

## **COMMITTEES OF THE BOARD**

### **1.0 Purpose**

This document defines policies and procedures for Committees of the Board.

### **2.0 Scope**

This policy applies to Committees of the Board. It does not apply to other organizational structures including councils, work groups, or other committees.

### **3.0 Reference**

- 3.1 *ASNT Bylaws*
- 3.2 Policy J-05.01 Executive Committee
- 3.3 Policy J-05.10 Business & Finance Committee
- 3.4 Policy J-05.11 Leadership Development Committee
- 3.5 Policy J-05.14 Ethics Oversight Committee
- 3.6 Policy J-05.19 Operations Committee
- 3.7 Policy J-05.20 Audit Committee
- 3.8 Policy J-05.22 Advocacy Committee
- 3.9 Policy J-05.23 Strategic Planning Committee

### **4.0** There shall be the following standing Committees of the Board; the purpose of each committee is specified in policies as referenced herein.

- 4.1 Executive Committee.
- 4.2 Business and Finance Committee.
- 4.3 Leadership Development Committee.
- 4.4 Ethics Oversight Committee.
- 4.5 Operations Committee.
- 4.6 Audit Committee.
- 4.7 Advocacy Committee.
- 4.8 Strategic Planning Committee.

### **5.0 Responsibilities**

- 5.1 Committees of the Board conduct the work of the Board in governing the Society, acting within the authorities delegated by the Board of Directors. Actions and decisions of Committees of the Board executed within their delegated authority shall have the same effect as decisions of the Board of Directors.

- 5.2 Committees of the Board may be created and terminated only by the Board of Directors, and their activities shall be overseen by the Board of Directors.
- 5.3 Composition.
  - 5.3.1 Committees of the Board may be composed of any number of Directors, staff, and members-at-large, unless specified otherwise in policy.
  - 5.3.2 Committee chairs should be Directors, unless the Chair of the Board determines otherwise.
  - 5.3.3 Committee members must have current ASNT membership to vote on committee business.
  - 5.3.4 Staff, legal counsel, consultants, and contractors shall be non-voting members of committees when appointed.
- 5.4 Appointments.
  - 5.4.1 The Chair of the Board shall appoint standing committee chairs and members annually no later than 31 May for the fiscal year beginning 1 July.
  - 5.4.2 In making appointments, the Chair shall seek the recommendations of the Leadership Development Committee and coordinate member appointments with chairs.
  - 5.4.3 The Chair of the Board may rescind or change committee appointments, fill committee vacancies, or appoint chairs and members to ad hoc committees at their discretion.
  - 5.4.4 The Chair of the Board shall notify the Board of Directors promptly following all committee appointments.
  - 5.4.5 The Board of Directors may change or rescind committee appointments at their discretion.

**6.0 Committee Procedures**

- 6.1 Quorum shall be a majority of voting committee members. Non-voting members shall not count towards quorum.
- 6.2 Committees may act absent a meeting upon the unanimous consent of the committee's voting members.
- 6.3 The Committee Chair shall provide notice of meetings to all members of the committee no less than five (5) days prior to each meeting. Notice shall include a list of items to be discussed at the meeting. Formal agendas are not required.
- 6.4 Meetings.
  - 6.4.1 Committees may meet in-person, virtually, or using a hybrid approach, at the discretion of the Committee Chair. The Executive Director shall provide access to telecommunication systems to support the committee meeting requirements upon request.

- 6.4.2 Committee meetings shall be conducted in accordance with Roberts Rules of Order, current edition, modified for small boards.
  - 6.4.3 In the Committee Chair's absence, the members shall elect a Chair Pro Tempore to fill the role for that meeting.
  - 6.4.4 The Committee Chair shall record the minutes or appoint a recording secretary at their discretion.
  - 6.4.5 Committee meetings shall be open to ASNT members, with limited exceptions as defined in policy. Guests who are not ASNT members may attend committee meetings at the discretion of the Committee Chair.
- 6.5 Minutes.
- 6.5.1 The Committee Chair shall ensure meeting minutes are produced which are consistent with Appendix 1, Committee Meeting Minutes Template, and which details all motions, decisions, and votes made at the meeting and identifies topics of discussion (but not the content of discussions). Handouts distributed at the meeting shall be attached to the minutes.
  - 6.5.2 Minutes shall be submitted to the Board of Directors within fifteen (15) days of each committee meeting.
- 7.0 **Reports.** The Committee Chair shall report to the Board of Directors upon request summarizing the committee's activities and accomplishments.

**Appendix 1, Committee Meeting Minutes Template**

**Meeting Minutes**

**The American Society for Nondestructive Testing, Inc.**

**(committee name)**

**(date and time)**

**(location)**

1. The Chair called the meeting to order at *(time)*.
2. The following committee members were in attendance: *(list names; identify the chair and the recording secretary if one was appointed, and which members are non-voting)*  
The following committee members were absent: *(list names)*  
The following guests were in attendance: *(list names)*  
*State whether a quorum was present, and the basis for the quorum.*

**List items of business in the order they were taken up. For example:**

3. *Proposal to revise policy G-01.*  
*Smith presented a proposal to revise the policy as shown in Attachment 1. The revision changes the process for preparing the annual budget. The committee discussed the proposal and members made a recommendation to make it effective immediately. Smith moved to recommend the proposed policy as amended to the Board of Directors for immediate implementation. The motion passed.*

For each item of business, include enough information for the reader to understand the topic of discussion and the actions taken and decisions made. Do not itemize all of the various details of the discussion or indicate who said what. Detail the motions exactly as they were made. Report the board's decision, but do not provide vote counts unless the vote was taken by ballot.

4. The Chair adjourned the meeting at *(time)*.