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Society of Environmental Toxicology and Chemistry

SETAC Governance Committee

Standard Operating Procedures

I. COMMITTEE CHARGE

The Governance Committee (the Committee) operates under the oversight of the SETAC Board of Directors (the Board). It is the charge of the Governance Committee to cultivate, nominate, and develop volunteer leaders for SETAC, to support the Board who is ultimately responsible for sustaining itself as one of its fiduciary responsibilities. Consistent with its charge, the Committee is responsible for:

- Identifying potential candidates for the Board of Directors
- Supporting onboarding of the Board of Directors
- Supporting governance development and continuing education (through providing guidance and identifying resources and instructional courses);
- Recruiting for vacant positions as they occur;
- Supporting Board off-boarding, if requested to by the Board; and
- Supporting Board effectiveness assessment, if requested by the Board.

II. COMMITTEE RESPONSIBILITIES

Recognizing the responsibility of the Committee, it bears noting that the Committee members are expected to adhere to the strictest standards of integrity and ethics. All the Committee members should be aware of SETAC's Code of Conduct and Code of Ethics as well as SETAC's Whistleblower Policy and should not hesitate from raising concerns, should they arise, using SETAC's Problem Resolution Process.

III. COMMITTEE MEMBERSHIP

A. The SETAC Board appoints the committee
B. There are eight (8) members of the Governance Committee:
   1. SETAC Immediate-Past President, chair of the committee
   2. SETAC Vice President, vice chair of the committee,
   3. SETAC Global Executive Director (GED)
   4. 5 past SETAC or SETAC GU board/council members nominated by the respective GU board or council
C. The SETAC Immediate-Past President will act as chair (the Chair) and also serve as Board liaison. The SETAC Vice President acts as the vice chair of the committee.
D. The SETAC Immediate-Past President, SETAC Vice President, and SETAC GED serve *ex officio* and for the

duration of their appointment in that position.

E. The GU nominated members are appointed for a term of 3 (three) years. Members in the initial committee will have 1-, 2-, 3-, or 4-year terms to facilitate staggered terms in the future and allowing for continuity of knowledge and balance among sectors,

F. Members of the Committee, while they are serving on the Committee, are not eligible to be nominated to be on the SETAC Board of Directors.

G. GU Presidents will be called on to advise the committee during the Board selection process.

IV. BOARD MEMBER SELECTION AND ELECTION PROCEDURES

<u>Identifying the Board members</u>

The composition of the Board is defined in the by-laws, and reflects the mission, principles, and values of SETAC and represents the diversity within the membership to aid in providing a broad range of important influences to SETAC decision making.

A. The Committee shall facilitate the preparation of a list of nominees to replace outgoing Board members as follows:

1. The Committee will identify the number and positions that will be open, noting that Board members elected for a 3-year term can be renewed once (for another 3-year term) with Governance Committee endorsement – based on evaluation of their performance on the Board.
2. The Committee will endeavor to fill open positions based on a desired mix of characteristics and competencies in the Board as a whole. The list of nominees will strive to represent diversity (in terms of e.g. geography, sector, gender, discipline, career level).
3. The Committee should endeavor to fill open positions in a way that the Board as a whole has the required characteristics and competencies needed to fulfill the strategic plan and the needs of SETAC. The Committee should articulate the desired competencies and characteristics

   The following **competencies** are desirable of the Board as a whole;

   i. Association Governance
   ii. Group Leadership
   iii. Strategic Planning
   iv. Program Assessment
   v. Fundraising
   vi. Financial skills
   vii. Recruiting
   viii. Technology
   ix. Global mindset

   The following **traits** are *desirable* of Board <u>members</u> (see resources from [Board Effect] and the [National Council of Non-Profits]).

   I. Mission Focus – willing to put the health of SETAC as a global organization above personal interests and interests of local and regional matters and govern with an eye on strategy that will advance the mission.
   II. Integrity – recognizes conflict of interest (COI) and puts the health of SETAC above personal benefit.

III. Fiduciary responsibility – cognizant of fiscal oversight duties and responsibility for compliance and reducing financial risk to SETAC.
IV. Volunteer spirit – motivates and inspires service to SETAC.
V. Collaboration and teamwork skills – can work well with the Board over an issue.
VI. Communication and public speaking skills – supports ambassadorial duties.
VII. Project management skills – helpful for program assessment and annual planning.
VIII. Fundraising abilities – supports the financial health of SETAC.
IX. Innovation and strategic abilities – helpful for strategic planning.
X. Leadership and diplomacy skills – potential executive committee member.
XI. Financial skills – potential treasurer.
XII. Global perspective, values inclusivity and has respect for diverse cultures.
XIII. Thinks strategically rather than operationally.
XIV. Understands the difference between governing and managing or governance and operations.
XV. Capacity – meeting preparedness, engagement and participation.
XVI. Relational – builds and maintains relationships with others.
XVII. Professional networks and influence in the field (i.e. relationships the nominee could bring to SETAC) – helpful for ambassadorial duties and SETAC development.

5. An open call for nominees should be issued via SETAC communication channels (SETAC News and social media) that articulates desired competencies and roles and responsibilities of a board member. All aspiring Board members (including sitting board members opting for a 2nd term) will be asked to submit an expression of interest form (see appendix) that will be provided in full to the Committee for review. The Committee may also make personal solicitations and ask potential candidates to submit the expression of interest as well.

6. The Committee will review expressions of interest, hold interviews, as needed, and summarize information in a characteristics and competencies matrix to aid in the selection process in a manner that strives for the desired mix of characteristics and competencies in the Board as a whole.

7. The Committee may seek the opinions of individuals who have had the opportunity to work with the potential nominee in their SETAC volunteer capacity, if any and if agreed to by the candidate. The Committee will also consider the potential nominees' ethical and conflict-of-interest disclosure. The Committee may choose to interview the potential candidates if needed to aid in final selection.

8. The committee may present either a non-contested list of candidates (one candidate for each open position), or a contested slate (more than one candidate for each open position)

9. The Committee will agree either by consensus or by vote on the final list and present the final list to the Board for approval.

10. The approved list of candidates is presented to the membership for a vote.

11. Voting for the Board shall proceed in accordance with the Bylaws and Board Procedures.

VI. SUPPORTING THE BOARD OF DIRECTORS

The Committee's work does not end with identifying candidates for the Board of Directors. The Committee will support the Board by:

- Ensuring proper onboarding is conducted to inform board members of their duties and responsibilities and best practices in nonprofit management
- Conducting governance development / refresher training periodically throughout the year.
- Soliciting feedback from board members regarding their experience serving on the Board.
    - This can be done via surveys and one-on-one conversations while board members are serving on the board (see board self-assessment) and via exit interviews afterwards (see Exit Interviews for Outgoing Board Members).
- Conducting a board effectiveness assessment, as requested.

VII. ACTIVITIES CALENDAR

January 1st:

The SETAC Immediate Past President becomes the Governance Committee Chair. The SETAC Vice President becomes the vice chair of the Committee.

January - February:

The Chair (Immediate Past President), in collaboration with the GED, will ensure that there is Board onboarding training and organize the actual onboarding.

April - June:

The Committee shall identify the characteristics and competencies desired in new Board members and a list of potential nominees who meet those needs articulating how the potential nominees meet the needs (e.g., if the treasurer term is approaching end, a board member with a strong financial background may be desirable).

June:

The GED shall advertise an open call to full members for expressions of interest to serve on the Board using SETAC communications channels. The announcement will refer to the SETAC Board Member Role and Responsibilities Fact Sheet (appended) and SETAC Board Member Commitment (appended) and include an Expression of Interest Form (template appended). The Expression of Interest Form shall include the Conflict-of-Interest Declaration Form, and the Ethical Disclosure Form. The announcement will also note that should they get elected, candidates will need to sign the Board Member Commitment.

In addition to an open call to full members for expressions of interest, the Committee may contact individuals they have identified as candidates who may fill the needs of the Board and encourage them to apply and provide specifics on how they could help by joining the Board.

June:

The Presidential Chain (Immediate-Past President, President, Vice President) will identify nominees for Vice President or Treasurer (if necessary). The Immediate- Past President will ask the candidates to prepare an expression of interest to submit to the Board.

July - August:

Committee members shall evaluate the expressions of interest for potential board members, vet them, and agree on the final list of nominees, that ensure balance considering sitting Board members, to be presented to the Board for approval. The Committee may make use of the Board Matrix (appended) to ensure balance. Further, the Committee may make use of the volunteer evaluation form (appended) when evaluating nominees. The Chair will methodically and sequentially contact the nominees to confirm their willingness and ability to perform the duties of a board member. The Chair will ensure the nominees have reviewed the Board Member Role and Responsibilities Fact Sheet, which summarizes the major duties and time commitment of SETAC Board members. The Chair shall remind them that should they get elected, they will need to sign the Board Member Commitment and resign from SETAC chairs that they currently hold prior to beginning their Board term. The Chair and GED will also discuss financial obligations with candidates.

July-August

Vice President election. The Immediate- Past President presents the Vice President candidates to the Board and facilitates the vote.

September:

The Immediate- Past President will present the list of candidates to the Board along with candidate interest forms and rational for consideration and approval by end September at the latest. The GED shall organize a membership-wide election. The GED will inform the new candidates of the timeline in case there is an upcoming face-to-face meeting they should be aware of.

October:

Incoming Board members are elected. The GED will work with the President to notify the Board and nominees of the election results. The GED and the presidential chain will typically conduct onboarding for new Board members. The Board of Directors will be announced using SETAC communication channels (SETAC News, social media, etc.).

December-January:

As part of an effort to continually improve performance, the Committee shall ensure that exit interviews are conducted for Board members recently completing their terms. The conclusions of the exit interviews are to be used to support the upcoming board member recruitment procedure and the board onboarding program.

Further guidance (as needed) with detailed instructions for executing the tasks of the committee as outlined in the SOP are to be specified in appendix, drawn up by the committee and presented for approval to the Board.

VIII. Document Control

Version	**Date**	**Description**	**Approved**	**Comment**
1.0	20 August 2025	Initial release	SWC2025-08	-
1.1	18 February 2026	Update	SBM2026-02	Art IV-A-3.10 updated to avoid duplication of Board Procedures