

**CHARTER OF**  
**THE GOVERNANCE COMMITTEE OF**  
**THE GAMMA PHI BETA FOUNDATION**

*Adopted: February 10, 2022*

**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 (“Board”) regarding, and oversight of, matters related to governing the organization including the identification of board candidates and on-going Board development.

**Section 2. Relationship to the Board.** The Foundation Governance Committee Chair shall serve as a liaison between the Board and the Committee.

**Section 3. Governance Committee Composition**

- (a) The Governance Committee shall be comprised of at least three (3) and not more than five (5) Board members including the Chair.
- (b) The Foundation Chair, Executive Director and Chief Legal Officer shall serve as ex officio, non-voting members of the Committee.
- (c) If needed and appropriate, and approved by the Board, the Executive Director 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.**

- (a) **Committee Chair.** The Committee Chair shall be elected by the Board for a two (2) year term. She may serve no more than two (2) terms or four (4) consecutive years. The Chair serves as an ex officio, voting member of the Committee and all subcommittees.
- (b) **Governance Committee Members.** The Board of Trustees shall elect at least two (2) and not more than four (4) members of the Board to serve on the Committee for a one (1) year term commencing on August 1 and ending on July 31. Governance Committee members (other than the Chair) may serve up to six (6) consecutive years.

**Section 5. Expectations.**

- (a) **Good Standing.** Gamma Phi Beta members who serve on the Committee and subcommittees shall be in good standing with Gamma Phi Beta Sorority.
- (b) **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**

- (a) **Governance Chair.** The Governance Chair shall work with the Foundation Chair and Foundation 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 the Foundation.
  - (3) Working with the Foundation's Chief of Staff, maintain the governance files for the Foundation, including final versions of all governing documents, policies and procedures.
  - (4) Maintain a matrix of Board skills and terms of office.
  - (5) Develop presentations to the Board and Committee and facilitate open communication.
  - (6) Schedule and Chair all Governance, Nominating and other subcommittee Committee meetings.
  - (7) Establish the agenda for each Committee and subcommittee meeting.
  - (8) Work with Foundation staff to publicize openings for new Trustees.
  - (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 Board for approval.
  - (11) Coordinate and lead new Trustee on-boarding.
  - (12) Provide leadership and direction to the Committee and any subcommittee in setting priorities, making assignments, establishing timelines, reviewing data, and distributing information.
  - (13) Report periodically to the Board on activities of the Committee and its subcommittees, with written reports provided in accordance with the meeting homework schedule.
- (b) **Governance Committee.** The Committee shall work with the Governance Chair, Foundation Chair and the Foundation staff to:
- (1) Advise the Board about governance strategies including relevant amendments to the Foundation's governing documents, policies and procedures.
  - (2) Advise the Board about strategies to increase individual Trustee's effectiveness.
  - (3) Develop and make recommendations for policies on issues related to Board service.
  - (4) Develop and make recommendations for policies that reflect best practices for overall good governance.
  - (5) Develop, periodically review, and recommend to the Board a set of corporate governance principles applicable to the Foundation, including, but not limited to, the Foundation's and its committees' Bylaws, Articles of Incorporation, committee charters, policies, procedures, and related party agreements.

- (6) Evaluate at least annually, and recommend action to the Board where appropriate:
  - a. The quality, sufficiency and currency of information furnished by management to the Board in connection with Board and committee meetings and other activities of the Trustees
  - b. The Board's performance and effectiveness
  - c. The composition, organization (including its committee structure, membership and leadership) and practices of the Board
  - d. Tenure and other policies related to the Trustees' service on the Board and
  - e. Corporate governance matters generally.
- (7) Develop and conduct an on-boarding process, and education and mentor program, for new Trustees.
- (8) Develop continuous education for all Trustees in all areas of governance on a regular basis, and as needed in response to the Board's annual self-evaluation process.
- (9) Develop annual self-evaluations for all standing and special committees of the Board.
- (10) Annually review the composition of each standing committee of the Board, 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.
- (11) Review and monitor compliance with Board approved policies and recommend new policies to the Board as necessary.
- (12) Review Trustee 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 Foundation Strategic Plan.
- (17) Develop plans of action and assign responsibilities and timelines for completion of work.
- (18) Develop recommendations for the Board to consider.
- (19) Annually review this Charter and recommend appropriate changes to the Board
- (20) The Board may, by Board resolution, authorize it or any of its subcommittees to act on behalf of the Board in overseeing the governance of the Foundation.

## **Section 7. Committee Meetings.**

- (a) The Committee shall meet as often as it deems necessary in order 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 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 email, conference calls or other communication means.
- (d) The Governance Chair shall coordinate in-person meeting arrangements with the Foundation Executive Director and staff liaison.
- (e) Following each of its meetings, the Committee shall deliver a report to the Board, including a description of all actions taken and recommendations made by the Committee at the meeting, for review and consideration by the Board and subject to such further action by the Board as the Board deems necessary and appropriate.
- (f) The Committee shall keep written notes of its meetings.
- (g) Travel and other expenses on behalf of the Foundation shall be undertaken in accordance with the Foundation's Administrative Policy. The Chair, Committee members are encouraged to cover as many of their meeting and other expenses as possible.
- (h) 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 Sub-Committees**

- (a) Nominating Committee
  - (1) The Nominating Committee, composed of two (2) elected Board members and chaired by the Governance Committee Chair, shall be a sub-committee of the Governance Committee.
  - (2) On or before July 31 of each year, the Board shall elect two (2) members of the Board to serve on the Nominating Committee for the next fiscal year. A member cannot serve more than three years in a row.
  - (3) The Nominating Committee shall work with the Governance Chair, Foundation Chair and Foundation staff to:
    - a. Develop and implement a strategic Board member recruitment process for identifying and developing future Board members.
    - b. With input from the Board, annually develop a recommended number of trustees as well as a list of selection, criteria and competencies needed on the Board. Such criteria shall include the possession of knowledge, experience, skills, expertise, and diversity which enhance the Board's ability to manage and direct the affairs and business of the Foundation.
    - c. In consultation with the Foundation Chair, Foundation Trustees and Sorority Nominating Committee, search for, recruit and interview

candidates for new trustees as necessary to fill vacancies or the additional needs of the Board.

- d. Review trustee candidate's qualifications based on the selection criteria and competencies developed by the Nominating Committee.
- e. Prepare a list of potential trustees from the candidates that will be subject to approval by International Council.
- f. Evaluate the qualifications and performance of the incumbent Trustees and determine whether to recommend them for re-election to the Board.

(b) The Governance Committee may form additional subcommittees to perform specific tasks.

(c) Any subcommittees shall follow the Committee Meeting guidance in Section 7.

### **Section 9. Amendments to the Governance Committee Charter**

Provided that they do not conflict with the *Foundation Articles of Incorporation and Bylaws*, the Governance Committee Charter may be adopted, amended, or repealed by a two-thirds (2/3) vote of the Board.