

# **Governance Committee Charter**

## **Overall Responsibilities of the Committee**

The Governance Committee (“Committee”) shall serve the Board by reviewing and developing the overall governance and management of the institution including Board effectiveness.

## **Composition and Meetings of the Committee**

The Committee shall consist of three or more non-employee Board members (directors), the Executive VP/Provost, and a Senate Representative. The Board shall have responsibility to appoint the Chair of the Committee immediately after the annual meeting of the Corporation and from time to time to fill vacancies on the Committee. A majority of directors, present in person or by other means, shall constitute a quorum. A majority of directors present shall be required to approve any decision or recommendation to the Board. All members named above shall have one vote. The President shall serve as a member ex-officio.

The Committee shall meet at least four times each year at the call of the Chair. The Chair shall set the specific agenda for each meeting with the support of management. The Executive VP/Provost will provide management support to the Committee. The Institutional Executive Secretary will serve as secretary to the Committee.

The Committee Chair shall report to each meeting of the Board on all deliberations, decisions, and recommendations of the Committee within the area of its duties and responsibilities set out in this Charter, and do so whether or not the Committee has met and its report is a nil report. The Committee shall have authority to appoint sub-committees and to undertake a review of any area of its oversight responsibility including access to any institutional documents necessary for such a review.

## **Specific Duties of the Committee**

The Committee shall have oversight responsibility for:

### **Governance**

- a) compliance with the Institution’s Constitution and By-Laws,
- b) compliance with key policies and institutional covenants including the Covenant of Faith, Covenant of Community Life, and the tatement of Governance; the Institutional Mission Statement as well as the Mission Statement of each the College and the Seminary,
- c) the integrity of, and adherence to, the governance process in effect from time to time, by Management and each Committee of the Board,

### **Board**

- a) annually establishing the composition of committees of the Board,
- b) annually reviewing the effectiveness of the Board and its committees, including the determination of the routine agenda items for the Board and its committees,
- c) periodically reviewing and updating, if necessary, the Institution’s conflict of interest policy applicable to all directors and senior management,

- d) providing orientation for new directors
- e) ensuring that the Corporation’s Nominating Committee diligently seeks out and recommends nominees for appointment to both the Corporation and the Board,
- f) ensuring that the Board Handbook is routinely reviewed and updated,

**Management**

- a) establishment of the job description of each representative from the Cabinet and the Senate who the Board requests regularly attend its Board meetings,
- b) succession planning for the President, and
- c) establishing with management an effective organizational structure.

	<b>Sept</b>	<b>Oct</b>	<b>Feb</b>	<b>May</b>
<b>Governance</b>				
Review Board and Management actions to ensure compliance to institutional policies.	*		*	*
<b>Board</b>				
Establish committees of the Board		*		
Review Board effectiveness				*
Review conflict of interest policies and compliance	*			
Ensure effectiveness of Nominating Committee		*		
Review and update Board Handbook			*	
Provide orientation for new directors		*		
<b>Management</b>				
Review management job descriptions				*
Plan for presidential succession	*	*	*	*
Review organizational structure				*

This Governance Committee Charter approved by the Board on March 13, 2010.