

# Governance Committee

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## Authority

1. The Committee is a committee of the Board established under Section 5.1 of the Bylaws.

## Membership

1. Only directors may serve on the Committee. The Board will appoint members of the Committee and a Chair, each to serve for one-year terms. Appointment to the Committee requires a majority vote of the directors then in office.
2. The Board may fill vacancies on the Committee. The Board may remove a Committee member from the Committee at any time, with or without cause.

## Operations

1. The Committee will meet with such frequency as it may determine. The Chair of the Committee will preside over Committee meetings. A majority of Committee members will constitute a quorum. Committee approvals will require a vote of a majority of the Committee members present at a meeting at which a quorum is present.
2. The Committee will report its activities to the Board on a regular basis and will keep minutes of its meetings.
3. Unless the Committee otherwise directs, the Executive Director may attend all Committee meetings.
4. The Committee may invite any non-Committee member to attend meetings or meet with Committee members.
5. [The \_\_\_\_ will serve as the Committee's staff liaison.]
6. The Committee will review this charter periodically and recommend any proposed changes to the [Executive Committee][Board] for review. The Board may amend this charter at any time.

## Responsibilities

1. Review the Board's composition and identify, recruit, and recommend candidates for Board membership, [in line with the diversity and other goals set out in the Board Composition and Nomination Policy].
2. Review committee, committee chair, and officer diversity, and take such review into account in making recommendation for such appointments as provided in this charter.
3. Recommend to the Board nominees for appointment to each Board committee and advisory committee, and for the chair of each committee if not specified by committee charter.
4. Recommend to the Board nominees for the Board Chair and other officer positions.
5. Oversee orientation, education and self-assessment programs for directors.
6. Review the structure, charters, processes, and practices of the Board and Board committees.
7. Review bylaws and other governance documents.

**Statutory limitations on committee authority:** Because of statutory limitations, the Board may not authorize the Committee to, and the Committee may not: fill vacancies on the Board or on any committee with Board authority; designate or remove from office any directors, or lengthen the term of any director; fix compensation of the directors; amend, repeal, or adopt provisions of the bylaws or articles of incorporation; amend or repeal any Board resolution that is, by its own express terms, not so amendable or repealable; create Board committees or appoint members of Board committees; authorize indemnification for any agent of Client; expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected; authorize the merger of Client, or the lease or transfer of substantially all of Client's assets; authorize or revoke the decision to wind up and dissolve Client; or approve a self-dealing transaction, except as provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

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