

GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
THE UNIVERSITY FOUNDATION AT SACRAMENTO STATE

CHARTER

I. PURPOSE

The Governance Committee (the “Committee”) will assist the Board of Directors (the “Board”) of The University Foundation at Sacramento State (the “Foundation”) to:

- Formulate and provide to the board a description of skills and attributes to guide the composition of the board;
- Work with University Advancement to identify individuals qualified to become members of the Board, consistent with the criteria established by the Board;
- Lead the recruitment, proposing candidates to the President of the University to be nominated for election as Director at meetings of the Board;
- Facilitate orientation and training of new board members;
- Develop and conduct periodic performance review of the Board and Board members;
- Develop and recommend to the Board for adoption corporate governance guidelines applicable to the Foundation;
- Uphold the values and commitment of the University to be an antiracist and inclusive campus.

II. COMPOSITION

(a) Qualifications and Appointment of Governance Committee Members. The Board appoints the Chair and members of the Governance Committee. Members of the Governance Committee shall serve at the pleasure of the Board and for such terms or terms as the Board may determine.

(b) Committee Membership. The Governance Committee shall consist of no fewer than three (3) members, and each member shall be a member of the Board.

(c) Delegation. When appropriate, the Governance Committee may designate one or more of its members to perform certain of its duties on its behalf, subject to such reporting to or ratification by the Committee as the Committee may direct.

III. MEETINGS

The Governance Committee shall meet as frequently as circumstances dictate, but in no event fewer than three (3) per year, and shall make a report to the Board at regular meetings the actions of the Committee.

IV. RESPONSIBILITIES AND DUTIES

The Governance Committee shall, among other things:

- Recommend to the Board criteria for selecting qualified candidates for election to the Board.
- Lead the search with University Advancement for qualified candidates to serve on the Board.
- Recommend to the Board policies and procedures regarding consideration of Director candidates.
- Identify individuals qualified to become members of the Board consistent with criteria established by the Board and those identified by the President of Sacramento State, and propose nominees for election as Directors at meetings of the Board to fill any vacancies.
- Work with University Advancement to develop and maintain an open-ended list of prospective qualified Board candidates for a continual search and identification process for all identified skill sets and attributes of the Board composition.
- Develop and recommend to the Board a set of governance guidelines.
- Oversee self-evaluation of the Board and establish the procedures by which the evaluations will be conducted.
- Actively participate in the orientation and training of new Board members.
- Provide input and evaluation of updated orientation and training materials for new Board members.
- Review and update the Foundation's Conflict of Interest Policy.
- Review and update the Foundation's Bylaws biannually.
- Periodically review and assess the adequacy of this Charter and make recommendations regarding changes.
- Conduct an annual performance evaluation of the Committee and report its finding to the Chair of the Board.

Nothing in the foregoing list is intended to be, or shall, limit the scope of activities the Committee may undertake in the fulfillment of its purposes, as noted above. The Committee may perform such other or additional activities as it deems necessary or desirable consistent with this Charter and the Foundation's bylaws and governing law, or as may be delegated to it by the Board of Directors of the Foundation.