

[NAME] , INC.

Governance Committee Charter

Committee Responsibility

The Governance Committee (the "Committee") is responsible for assisting the Board of Directors of [NAME] , Inc. (the "Organization") to ensure the effectiveness of the overall governance of the Organization.

Membership

Committee members will be chosen from among sitting members of the Board of Directors, with a preference for Board members who have experience serving on other nonprofit boards. The Board shall approve or ratify all Committee appointments. Committee members serve at the pleasure of the Board.

The Committee shall consist of members who are independent with respect to the Committee's responsibilities. An individual shall not be considered independent for purposes of this Committee: (a) if the individual or a family member: (i) is paid staff of the Organization; or (ii) provides services to the Organization for pay or otherwise conducts paid business with the Organization; or (b) if the Organization's Executive Director participates or recently participated in employment or compensation decision making affecting the individual or an immediate family member.¹ Other relationships may be determined by the Board or Committee to be not independent. Committee members shall comply with the Organization's Conflict of Interest Policy in dealing with Committee matters.

The Board or the Committee shall designate a Chairperson of the Committee. The Board may remove a Chairperson.

Duties and Responsibilities

The following shall be the principal duties and responsibilities of the Committee.

¹ For the purposes of this Charter, the following is meant by "family member" and "immediate family member":

"family member" – individual's spouse, spousal equivalent, siblings, ancestors, lineal descendants (including adopted), and spouses of siblings and lineal descendants.

"immediate family member" – individual's spouse, spousal equivalent, siblings, parent, dependents, and children (including adopted).

- Review and evaluate, on an ongoing basis, the overall effectiveness of the Organization's governance, in light of prevailing best practices in the nonprofit field.
- Review and evaluate the Organization's governance structure, committee structure, governance documents, committee charters, and governance procedures.
- Review and evaluate the governance practices and performance of the Board, its Committees, and Directors.
- Oversee the Board self-evaluation process.
- Recruit and nominate candidates for the Board, including development of Trustee qualification standards and recruitment criteria.
- Nominate candidates for Board officer positions and provide such nominations to the entire Board of Directors at least three weeks prior to the date of the Directors meeting at which the officer is to be voted. (Officer candidates shall recuse themselves from all deliberations and voting in respect of their own nominations.)
- Advise the Board with respect to membership of Organization committees.
- Arrange and provide orientation and, as appropriate, training and continuing education of Directors, Officers, and Committee chairs and members.
- Oversee implementation of and compliance with the Organization's Conflict of Interest Policy, including: (i) requiring timely and appropriate disclosure by Directors, Officers, and Organization committee members of all related party matters; (ii) the collection, review and compliance with conflict of interest certifications and disclosures; (iii) the provision of Trustee training with respect to said Policy; and (iii) periodic review of the Policy and the implementation of and compliance with the Policy.
- Review and make recommendations on issues of conflict of interest, independence, or ethics.
- Oversee responsible succession planning for Board Offices and Committee chairs.
- Such other matters as the Board may from time to time determine.
- Periodically review the adequacy of this Charter.

In so doing, it shall be the responsibility of the Committee to maintain regular and

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open communication among the Committee, the Board of Directors, the Officers, other Organization committees, and the Management of the Organization.

Meetings of the Committee

The Committee shall meet at least three times each fiscal year and at such other times as it deems necessary or as otherwise directed by the Board. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Participation in meetings of the Committee may be by telephone. The Committee may meet in executive session. A Committee member, with assistance of staff if available, shall have responsibility for maintaining a record of the Committee's proceedings and actions. The Committee shall regularly report its activities to the full Board in writing.

Adoption of Charter

The Board of Directors adopted this Charter on _____, 201__.