

Governance Committee Charter

ARTICLE I

Purposes

The Governance Committee (“the Committee”) shall assist the Board of Directors of the [_____] (the “Organization”) in: a) developing and overseeing implementation of policies and procedures regarding the Board size, leadership and composition, recommendations of candidates for nomination to the Board, and Board guidelines and conflicts of interest; b) determining qualifications and characteristics required to become a Director; c) identifying, screening and reviewing individuals who are qualified to serve as Directors; d) recommending to the Board candidates for nomination to the Board, and its committees; e) assisting in orientation programs for newly appointed Directors; f) evaluating the effectiveness of Directors, including overseeing and coordinating self-evaluations of the Board and its committees; g) reviewing, on a regular basis, the overall governance of the Organization and recommending improvements when necessary to the Board.

ARTICLE II

Membership

The Committee shall consist of three or more members of the Board. A Director selected as a Committee member shall continue in his or her term as Director on the Board; provided that any member may be removed from the Committee by the Board at any time, with or without cause.

Each member of the Committee shall be an “independent director,” as defined in the New York Not-for-Profit Corporation Law.

The Chair of the Committee shall be designated by the Board and shall preside at Committee meetings.

ARTICLE III

Authority

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Organization. Subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to assist it in carrying out its responsibilities.

The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate counsel, director search and recruitment consultants, and other advisors hired to assist the Committee, who shall be accountable to the Committee. The Organization shall provide adequate resources to support the Committees activities, including compensation of the Organization's counsel, consultants and other advisors.

ARTICLE IV

Meetings

The Committee shall meet on a regularly scheduled basis, at least [two] times per year, and additionally as circumstances require.

Notice of meetings shall be given to all Committee members in the same manner as required for meetings of the Board.

One or more members of the Committee may participate in a meeting of the Committee by means of a conference telephone, videoconference, or similar communications equipment as long as all persons participating in the meeting can hear each other at the same time and each member of the Board can participate in all matters before the Committee. Participation by such means shall constitute presence in person at a meeting.

At all meetings of the Committee, a majority of the members of the Committee shall constitute a quorum. At any meeting of the Committee at which a quorum is present, the vote of a majority of the Committee members present at the time of the vote shall be the act of the Committee.

ARTICLE V

Key Responsibilities

The following responsibilities are set forth as a guide for fulfilling the purposes of the Committee. The Committee is authorized to carry out these actions and other actions reasonably related to the Committee's purposes or as assigned by the Board in such manner as it deems appropriate.

Nominating:

- Oversee the process of selection and nomination of Directors, including ensuring that nominees meet the qualifications required and establishing other criteria that are desirable for Directors.

- Identify, screen and review Director candidates (including incumbent Directors up for re-nomination), consistent with applicable qualifications or criteria, and recommend to the Board for approval candidates for a) nomination, appointment, and re-election to the Board and its committees, and b) filling any vacancies on the Board or committees.
- Review annually the relationships between Directors, the Organization and members of management, and recommend to the Board whether or not each Director qualifies as an “independent director” as defined in the New York Not-for-Profit Corporation Law.
- Review annually with the Board the size and composition of the Board as a whole, its committees, and any advisory bodies, including whether the Board, its committees and advisory bodies reflect appropriate balance of independence, sound judgement, business specialization, technical skills, diversity, fundraising and development ability, geographic representation, and other desired qualities.

Governance:

- Oversee the implementation and effectiveness of, periodically review, and recommend modifications as appropriate to, the Organization’s committee structure and organizational documents, including the certificate of incorporation, Bylaws, Conflict of Interest Policy, Whistleblower policy and any other governing documents, and recommend to the Board amendments as the committee deems appropriate.
- Coordinate and oversee the orientation and training of new Directors, including identification of experienced Directors as appropriate mentors of new Directors.
- Periodically review the functioning, performance, and effectiveness of the Board and its committees and make recommendations to improve performance.
- Coordinate and oversee a self-evaluation of the role and performance of the Board, its committees, advisory bodies, individual Directors, advisors and management [every year][at least every [X] years].
- Regularly review the Organization’s overall corporate governance in light of applicable law and current and emerging governance issues and best practices, and make appropriate recommendations to the Board.
- Develop and recommend formal policies regarding Board and senior management leadership succession planning.
- Maintain minutes of meetings and regularly report to the Board on Committee findings, recommendations and actions, and any other matters the Committee deems appropriate or the Board requests.