



# GALA Committees Policies & Procedures

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## Preamble

Effective GALA committees expand the Association’s capabilities, represent the membership, and produce concrete results. They function best when each committee has appropriately selected members, clearly defined objectives, strong leadership, and competent staff assistance.

The following guidelines are provided to ensure that all GALA Board members and committee members are aware of the expectations and responsibilities of these important volunteer roles.

## Establishment and Dissolution of Committees

Article V Section 1 of GALA’s Bylaws enable the establishment and dissolution of committees. Presently, GALA has three types of committees: executive committees which are Board subcommittees, operational committees, and ad hoc committees, which are both comprised of GALA members. At their discretion, the Board of Directors may establish committees to take charge of specific tasks or areas of special interest as needed. These committees may be dissolved by the Board when deemed no longer necessary. The Board may also establish task forces to address time-limited tasks or projects and may establish special interest groups (SIGs) to address specific topics. Collectively, these groups will be referred to as committees.

## Executive Committees

### Finance Committee

The Finance Committee has general fiduciary responsibilities which include reviewing the Association’s financial performance on a quarterly basis, conducting a review of the annual budget in the fourth quarter of each calendar year, overseeing GALA’s banking relationship, and reviewing GALA’s annual tax return. The Finance Committee will set the association’s reserves policy and propose any changes to the structure and price of membership and member products and services. Additionally, they will set the schedule for any audits (finances, insurance coverage, etc.) and undertake them. The Committee Chair will be the Board Treasurer who will be joined, at a minimum, by the Executive Director. Other Board members may be appointed to the Finance Committee. The Finance Committee will meet at least once per quarter and may have additional ad hoc meetings as required.

## Governance Committee

The Governance Committee is responsible for overseeing the governance of the association including the annual Board of Directors election process. The committee will also be responsible for establishing and periodically reviewing other elements of governance. These include Board composition, Board nomination process, Board terms and officers' terms, Committees, meeting structure, length, and frequency, cadence of formal planning (strategic plan development and review), cadence of bylaws review, and cadence of policy audits. Reviews and audits will take place at least once every three years, and more frequently under compelling circumstances. The Governance Committee may also establish Board and/or committee training and skills assessment. The Committee Chair will be the Vice Chairperson who will be joined, at a minimum, by the Executive Director. Other Board members may be appointed to the Governance Committee. The Governance Committee will meet at least once per quarter and may have additional ad hoc meetings as required.

## Operational Committees

Operational committees will exist to fulfill a certain purpose related to the healthy functioning of the Association. Each operational committee will have a working document describing the scope of its focus and responsibilities. Each operational committee will have a Board liaison and a staff liaison and will be comprised of other members from the GALA membership-at-large. All committees will meet at least once per quarter but may choose to meet more frequently.

## Nominating Committee

The Nominating Committee is responsible for identifying and vetting candidates who wish to run for a director position on the GALA Board. It is the duty of the committee to ensure a balanced board which represents the GALA membership across several criteria including organization type, region, and size. The Nominating Committee will consist of not less than five members, including two current board members who are not up for re-election, one past board member who shall serve as Chair, and a minimum of two GALA members-at-large who will be selected through an open call for volunteers.

## Marketing and Communications (MarCom)

The MarCom Committee will contribute to planning for growth and retention of GALA members and for effective communication with various stakeholder groups. It will focus on strategies for recruiting new members, ensuring a diverse membership, and engaging member-users. The staff liaison will be GALA's Membership & Engagement Manager. The Board liaison will be appointed each year by the Board in January.

## Standards

The Standards Committee will develop resources on standards topics for the GALA membership and give guidance on matters relating to language industry standards. It will monitor the development of new industry standards and its members will represent GALA – to the extent permitted – on external standards committees (e.g., ISO and ASTM committees and working groups). The Standards Committee will advise GALA on standards-related content and will act as a steering group for any GALA-led

standards initiatives (e.g., TAPICC, etc.) The staff liaison will be GALA's Executive Director. The Board liaison will be appointed each year by the Board in January.

## Member Programs

The Member Programs Committee will provide guidance on the programs and services GALA provides to its members. This will encompass content, events, special interest groups, conferences, and other programs designed to deliver benefit and value to GALA members. The staff liaison(s) will be the Events & Marketing Manager and the Content Strategist. The Board liaison will be appointed each year by the Board in January.

## Ad Hoc Committees

Ad hoc committees exist to accomplish specific tasks, often on a short-term basis, not easily provided for elsewhere in the committee system. Each ad hoc committee will have a particular goal to achieve or product to provide. When the task is completed, the committee will be dissolved. Ad hoc committees will have a staff liaison and a board liaison and will be comprised of members from the GALA membership-at-large.

## Conference Programming

The Conference Programming committee will develop the theme and the call for proposals for GALA's annual conference. Members will review, vet, and select proposals to build a conference program that is timely, relevant, and targeted for GALA's audience. Committee members will also serve as emcees and hosts for conference presentations. The staff liaison will be the Content Strategist. A Board liaison will be appointed by the Board.

## Rising Star Scholarship

The Rising Star Scholarship Committee will develop the theme and rubric for the contest which awards two prizes to deserving students from GALA's Academic Member programs. The prizes will consist of free registration plus a travel stipend to GALA's annual conference. Committee members will review, rate, and select the winning students from among the submissions. They will also present the awards to the winners at the conference. The staff liaison will be GALA's Membership & Engagement Manager.

## Committee Procedures

### Parliamentary Procedure

Committees are not required to operate using parliamentary procedure; however, the objectives and principles of parliamentary procedure should be employed. The objectives of parliamentary procedure include expediting business, maintaining order, ensuring equity for all, and accomplishing the objectives of the committee. The principles of parliamentary procedure include courtesy, rule of the majority while respecting the rights of the minority, partiality to none, and taking one item of business at a time.

## Committee Scope

Each committee will develop a scope of work approved by the members of the committee and the Board of Directors. The committee scope will be reviewed annually to ensure its relevance.

## Committee Composition

Operational committees and ad hoc committees shall have no fewer than three (3) members-at-large in addition to the Board liaison and staff liaison(s). Neither the Board liaison nor the staff liaison shall have a vote.

An open call for volunteers shall be conducted each year to identify members that are interested in committee service, and invitations will be issued by GALA staff in consultation with existing committee members. Applicants will be considered only if the organization which they represent has been a member of GALA for two consecutive years or more. If a member lapses during a volunteer's term of service, they will no longer be eligible to serve. The vacancy created may be left open or filled at the discretion of the committee chair, in consultation with the committee members. Volunteers need not be executives (i.e., there are no level or position requirements) and GALA shall make every effort to ensure a diverse and representative committee composition.

## Terms of Service

Operational Committee members shall serve for a minimum of one year and a maximum of three consecutive years. Members will serve for one year at a time. At the end of their first year of service (and second year of service), committee members will have the opportunity to extend their service. Committee Chairs shall serve for a maximum of two years as part of their three-year committee service maximum. Like committee members, they can choose to extend their leadership service after one year. No person who has served on a committee for three years is eligible for later appointment to the same committee. Ad Hoc Committees, by nature, have short terms of service based on the length of the project and vary from approximately 5-9 months. Members will serve one term on Ad Hoc Committees. Members may serve only on one committee at a time.

## Path to Leadership

Committee Chairs shall be formally approved by the Board of Directors. Whenever possible, Committee Chairs should have prior service and experience with the committee to which they are appointed.

## Committee Member Responsibilities

Committee members are expected to fully participate in committee activities by attending meetings and conducting business asynchronously when needed. Members are expected to do the following:

- Act in good faith in all matters.
- Execute responsibilities in conformance with the bylaws, established GALA policies including the Member Code of Conduct, Terms of Use, Privacy Policy, and the Committee Volunteer Service Commitment.
- Discharge their responsibilities diligently and not delegate them to other committee members, non-committee members, nor staff.
- Disclose any actual or perceived conflicts of interest and not vote on such committee matters.

## Chair Responsibilities

The Chair shall attend all committee meetings and shall plan the committee meetings and agenda with the committee staff liaison. The chair shall facilitate meetings to encourage a discussion of ideas, keep discussions on track, and monitor committee participation.

The Chair is encouraged to allow the committee to move toward a decision, not to validate the thinking of the Chair or staff. They should ensure that the work of the committee is focused clearly on, and aligned with, the strategic objectives of GALA.

## Chair and Staff Liaison

The Chair and staff liaison, working in partnership, are responsible for facilitating the work of the committee, providing oversight, and ensuring timely communications within the committee and between the committee and the other components of the association. The staff liaison provides logistical support for the committee's work, e.g., scheduling meetings, facilitating communications, etc. but does not drive strategy or agenda.

## Removal from Service

Any committee member may be removed from service at any time, with or without cause, by a majority vote of the Board of Directors. Committee chairs may remove committee members from service for committee member's inactivity. A committee member is designated as inactive for missing three consecutive committee interactions: either a meeting or electronic vote.

## Voting

Members of committees shall each have one vote. Committee member votes are untaken at either meetings or teleconferences and need majority rule for approval. Staff liaisons shall not vote.

## Electronic Voting

Committees can take action via electronic votes which are obtained using survey methods, usually solicited by email. Emails soliciting electronic votes must have clear subject lines (such as "ACTION REQUIRED ...") Majority consent is required.

## Proxy

Proxy voting is not allowed.

## Committee Duties and Activities

### Meetings

Committees can meet either in-person or online. Every meeting shall have an agenda developed by the Chair in cooperation with the staff liaison. The Chair will decide the meeting frequency and duration. Each committee is expected to meet a minimum of six times per year.

### Minutes

Minutes or meeting notes will be taken by a committee member at each meeting. Minutes will list meeting attendees. The minutes will record the business of the committee following the order of items according to agenda. The minutes will list all motions along with the parties who moved and seconded

the item. All vote tallies will be recorded, and minority positions will be recorded. Minutes will be distributed promptly to committee members.

### Quorum

A committee quorum is defined as two-thirds of the voting members of that committee.

### Committee Reports

Board liaisons will develop a quarterly committee report to be presented at the GALA Board of Directors meeting. Committee reports include a summary of committee interactions and any needed action by the Board of Directors. Reports may be oral or written.

### Implementation of Committee Decisions

Staff and Board liaisons will provide guidance on whether a committee decision needs to be presented to the Board of Directors for approval. Each committee will report both the majority decision and any minority positions. Committee motions presented to the Board of Directors shall either be an action or advisory item.

### Action Item

An action item is a committee's new recommendation, proposal, or request that affects the allocation of unbudgeted funds, modification of previously budgeted funds, proposes a significant change in scope or direction from an approved program; makes a change to any existing written or unwritten policy or procedure; or approves a publication, document, or materials for public dissemination. Final determination of any action item rests with the Board of Directors.

Action items are to be submitted to the Board of Directors for consideration, and the Board of Directors will vote to approve or not-approve each action item. Also, the Board of Directors may recommend amending the action item in scope or budget.

### Advisory Item

An advisory item is the committee's communicating tool in making the Board of Directors aware of the committee's intention, progress, or direction with items or programs already determined as being within their scope and mission. Advisory items provide information to the Board of Directors on actions within the committee's authority. For example, when a committee makes recommendations to another committee, it is considered an advisory item.