

\_\_\_\_\_ (print name)

## Governance Committee Charter Board of Trustees Code of Support Foundation

### 1. Purpose

To provide for the establishment of the Code of Support Foundation (“COSF”) Governance Committee (“Committee”) which shall assist the Board of Trustees (each a “Trustee” or “Trustees”, and collectively the “Board”) by executing the duties and responsibilities, as described in section 4 below, in a manner provided by this charter and the by-laws of the COSF.

### 2. Type of Committee

The Committee is a permanent standing committee of the Board.

### 3. Membership

The Committee shall consist of not less than three Trustees (“Members”). The Members shall be appointed by the Board. The Board shall designate one Member to serve as chairperson (“Chair”) of the Committee. The COSF’s executive director and deputy director, or other COSF staff as designated by the Chair, shall serve as non-voting advisors to the Committee. Committee meetings are open to all Trustees; however, only Members shall be eligible to vote during Committee meetings.

### 4. Duties and Responsibilities

The Committee is responsible for

- a. Reviewing, evaluating and recommending changes to by-laws, practices, and policies of the Board and the COSF.
- b. Overseeing conflict-of-interest issues, suggesting improvements and protocols as needed.
- c. Assessing and advising as to the Board's organizational structure, to include committee structure, committee membership, and number of Trustees on the Board, consistent with COSF by-laws.
- d. Assisting the Board in identifying, recruiting, vetting, reviewing and nominating prospective new Trustees.
- e. Ensuring Board diversity by evaluating multiple factors among existing and prospective new members, including skillsets, work experience, background, race, gender and age.
- f. Grooming high-performing Trustees to serve COSF in officer or other leadership roles.
- g. Providing guidance to help orient new Trustees to COSF by-laws, policies, practices and responsibilities.
- h. Creating and reviewing from time to time a Trustee agreement ("Agreement") which shall outline the responsibilities of individual Trustees and be sent to the Board for consideration, with the intent that the Board require each Trustee to sign the Agreement before that Trustee can carry out his/her responsibilities as a Trustee.
- i. Monitoring Trustee performance in relation to the Agreement, including any fundraising targets that are included in the Agreement.
- j. Recommending to the Board committee assignments of Trustees.
- k. Developing Committee goals and objectives and tracking progress.

## **5. Delegation of Authority**

- a. Task Forces. The Committee may establish temporary task forces constituted to last less than one year to assist the Committee in carrying out its duties and responsibilities. All task forces, including task force membership, must be notified to the Board during the

### **17<sup>th</sup> Regular Meeting of the Board of Trustees**

**January 17, 2019**

next scheduled Board meeting. Task forces may be reconstituted as needed, subject to the approval of the Board.

- b. Subcommittees. The Committee may establish permanent subcommittees (“Subcommittee”) to assist the Committee in carrying out its duties and responsibilities. Creation or elimination of a Subcommittee must be notified to the Board during the next scheduled Board meeting.

## 6. **Procedures**

- a. Meetings. The Committee shall meet at least four times each year. The Chair shall schedule and coordinate notification of all Committee meetings. At least once a year, typically during the annual Board meeting, the Committee shall meet in person. Other Committee meetings may be via teleconference. A quorum of at least two-thirds of the designated members shall be required in order to conduct business.
- b. Minutes. Minutes shall be kept for all meetings. Minutes shall be stored within COSF offices for review as needed by Trustees, COSF staff and others specifically designated by the Board.
- c. Reporting. The Chair, on behalf of the Committee, shall provide reports at all Board meetings, updating the Board as to Committee actions and activities.
- d. Task Forces. Creation of and membership to a task force must be voted on and approved by a quorum of the Committee, with notification of such action to the Board.
- e. Subcommittees. Creation of, elimination of and membership to a Subcommittee must be voted on and approved by a quorum of the Committee, with notification of such action to the Board.

Document Control:

Author: Robert Speer, 11-20-2018

**17<sup>th</sup> Regular Meeting of the Board of Trustees**

**January 17, 2019**

Page 20

Board Secretary Review: Brian Detter, 01-10-2019

Date Approved by Board: 1/17/2019

Certification by Board Chairman of Board adoption:

 \_\_\_\_\_ (signed) \_\_\_\_\_ (date)

ALAN B. SALISBURY (print name)