. The Committee shall serve to empower, educate and increase the visibility of FOEW members and underline the FOEW's brand.

### **Composition**

The Committee is open to members of the FOEW who are in good standing who are available to carry out the Committee's strategic vision and dedicate their time to creating and implementing the Committee's initiatives.

The Committee's size is not pre-determined. A Committee member may be removed by the Board at any time in its discretion, if that member is not determined to be in "good standing." The chairperson will be nominated in accordance with the procedures set forth in Charter of the FOEW's Nominating Committee.

The Committee chair will designate (after conferring with/gaining concurrence from The Forum's Executive Director and/or Executive Committee) at least one and /or up to four vice-chairs from the Committee's active membership to oversee specific initiatives and/or to assist the chair in specific duties.

The Committee may form and delegate authority to subcommittees of this Committee when appropriate.

### **Structure and Meetings**

The chairperson shall, after consultation with the vice-chair, if any, of the Committee, (i) determine the dates, times and places for meetings of the Committee, and (ii) set the agenda for each meeting. The Committee will hold at least 4 meetings per year (either in person or via teleconference), and such additional meetings as the chairperson determines are warranted under the circumstances in order for the Committee to fulfill its mandate. The chairperson and vice-chair of the Committee shall preside at each meeting of the Committee, except that in the absence of the chairperson or vice-chair at any particular meeting, the Committee member designated by the chairperson shall preside at such meeting. All matters to be decided by the Committee shall be decided by the affirmative vote of a majority of the members present in person or via conference call at a duly called meeting of the Committee.

### **Operating Policies**

1. The Committee will keep the minutes of all meetings.
2. The chairperson of the Committee will make reports to the Board on an as-needed basis regarding the actions taken by, and the activities and findings of, the Committee, as well as any recommendations for action by the Board when appropriate.
3. The Committee will review and reassess the adequacy of this Charter, as needed, and recommend to the Board for approval any proposed changes to the Charter.

Adopted by the Board of Directors this 19th day of May, 2015.