

USMFOUNDATION

GOVERNANCE COMMITTEE CHARTER

PURPOSE

The Governance Committee provides oversight of the Foundation's structure, and reviews policies and processes to insure compliance with the Foundation's mission and good governance practices. In addition, the Committee reviews and assesses the participation and engagement of the members of the Board, identifies candidates for election to the Board, and develops and reviews succession plans related to Directors and Officers as well as senior Foundation staff. The Committee fosters an environment of open dialogue, sound governance and self-assessment among Directors, Foundation officers and staff.

The continued success of the Foundation depends on the personal commitment of a select group of people who understand the privilege to serve and the responsibility to lead. Each member of the Foundation's Board of Directors must be a zealous advocate and an enthusiastic communicator of the Foundation's mission and strategic plan as well as play an integral role in overseeing the allocation of the Foundation's resources.

ORGANIZATION

The Committee will be comprised of at least five members of the Board.

The Committee will meet twice annually, or as circumstances dictate, and report on its activities to the Executive Committee and the full Board.

The members of the Committee may participate in a meeting by means of a conference telephone or similar communication equipment by means of which all members participating in the meeting can hear each other at the same time, and participation by which means shall be conclusively deemed to constitute presence in person at such meeting.

New members shall receive a copy of this charter upon appointment, and shall receive appropriate orientation from management and the Board.

The Chairperson and other members of the Committee shall be appointed annually by the Board, provided, however, that the Board shall have the right to ask a member to resign from the Committee.

Term length for the Committee Chairman is three years and limited to two terms with a vote for reelection at the end of the first term.

A majority of the Committee members present at a meeting at which a quorum is present (i.e. a quorum as defined by the Bylaws) must approve any proposed action or recommendation of the Committee, and a Committee member dissenting from a Committee proposed action or

recommendation may, at his/her discretion, make a presentation to the Executive Committee of the Board regarding his/her views and opinion.

ROLES AND RESPONSIBILITIES

The Committee, in consultation with the Chairperson of the Board, shall make recommendations to the Board regarding the organization and structure of the Foundation and all of its standing committees, including, but not limited to term limits, committee leadership and committee rotation.

The Committee shall ascertain that each standing committee of the Board, including the Governance Committee, has a committee charter and performs a periodic review of the charter. The Governance Committee shall review each of the other committee's charters and recommend approval of the charters by the Full Board.

The Committee will undertake an annual review of the Foundation's bylaws and recommend changes as necessary and appropriate. This review would consider the best practices of foundations with similar missions and advocacy roles.

The Committee will establish the governance principles for the Foundation and review, as necessary, the appropriateness of those principles.

The Committee shall, in conjunction with staff, monitor the engagement of all Directors and Board committees, attendance at full board and committee meetings, performance and engagement on work undertaken by the committees, participation in the Directors Fund and/or campus-based fundraising, and other factors that are deemed appropriate.

The Committee shall annually conduct an assessment of Director satisfaction with the organization, activities and accomplishments of the USM Foundation. The survey will seek to identify changes that are necessary to optimize the efficiency and effectiveness of the Foundation's work and its responsiveness to key stakeholders.

The Committee shall establish the criteria for the selection of nominees to the Board.

The Committee shall annually recommend to the Board the nomination of new members to the Board, re-election of existing Board members to additional terms, election of honorary directors, as well as the nomination of the Foundation's Officers. Recommendations will be presented to the Board for election at the Annual Meeting, or, if appropriate, at any meeting of the full Board.

The Committee shall guide staff in developing an effective program for the orientation of new Board members.

The Committee shall at least annually review the succession planning for Board members and Foundation Officers. The Committee should also ascertain that the Foundation has a succession plan for all critical skill positions of the Foundation.

The Committee may, at its discretion, use the services of any outside advisors as the Committee determines is necessary and appropriate to enable the Committee to fulfill its responsibilities.