

# Charter Of The Governance Committee Of The Gamma Phi Beta Facilities Management Company

## Section 1. Purpose.

The Governance Committee (Committee) is a standing committee of the Facilities Management Company (FMC). Its purpose shall be to provide advice and counsel to the FMC Board of Managers (BOM) regarding matters related to governing the organization, including the identification of BOM candidates and on-going BOM development.

## Section 2. Governance Committee Composition.

- a. The Governance Committee shall be composed of at least four members of the BOM, including the Chair and the chief executive officer.

## Section 3. Appointments and Terms of Office.

- a. **Committee Chair.** The Committee Chair shall be elected by the BOM for a two-year term.
- b. **Governance Committee Members.** The BOM shall appoint at least one member of the BOM to serve on the Committee for a two-year term, commencing on August 1 and ending on July 31.

## Section 4. Job Descriptions.

- a. **Committee Chair.** The Governance Committee Chair will work with the FMC Chair and FMC staff to:
  1. Lead the Governance Committee in its responsibilities pursuant to this charter.
  2. Develop an annual calendar of governance work for the Committee and FMC.
  3. Working with the FMC's chief of staff, maintaining the governance files for the FMC, including final version of all governing documents, policies and procedures.
  4. Maintain a matrix of BOM skills and terms of office.
  5. Develop presentations to the FMC and Governance Committee and facilitate open communication.
  6. Schedule and chair all Governance Committee meetings.
  7. Establish the agenda for each Governance Committee meeting.
  8. Work with FMC staff to publicize openings for new BOM.
  9. Train new Committee members.
  10. Solicit input from Governance Committee members on possible amendments to the Governance Charter at least annually. As appropriate, submit any proposed amendment(s) to the FMC for approval.
  11. Coordinate and lead new BOM on-boarding.
  12. Provide leadership and direction to the Governance Committee in setting priorities, making assignments, establishing timelines, reviewing data and distributing information.
  13. Report periodically to the FMC on activities of the Governance Committee with written reports provided in accordance with the meeting homework schedule.
- b. **Governance Committee.** The Committee shall work with the Governance Committee Chair, FMC Chair and FMC staff to:
  1. Advise the FMC about governance strategies, including relevant amendments to the FMC's governing documents, policies and procedures.
  2. Advise the FMC about strategies to increase individual BOM effectiveness.
  3. Develop and make recommendations for policies on issues related to FMC service.

4. Develop and make recommendations for policies that reflect best practices for overall good governance.
5. Develop, periodically review and recommend to the FMC a set of corporate governance principles applicable to the FMC, including but not limited, the FMC and its Operating Agreement, Administrative Procedures, Committee Charters, policies, procedures and related party agreements.
6. Evaluate at least annually and recommend action to the FMC where appropriate:
  - a. The quality, sufficiency and currency of information furnished by management to the FMC in connection with BOM and committee meetings and other activities of the managers.
  - b. The FMC's performance and effectiveness.
  - c. The composition, organization (including its committee structure, membership, and leadership) and practices of the FMC.
  - d. Tenure and other policies related to the Managers' service on the FMC.
  - e. Corporate governance matters generally.
7. Develop and conduct an on-boarding process and education and mentor program, for new managers.
8. Develop continuous education for all managers in all areas of governance on a regular basis, and as needed in response to the FMC's annual self-evaluation process.
9. Develop annual self-evaluations for all standing and special committees of the FMC.
10. Annually review the composition of each standing committee of the FMC, and nominate the members of the committees, considering their experience and knowledge of the FMC and the preferences of individual managers. Monitor the periodic succession/rotation of committee chairs.
11. Review and monitor compliance with FMC-approved policies and recommend new policies to the FMC, as necessary.
12. Review Manager Conflict of Interest forms.
13. Set annual goals and objectives of the Committee.
14. Perform other functions within the scope of the foregoing, which the Committee deems appropriate to undertake from time to time.
15. Evaluate Committee progress toward achieving its goals.
16. Set new goals based on the areas of focus in the FMC Strategic Plan.
17. Develop plans of action and assign responsibilities and timelines for completion of work.
18. Develop recommendations for the FMC to consider.
19. Annually review this charter and recommend appropriate changes to the FMC.

#### **Section 5. Committee Meetings.**

- a. The Governance 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.
- b. The vote of a majority of the voting members of the Governance Committee present at a meeting at which a quorum was present shall be the action of the Committee.
- c. When the Committee does not meet in person, its business shall be conducted via e-mail, conference calls or other communication means.
- d. The Governance Chair shall coordinate in-person meeting arrangements with the FMC chief executive officer and staff liaison.
- e. Following each of its meetings, the Committee shall deliver a report to the FMC, including a description of all actions taken and recommendations made by the Committee at the meeting,

for review and consideration by the FMC and subject to such further action by the FMC as the FMC deems necessary and appropriate.

- f. The Committee shall keep written notes of its meetings.

**Section 6. Amendments to the Governance Committee Charter.**

Absent conflicts with the FMC's Operating Agreement, the Governance Committee Charter may be adopted, amended, or appealed by a three-fourths vote of the BOM.