

Governance Committee Charter

Section 1: Purpose

The Governance Committee (Committee) shall be a committee of the Gamma Phi Beta Foundation (Foundation). Its purpose shall be to provide advice and counsel to the Foundation Board of Trustees (BOT) regarding, and oversight of, matters related to governing the organization including the identification of board candidates and ongoing BOT development.

Section 2: Relationship to the Board

The Foundation Governance Committee chair shall serve as a liaison between the BOT and the Committee. The BOT may, by BOT resolution, authorize the Committee or any of its subcommittees to act on behalf of the BOT in overseeing the governance of the Foundation.

Section 3: Governance Committee Composition

The Governance Committee shall be composed of at least three, and no more than five, BOT members, including the chair. In ongoing efforts to advance belonging, equity, diversity and inclusion across the Foundation, the Committee will use its best efforts to recruit members to reflect that commitment. The Foundation chair and chief executive officer (CEO) shall serve as ex officio, non-voting members of the Committee. If needed and appropriate, and approved by the BOT, the CEO may assign one member of the staff to the Committee and/or any of its subcommittees as an ex officio, non-voting member to serve as a liaison among the Committee and subcommittee members and Foundation staff.

Section 4: Appointments and Terms of Office

Committee chair: The Committee chair shall be elected by the BOT for a two-year term. The chair may serve no more than two terms or four consecutive years. The chair serves as an ex officio, voting member of the Committee and all subcommittees.

Governance Committee members. The BOT shall appoint at least two, and no more than four, members of the BOT to serve on the Committee for a one-year term, commencing August 1 and concluding July 31. Governance Committee members (other than the chair) may serve up to six consecutive years.

Section 5: Expectations

Good standing: Gamma Phi Beta members who serve on the Committee and subcommittees shall be in good standing with Gamma Phi Beta Sorority.

Confidentiality Statement and Conflict-of-Interest Policy: The Committee chair and its Committee and subcommittee members shall be required to sign a Confidentiality Statement and a Conflict-of-Interest Policy annually.

Section 6: Job Descriptions

Governance Chair

The Governance Chair shall work with the Foundation Chair and Foundation staff to:

- Lead the Governance Committee in its responsibilities pursuant to this charter.
- Develop an annual calendar of governance work for the Committee and the Foundation.
- Working with the Foundation's chief of staff, maintaining the governance files for the Foundation, including final versions of all governing documents, policies and procedures.
- Maintain a matrix of BOT skills and terms of office.
- Maintain the Foundation's Risk Register.
- Develop presentations to the BOT and Committee and facilitate open communication.
- Schedule and chair all Governance Committee, Nominating Committee and other subcommittee meetings.
- Establish the agenda for each Committee and subcommittee meeting.
- Work with Foundation staff to publicize openings for new Trustees.
- Train new Committee members.
- Solicit input from Governance Committee members on amendments to the Governance Charter at least annually. As appropriate, submit any proposed amendment(s) to the BOT for approval.
- Coordinate and lead new Trustee onboarding.
- Provide leadership and direction to the Committee and any subcommittee in setting priorities, making assignments, establishing timelines, reviewing data and distributing information.
- Report periodically to the BOT on activities of the Committee and its subcommittees, with written reports provided in accordance with the meeting homework schedule.

Vice Chair

The chair, with the approval of the Governance Committee, may appoint a vice chair of the Committee.

In the absence of the chair, the vice chair shall perform all duties of the chair. In addition, the chair may delegate to the vice chair any of the chair duties set forth in Section 6 (a) of this charter.

Governance Committee

The Committee shall work with the Governance chair, Foundation chair and the Foundation staff to:

- Advise the BOT about governance strategies, including relevant amendments to the Foundation's governing documents, policies and procedures.
- Advise the BOT about strategies to increase individual Trustee's effectiveness.
- Develop and make recommendations for policies on issues related to BOT service.
- Develop and make recommendations for policies that reflect best practices for overall good governance.
- Develop, periodically review and recommend to the BOT a set of corporate governance principles applicable to the Foundation, including but not limited to the Foundation and its committees' bylaws, articles of incorporation, committee charters, policies, procedures and related party agreements.
- Develop and, thereafter, annually review the Foundation's Risk Register evaluate, at least annually, and recommend action to the BOT where appropriate:
 - The quality, sufficiency and currency of information furnished by management to the BOT in connection with BOT and committee meetings and other activities of the Trustees; the Board's performance and effectiveness; the composition, organization (including its committee structure, membership and leadership) and practices of the

BOT; tenure and other policies related to the Trustees' service on the BOT and corporate governance matters generally.

- Develop and conduct an on-boarding process, and education and mentor program, for new Trustees.
- Develop continuous education for all Trustees in all areas of governance on a regular basis, and as needed in response to the BOT's annual self-evaluation process.
- Develop annual self-evaluations for all standing and special committees of the BOT.
- Annually review the composition of each standing committee of the BOT and nominate the members of the committees, considering their experience and knowledge of the Foundation and the preferences of individual Trustees.
- Monitor the periodic succession/rotation of committee chairs.
- Review and monitor compliance with BOT-approved policies and recommend new policies to the BOT, as necessary.
- Review Trustee conflict-of-interest forms.
- Set annual goals and objectives of the Committee.
- Perform other functions within the scope of the foregoing, which the Committee deems appropriate to undertake from time to time.
- Evaluate Committee progress toward achieving its goals.
- Set new goals based on the areas of focus in the Foundation strategic plan.
- Develop plans of action and assign responsibilities and timelines for completion of work.
- Develop recommendations for the BOT to consider.
- Annually review this charter and recommend appropriate changes to the BOT.
- Recommend to the BOT one member of the Committee to serve as the Foundation's representative to the Sorority's Leadership Development Committee.

Section 7: Committee Meetings

The Committee shall meet as often as it deems necessary to perform its responsibilities. A majority of the voting members of the Committee shall constitute a quorum. The Committee's actions shall be determined by a majority vote of its members present at a meeting with a quorum.

When the Committee does not meet in person, its business should be conducted via email, conference calls or other means of communication.

Following each of its meetings, the Committee shall deliver a report to the BOT, including a description of all actions taken and recommendations made by the Committee at the meeting, for review and consideration by the BOT and subject to such further action by the BOT as the BOT deems necessary and appropriate.

The Committee shall keep written notes of its meetings.

Expense Reimbursement and Tax-Deductible Donation

Travel and other expenses on behalf of the Foundation shall be undertaken in accordance with the Foundation's Administrative Policy. Committee members are encouraged to cover as many of their meetings and other expenses as possible.

The Committee members may designate the Foundation as the recipient of any approved reimbursable and/or non-reimbursable expenses and receive credit for a tax-deductible donation. This gift shall be considered an unrestricted gift and credited toward her annual unrestricted recognition giving levels.

Section 8: Governance Committee Subcommittees

Nominating Committee (NC): The NC, composed of at least two (but no more than four) BOT members who are not IC representatives to the BOT and overseen by the Governance Committee chair, shall be a subcommittee of the Governance Committee.

On or before July 31 of each year, the BOT shall elect at least two (but no more than four) members of the BOT to serve on the NC for the next fiscal year ("Elected NC Member"). An Elected NC Member cannot serve more than three years in a row.

The NC shall work with the Governance chair, Foundation Chair and Foundation staff to:

- Develop and implement a strategic BOT member recruitment process for identifying and developing future BOT members.
- With input from the BOT, annually develop a recommended number of Trustees as well as a list of selection, criteria and competencies needed on the BOT. Such criteria shall include the possession of knowledge, experience, skills, expertise and diversity which enhance the BOT's ability to manage and direct the affairs and business of the Foundation.
- In consultation with the Foundation Chair, Foundation Trustees and the NC search for, recruit and interview candidates for new Trustees as necessary to fill vacancies or the additional needs of the BOT.
- Review Trustee candidate's qualifications based on the selection criteria and competencies developed by the NC.
- Prepare a list of potential Trustees from the candidates that will be subject to approval by International Council.
- Working with the Foundation Chair, evaluate the qualifications and performance of the incumbent Trustees and determine whether to recommend them for reelection to the BOT. In the event the incumbent Trustees are members of the NC, the Foundation Chair will assume these duties and make the recommendation to reelect the incumbent Trustees to the BOT.

The Governance Committee may form additional subcommittees to perform specific tasks. All subcommittees shall follow the Committee Meeting guidance in Section 7.

Section 9. Amendments to the Governance Committee Charter

Absent conflicts with the Foundation Articles of Incorporation and Bylaws, the Governance Committee charter may be adopted, amended or repealed by a two-thirds vote of the BOT.