

Governance Committee Charter

Approved 11-22-2022

Charge

The Governance Committee derives its authority from Article 5, Section 2 (c) of the Orleans Conservation Trust (the “Trust”) Bylaws (the “Bylaws”), which charges the Committee to assist the Board in fulfilling its responsibilities to ensure that the Board governance system performs effectively.

Composition

The President shall appoint the members of the Committee, including the Committee Chair. Only Trustees may serve as voting members of the Committee. The Committee shall be composed of at least three Trustees. The President may appoint specially qualified non-trustees to serve on the Committee as non-voting members. The President and Executive Director of the Trust shall serve as *ex-officio* non-voting members of the Committee.

Term

Committee members shall serve a one-year term. All terms commence upon appointment by the President at the Board meeting following the Annual Meeting, or, if a member is appointed after said Board meeting, such member’s term shall run from the date of appointment until the Board meeting following the next Annual Meeting. During a member’s term, the member may resign or be removed by the Board. There are no limits on the number of terms a member may serve on the Committee.

Responsibilities

In addition to such other rights and duties as are delegated to it by the Trustees, the Committee’s general responsibilities include:

- Develop and share with the board an annual workplan for the Committee and meet as frequently as circumstances and the annual workplan dictate;
- Develop and share with the board an annual report summarizing the Committee’s performance against the workplan and detailing any issues that the Committee faced during the year;
- Administer and annually review those policies that fall under the jurisdiction of the Committee, and make recommendations for any changes, if necessary, to the Board;
- Report to the Board the results of Committee meetings;
- Annually identify for Board review and approval the characteristics that the Nominating Committee shall seek in qualified candidates to serve on the Board;
- Recommend the slate of officers to be elected by the Board at its next meeting following the Annual Members’ Meeting;

- Devise and make recommendations for policies and procedures that reflect best practices for overall good governance including, without limitation,
 - updated and current conflict of interest, and
 - delegation of authority and other governance-related policies that are binding on the Board and the Trust; and
- Orient, develop, and train the Board where appropriate;
- Propose changes to the Declaration of Trust and Bylaws as appropriate;
- Coordinate and oversee evaluations of the Board and its committees;
- Review on a regular basis the overall governance of the organization and recommend improvements for approval by the Board where appropriate; and
- Complete such other tasks as the Committee shall take on commensurate with its charge and delegated responsibilities.

Chair Responsibilities

In addition to the Committee Chair's responsibility to chair the Committee, s/he also has the following responsibilities under Article IV, Section 2 (ii) and (iii) of the Bylaws:

- Consult with the President and the Executive Director in the President's appointment of the Chairs and members of all standing committees, advisory committees, and task forces of the Board; and
- Consult with the President and the Executive Director in the President's appointment of specially qualified non-trustees to serve on a committee or a task force as non-voting members.