**(Sample/Template) Governance Committee Charter XYZ Foundation**

**(Approved on [Date])**

**General**

The Governance Committee is a standing committee of the Board of Trustees (the “Board”) of the XYZ Foundation (the “Foundation”) and shall be responsible to the Board.

**Purposes**

The Governance Committee shall assist the Board in:

* Reviewing, on a regular basis, the overall governance of the Foundation.
* Evaluating overall governance effectiveness and efficiency, and recommending improvements, including improvements to the Board’s operations.
* Reviewing and developing recommendations based on current best practices, regarding Board composition as a whole, and identifying qualifications and expertise in new Board members to be sought by the Nominating Committee.
* Providing recommendations to the Board regarding the creation of standing and ad hoc committees of the Board, the responsibilities assigned to such committees, the membership of the committees, and assisting the Board in overseeing the work and reports of such committees.
* Overseeing the performance of the Executive Director.
* Providing guidance to management on issues related to organizational structure.
* Developing, overseeing, and revising, as applicable, the Foundation’s governing documents including the Certificate of Incorporation, bylaws, policies, committee charters, and other related governing documents.

**Functions**

The functions of the Governance Committee shall include, but not be limited to:

* Assisting the Board with its annual self-evaluation and determination as to whether it and its board(s) and committees are functioning effectively.
* Reviewing the Foundation’s foundational documents, bylaws, mission statement, and policies, and proposing revisions to be acted upon by the Board, identifying conflicts or additional changes that might be required, and assisting with drafting appropriate language.
* Reviewing matters necessary to preserve the IRS certification of the Foundation as a 501(c)(3) charitable organization and compliance with state requirements, and proposing revisions to be acted upon by the Board to preserve the Foundation’s status as a charitable organization.
* Preparing, reviewing, and revising, as appropriate, new and revised standing committee charters and committee membership.
* Overseeing the Secretary’s preparation of minutes of Board meetings.
* Monitoring relationships between the Foundation and legal counsel including assignments and responsiveness and adequacy of services performed by counsel.
* Monitoring and assessing the Foundation’s organizational structure for effectiveness and efficiency in carrying out the Foundation’s mission.
* Working the Board as a committee of the whole in developing strategic plans and operating plans and evaluating plan implementation.
* Submitting a written report of committee activity and any requested Board action to the Board Chair at least two weeks prior to each Board meeting.
* Ensuring that all other committees are submitting written reports of committee activity and any requested Board action to the Board Chair at least two weeks prior to each Board meeting.
* Recommending action to the full board.

**Membership**

The Governance Committee shall consist of up to eight (8) voting members. The Governance Committee may recruit up to five (5) additional non-board members to serve on the Committee. Members shall be appointed by the Board of Trustees for two (2)-year terms and shall be eligible for reappointment except that half of the initial committee members shall serve one (1)-year terms so that terms are staggered.

**Meetings**

The Committee shall meet as required, and normally hold a meeting prior to each Board meeting. The Committee may meet and act upon the vote of its members via telephone or other electronic communication equipment where all parties participating in the meeting can hear each other at the same time.

Non-board members on the committee do not have binding authority or voting power.