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## **The TMA Certification Oversight Committee**

*Committee Composition and Nominations Information*

### **Governance**

The Certification Oversight Committee (COC) is an autonomous group following the [mission statement](#) and [vision](#) established by TMA Global's Board of Directors (TMA or Association). Essential certification decisions made by the Certification Oversight Committee of TMA Global are made independently of TMA's Board of Directors, notwithstanding the President of the Certification Oversight Committee serves as liaison to the Board in the role of Vice President of Certification and has full voting privileges.

### **Composition and Qualifications**

The COC shall consist of at least seven, but not more than nineteen members. The COC shall be comprised of Association Members. The number and identity of the COC members shall be fixed from time to time by the COC members at any regular or at a special meeting called for that purpose; provided, however, the COC members may not reduce their number so as to shorten the term of any then serving member. All turnaround practitioners and advisors who are COC members shall hold the current Certified Turnaround Professional designation (CTP) or Certified Turnaround Analyst designation (CTA). Except as provided in [Article VII, Section 3](#) of TMA's bylaws, each COC member shall be elected to a three year term, and unless the number of COC members is reduced as of the expiration of his or her term of office, each COC member shall continue to serve until his or her successor is elected and qualified. No COC member may serve more than two successive terms, unless (a) a member elected to fill the unexpired term of another member may serve for both the remainder of the unexpired term and for two successive additional terms, and (b) the COC expressly determines that it will be in the best interest of the COC and the Association for a particular COC member to continue serving for more than two successive terms, the COC may, by a two-thirds majority vote, elect that member to serve one or more additional successive terms.

Only one person employed by, holding an ownership interest in, or acting as an officer, director or any other fiduciary position in, any business or other entity shall serve on the COC at any one time. If after election to the COC, a COC member becomes employed by, obtains an ownership interest in or begins acting as a director, officer or other fiduciary position in, a business or other entity one of whose other employees, owners, directors, officers or other fiduciaries is already a COC member, then at the next COC meeting, the COC member most recently acquiring the status as employee, owner, director, officer or other fiduciary shall be deemed to have resigned as a COC member unless, prior to such meeting, either the other COC member shall have submitted his or her resignation from the COC or his or her term shall have expired.

### **Certification Oversight Committee Members**

In selecting candidates, it should be understood that the Certification Oversight Committee's primary focus is the long-term propagation of the CTP and CTA designations. While the Certification Oversight

Committee is not involved in the day-to-day activities of the organization, it is responsible for providing a forum for Certified Turnaround Professionals and Certified Turnaround Analysts to receive information that allows the Association, its chapters and its international affiliates to better serve and represent them. To that end, it is imperative that an individual being considered for the Certification Oversight Committee understands and is well acquainted with the designation, its history, mission, current structure, finances, programs and services, certificant constituency and professional staff. Equally important is an understanding of external forces that affect the organization.

## **Officers**

It is essential that those individuals being considered to serve as an officer know and understand the responsibilities and authority of their office, as outlined in the Bylaws. In considering these nominations, the committee should give thought as to how these individuals will develop and manage their relationships with the Certification Oversight Committee, various subcommittees, and the staff management team. Other important aspects to consider include whether an individual:

- Builds a working culture and will respect the contributions of all committee members
- Puts the organization's needs over personal rewards
- Has demonstrated active support for the organization's mission
- Is knowledgeable about one or more program areas of the organization
- Will focus on "big picture" strategic issues for the organization, the profession and the industry
- Communicates with the Certification Oversight Committee/Subcommittees through an effective information system
- Creates a safe environment for decision-making and takes the lead in establishing the right tone for discussions
- Runs meetings well and understands the value of substantive, well-managed meetings
- Cultivates future leadership in the organization.

### *Chairman/President*

In addition to the previously stated leadership qualities, the President and Chair should:

- Provide leadership to the Certification Oversight Committee in strategic planning, financial accountability, fundraising and evaluation of program performance
- Partner with the TMA CEO to achieve the Association's mission
- Manage the Certification Oversight Committee structure
- Select committee chairs and ensure that committees, sub-committees and task forces are actively working and have clear goals
- Match Certification Oversight Committee members talents with appropriate tasks
- Set goals and expectations for the Certification Oversight Committee

### *Personal Qualities for Officers*

- Vision: the capacity to inspire a shared vision for the organization
- Objectivity: to listen well and provide a forum for productive dialogue, with contributions on all sides of an issue
- Energy and commitment: demonstrate enthusiasm for the job and a sensitivity/respect for the role and needs of the staff management team
- Be inspired to achieve the organization's full potential and be willing to devote the necessary time to the position

In addition, in determining and evaluating their own interest in serving as a Certification Oversight Committee member or officer, nominees should consider the following questions:

- Am I committed to the mission of the organization?
- Can I contribute the time necessary to be an effective committee member or officer?
- Am I comfortable with the approach and tone of the organization's fundraising efforts?
- Can I financially contribute or facilitate financial support consistent with the organization's expectations of committee members?
- Can I place the organization's purposes and interests above my own professional and personal interests when making decisions as a committee member?