



Governance Committee Charter

1. **Purpose:** The Governance Committee (“Committee”) is established by the Board (“Board”) of the Foundation for the National Institutes of Health (“FNIH”) to support the Board in fulfilling its oversight responsibilities relating to developing and implementing sound governance policies and practices for the FNIH.
2. **Members:** The Governance Committee shall consist of at least three voting, independent members of the Board of Directors. A majority of the Committee’s voting membership shall constitute a quorum to conduct business.

The Chair of the Board and the President and Executive Director shall serve as *ex officio* members.

3. **Meetings:** The Governance Committee shall meet at those times and places as determined by the Chair of the Committee, and normally not less than twice per year. It shall meet with the President and Executive Director, and any other Officers or employees the Committee deems appropriate, to discuss and review matters contemplated by this Charter.

Reasonable notice of meetings shall be given to all Committee members or may be waived in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of conference telephone or other communications equipment that allow all persons participating in the meeting to hear and speak to each other.

In carrying out its role, the Committee may form subcommittees or retain outside consultants so long as it is within a budget approved by the Board for that purpose.

4. **Minutes:** The Governance Committee shall maintain minutes of its meetings and regularly report to the Board on its findings, recommendations, actions, and any other matters the Committee deems appropriate or the Board requests.

5. **Responsibilities:** The Governance Committee shall from time to time unless another interval is stated:

- Establish criteria and qualifications for Board membership
- Identify and consider candidates to fill positions on the Board, assess the contributions of incumbent directors, and recommend to the Board candidates for election and/or reelection
- Review the composition of the Board committees and provide input or a recommendation to the Board
- Review the processes and principles affecting the FNIH’s corporate governance and make, or recommend to the Board, enhancements to them
- Review the Articles of Incorporation, By-Laws, and any committee charter; Recommend to the Board any enhancements to them
- Review the Code of Conduct and Conflicts of Interest Policy; Recommend to the Board any enhancements to them

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- Review President and Executive Director succession plans and procedures; Implement them as appropriate
- Review the adequacy of the FNIH's Directors & Officers Liability Insurance
- Oversee a self-evaluation of the Board once every three years.

Approved by the Board of Directors on May 23, 2019.