

# **Governance Committee**

## **Scope of Responsibility**

Mission: Primary responsibilities are the training and education of Board members, the outside director selection process, director compensation, ethics, and conflict of interest matters.

### **Scope of Responsibility**

The primary responsibility will be to deal with topics that pertain to the Board's development, training, outside director selection process, director compensation issues, Standards of Conduct issues, and other recommendations to be made to the entire Board relative to Board Governance strategies.

The committee shall be comprised of directors and shall have the following responsibilities:

1. Recommend to the full Board compensation levels and expense reimbursement process. Annually review the expense reports of the entire Board.
2. Review the skills sets of the entire Board and make recommendations for Board training and development.
3. Coordinate the Board's annual self-assessment process consistent with FCA regulations. Recommend and supervise a self-assessment process with outside resources at least once every three years.
4. Review and make recommendation relative to outside director re-appointments. Lead the selection process as needed to fill vacancies.
5. Make recommendation to the entire Board regarding Board leadership transition issues.
6. Annually review Standards of Conduct requirements and coordinate with the Standards of Conduct officer to assure compliance with applicable Board policies and FCA regulations.

Members:

Committee Members

Peter Call, Chair

Skip Hardie

Jamie Jones

LouAnne King

Lisa Sellew

Approved Board of Directors July 17, 2018