

SECTION 4. COMMITTEES

4.5 Governance Committee

4.5.1 Charge

- The Governance Committee will ensure that the foundation has policies and procedures in place to foster effective corporate governance and appropriate composition of the Board of Governors.

4.5.2 Membership

- The Governance Committee serves at the pleasure of the full board.
- A majority of the Governance Committee shall constitute a quorum.

4.5.3 Duties

The Governance Committee shall:

- Develop, review and modify corporate governance and membership policies, procedures, practices, bylaws and organizational documents in an effort to enhance the board's overall performance and governing function.
- Review the foundation's compliance with applicable laws and regulations.
- Propose, when appropriate, changes in board structure, roles, and responsibilities.
- The Governance Committee is organized as an advisory committee to the Board of Governors and, accordingly, all actions taken by the Governance Committee are subject to approval by the board.
- The Governance Committee is responsible to identify and screen candidates for board membership and board leadership that will enhance the quality and future viability of the board.
- The Governance Committee shall have the responsibility for presenting nominees to fill vacancies on the board at the last meeting of the fiscal year. A slate of candidates shall be presented by the Governance Committee for board approval at the June, or final meeting of the year.
- A slate of term renewals shall be presented by the Governance Committee for board approval at the June, or final meeting of the year.
- In all cases, they shall submit one name only for each vacancy and recommend the term of office.

- The Governance Committee shall nominate board members for election as board officers at the last meeting of the fiscal year.
- The Governance Committee shall select qualified candidates for election to the board at least thirty (30) days before the last meeting of the fiscal year.
- The Governance Committee shall make its report to the board at least thirty (30) days before the last meeting of the fiscal year.
- The committee shall ensure that an orientation program is provided to each new board member.
- The committee shall forward emeritus nominations to the board for approval.
- If a vacancy occurs on the board or with board officers between elections, it is the responsibility of the Governance Committee to recommend a suitable candidate for election by the board to fill the vacancy.

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The Foundation's mission is to support CSU, Chico's Strategic Plan by raising, investing, and disbursing funds to fuel the growth and excellence of the University.