

# THEODORE ROOSEVELT PRESIDENTIAL LIBRARY FOUNDATION

## GOVERNANCE COMMITTEE CHARTER

### Purpose of the Committee

The Governance Committee (the “Committee”) establishes, communicates, and maintains the processes and policies that ensure that the Board of Trustees (the “Board”), its committees, and its members function effectively, joyfully, and with deep and capable commitment to TRPLF’s mission.

### Roles & Responsibilities

#### Structures, Systems, and Processes

- The Committee develops, recommends to the Board for adoption, updates, and oversees all Board policies and practices including:
  - bylaws
  - policies relating to conflicts of interest,
  - systems related to the conduct of meetings,
  - cultural norms,
  - systems for recruitment, selection, and onboarding, and removal of Trustees, committee members, officers, and committee chairs
  - a set of committees that meet the current and foreseeable needs of the organization and Board
  - rules and regulations regarding committee composition
  - committee charters

#### Nominations to the Board

- On a schedule to be determined by the Committee but no less often than once per calendar year, the Committee:
  - Identifies and communicates to the Board the current and foreseeable membership needs of the Board
  - Receives and identifies candidates for election to the Board to fill available positions, whether these be available by an expiring term, vacancy, or newly created Trusteeship, or need identified by or to the Committee
  - Screens individuals qualified to become members of the Board and its committees and its officers
  - Nominates candidates for Board roles to the Board for approval

#### Nominations to officer positions and committees

- On a schedule to be determined by the Committee but no less often than once per calendar year, the Committee:
  - Identifies the personnel needs of the Board committees and officer positions

- Nominates candidates for membership on Board committees, as well as the Chair of each committee
- Nominates Candidates for the Board officer positions
- Nominates candidates for such other positions as the Board may request, or that the Committee identifies and presents to the Board for approval

#### Board effectiveness

- To support the effectiveness of the Board, the Committee:
  - Develops and recommends to the Board organizational governance principles and policies
  - Develops and recommends to the Board a set of cultural norms, expectations, and shared values to govern the conduct of all Board and committee business
  - Undertakes initiatives to assess and report on the Board's collective and individual performance
  - Ensures new Trustees receive appropriate orientation
  - Provides ongoing in-service education for all members of the Board

#### **Membership**

The Committee shall generally consist of three to seven members, including a chair, who are appointed by the Board after nomination by the Committee. Committee members are appointed to one-year terms, which may be renewed. A majority of Committee members must be Trustees. Under the TRPLF Bylaws, Committee members who are not Trustees do not have voting rights.

#### **Meetings and Procedures**

The Committee normally meets once each calendar quarter, and upon the call of the Committee or Board Chair. Virtual meetings, including video participation, are the standard.

The presence of a majority of Committee members with voting rights constitutes a quorum. A majority vote of those Committee members present at a meeting and entitled to vote shall be sufficient to transact any business, and each such Committee member is entitled to one vote. Proxy voting is not permitted. TPRLF's Bylaws and associated policies, including its Conflict of Interest Policy, apply to the Committee.

#### **Primary Staff Contact**

The Committee's primary staff contact shall be the Chief Executive Officer (other staff may provide support as needed).

This Charter was approved by the Board of Trustees on August 10, 2021.