

ASSOCIATION OF CORPORATE COUNSEL INFORMATION GOVERNANCE COMMITTEE CHARTER

I. Mission Statement

The primary purpose of the ACC Information Governance (IG) Committee (the “Committee”) is to provide in-house counsel with a forum for discussing, collaborating and addressing common IG challenges that impact most corporations and to:

- 1) Educate in-house counsel about the changing nature of how information and data are used within an organization and identify the risks, cross-functional challenges, costs, legal responsibilities and opportunities this represents.
- 2) Develop and communicate practice policies, procedures, and best practice approaches for in-house counsel to work collaboratively to ensure the proper and legal control of information; and
- 3) Empower in-house counsel to provide relevant, helpful and up-to-date advice on a broad spectrum of IG challenges to ensure that corporate information is protected, managed and retrievable in accordance with legal and business requirements and meet business needs for streamlined access to information, data analytics and the requisite technology to meet these needs across the enterprise. Help in-house counsel to understand the benefits of looking at organizational information across the enterprise and reducing risk associated with siloed approaches.

II. Membership

Any member of ACC in good standing is eligible for Committee membership. The general membership of the Committee will convene once per year for an annual meeting to be held in connection with the ACC Annual Meeting and this meeting will be presided over by the Committee Chair for the purpose of conducting general committee business, electing officers (Chair, Vice Chair, and Secretary) and developing initiatives for the following year.

III. Leadership Structure

Committee Officers

The officers of the Committee will be elected from the Committee’s membership and will consist of a Chair, Vice Chair, and Secretary.

Subcommittees

The Committee may elect to create subcommittees to facilitate the work of the Committee. Each of the following Subcommittees shall have a Chair or Co-Chairs appointed by the Chair of the Committee to serve one (1) year terms, which may be renewed at the discretion of the Chair of the committee for additional one (1) year terms. The Subcommittee Chairs or Co-Chairs as identified in section IV are responsible for carrying out subcommittee tasks and functions representing the subcommittee at the

Committee's Executive Committee meetings, and enlisting the assistance of other members of the IG Committee and ACC staff, as needed.

IV. Leadership Responsibilities & Elections

The Chair, the Vice Chair, and the Secretary will each serve a term of one (1) year, with the eligibility to be elected to no more than two (2) consecutive terms. At the IG meeting during the ACC Annual Meeting, the Chair is succeeded by the Vice Chair. The Secretary is succeeded by an individual elected at the Committee's business meeting at the ACC Annual Meeting. Nomination(s) for such election will be made by the vote of the current Chair, Vice Chair, and Secretary of the Committee, after which the Chair, Vice Chair, and Secretary will be elected by majority vote of the IG members present at the meeting. The chairs of any Subcommittees are appointed by the Chair to serve for a term of one (1) year, which may be renewed at the discretion of the Chair for additional one (1) year terms without limitation.

Resignations/Vacancy

In the event of resignation or vacancy of any officer prior to the completion of his/her term of office, the highest-ranking officer has the authority to appoint a replacement from the Committee membership to serve the remainder of the term. Should the Chair resign mid-term, the Vice Chair has the option of succeeding to the role of Chair. Subcommittee chairs can be replaced by the Chair.

Chair

The Chair is responsible for the overall direction and administration of Committee activities. The chair also has overall responsibility for adhering to the ACC Committee Leadership Manual and for acting as the Committee liaison with ACC headquarters. The Chair shall also attend, whenever possible, the ACC Council of Committees' (CoC) monthly calls.

Vice Chair

The Vice Chair shall perform such duties as requested by the Chair and in the Chair's absence shall perform the responsibilities of the Chair. In addition, the Vice Chair shall coordinate and report to the Chair the activities of any established subcommittees. The Vice Chair shall also attend, whenever possible, the CoC monthly calls.

Secretary

The Secretary shall perform such duties as requested by the Chair and shall be responsible for preparing and distributing minutes for all monthly committee member and committee leadership teleconference meetings. The secretary is an ex officio member of each subcommittee.

Membership Chair

Responsible for promoting the Committee and its activities for the purpose of increasing membership, including working with ACC on an annual or bi-annual survey to determine members' needs and interests, welcoming new members to the committee, and

organizing networking opportunities in coordination with a member volunteer or Chapter Liaison Chair.

Programs Chair – Annual Meeting

Responsible for soliciting and submitting to the ACC a series of substantive programs related to the Committee's interests for the ACC Annual Meeting. The position also recruits program organizers for all Committee presentations at the Annual Meeting and supports program organizer responsibilities by helping to recruit speakers.

Programs Chair – Legal Quick Hits

Responsible for coordinating with the Committee sponsor and/or other law firms, vendors and members to secure speakers, organizing and producing programs of importance and interest for the monthly Legal Quick Hits (LQH) – typically a 30-40 minute substantive presentation delivered via webcast on the Committee's monthly membership calls.

Publications Chair

Responsible for coordinating with the Committee sponsor and/or law firms, vendors and members to produce at least one Committee sponsored article in the *ACC Docket*, and other practice resources such as Top Tens and Quick Counsel articles. At the Chair's discretion, these activities may be supported by multiple subcommittees or co-Chairs of Publications (i.e., TopTen Chair, Quick Counsel Chair, *ACC Docket* Chair, and InfoPAKs Chair).

Communications Chair

Responsible for coordinating quarterly Committee newsletters (as applicable), reviewing the Committee webpage, and reviewing and/or sending monthly email announcements regarding upcoming LQH topics and Committee news.

Advocacy Chair

Subject to approval by the Executive Board and the ACC's Board of Directors, responsible for submitting comments or proposals on international, federal or state/provincial legislative actions that impact Committee members and corporate practices.

Chapter Liaison Chair

Responsible for organizing and producing programs and events, and implementing Strategic Plan objectives that are developed and presented in conjunction with ACC Chapters.

Global Liaison Chair

Responsible for promoting the committee world-wide, ensuring programming and topics are inclusive of ACC's international members, locations and global initiatives, by providing updates on legislative and regulatory changes that impact Committee members generally.

Executive Committee

Responsible for establishing a yearly Strategic Plan consistent with the ACC Strategic Plan and implementing this plan to meet Committee goals, including implementation of the Committee's activities based upon input from the regularly scheduled conference calls. Composed of the Committee Chair, Vice Chair, Secretary, and the Subcommittee Chairs.

Succession Planning Committee

Responsible for evaluating and recruiting future Executive Committee members, placing Executive Committee members in Subcommittee roles and at each Annual Meeting, making recommendations to the membership for vote potential officers of the IG Committee. Composed of the Committee Chair, Vice Chair, and the Secretary.

V. Objectives

The Committee will arrange formal or informal sessions each Annual Meeting, and will collect and develop information of particular interest to IG practitioners and generalists. Information will be disseminated through ACC and Committee publications, the ACC website, email, conference calls and programs, etc. Further, it will function within the ACC organization (through coordination with staff, leadership, chapters and other committees) to ensure issues concerning IG are appropriately addressed. The Committee will work closely with ACC Staff to advance the goals of ACC and to comply with the minimum activity guidelines for the committees. This charter and the activities of the committee shall at all times be subject to the bylaws and policies of ACC.

VI. Meetings

Meetings of the Executive Board may be called by the Chair, or in the Chair's absence or incapacity, by the Vice Chair, or by agreement of a majority of the Executive Committee. At the direction of the Chair, any meeting or other business of the Executive Committee may be accomplished by telephone.

Quorum. A majority of the number of Executive Committee members at the time of any meetings, but in no event less than five Executive Committee members, shall constitute a quorum for the transaction of business. A majority vote of a quorum shall be required for approval of all Executive Committee actions.

Proxy. Executive Committee members shall be permitted to vote by proxy.

VII. Removal from Office

Failure of an officer to meet the responsibilities set forth in the Committee Charter may result in removal from office in accordance with the following procedure:

1. Any Executive Committee member may request a special meeting to consider removal of another Executive Committee member.
2. A special meeting will be called by the Executive Committee to consider the removal request. Attendees at the special meeting must include: the Executive Committee member requesting the special meeting, the Executive Committee member being considered for removal, a majority of the remaining Executive Committee members, and at least two officers from the ACC Council of Committees. If the Executive Committee member under consideration for removal fails to appear at the special meeting or fails to make himself or herself reasonably available for a special meeting (as determined by a majority of the other members of the Executive Committee), the special meeting can proceed without him or her in attendance.

The Executive Committee member in question will be provided notice of the special meeting in writing no less than five business days before the meeting, and such writing will specify the reasons for the requested meeting.

3. The decision to remove the individual in office will be decided by a majority vote of the Executive Committee and the Council of Committee members in attendance, with any tie being decided by the Chair. If the Chair's position is in question, the ACC Council of Committees Executive officers in attendance will make the determination.
4. The ACC Council of Committees Executive officers may, by a majority vote, remove any Executive Committee member without a special meeting or special notice as required above for the following reasons:
 - a) The other Executive Committee members fear personal or professional retaliation from a request for removal; or
 - b) The other Executive Committee members cannot or are not able to engage the Executive Committee member being considered for removal due to that member's unprofessional actions.

VIII. Amendments

This Charter may be amended at any time by majority vote of Committee members in attendance at the Committee business meeting at the ACC Annual Meeting or at any regularly scheduled Committee teleconference. All proposed amendments to this Charter must be approved by the Services Committee of the ACC Board of Directors prior to implementation.

IX. Intellectual Property

The Committee shall only use such logo displaying the name of the Committee or other ACC intellectual property as approved by ACC.

Approved June 19, 2015