

Governance Committee Charter

Approved 2-26-2019

Purpose

The Governance Committee assists the Board of Trustees (“Board”) in fulfilling its responsibilities to ensure that the Board governance system performs effectively. The Committee is responsible for making recommendations to the Board on the Declaration of Trust, Board policies and procedures, and institutionalizing best practices in corporate governance.

Authority

The Committee has the authority to make recommendations to the Board of Trustees on governance of the Orleans Conservation Trust (“the Trust”).

Composition

Only Trustees may serve as voting members of the Committee. The Committee shall be composed of at least three Trustees. The President shall appoint the members of the Committee, including the Committee Chair, subject to Board approval.

The President and Director of the Trust shall serve as ex-officio non-voting members of the Committee. The President may, in certain cases and in consultation with the Chair, appoint specially qualified non-trustees to serve on the Committee as non-voting members for specific projects

Term

Committee members shall serve a one-year term. All terms commence upon a favorable vote from the Trustees 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. It is preferred that the Committee Chair have previously served at least one year as a member of the Committee.

Meetings

The Committee shall meet in-person at least once each year, and more frequently as circumstances dictate. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action. A majority vote of the quorum shall be the decision of the Committee.

In the absence of the Committee Chair, the Committee shall appoint by majority vote a member of the Committee to serve as Committee Chair.

Meetings may be held by telephone conference so long as all members of the Committee can hear each other. Participating in a meeting by telephone shall constitute a presence at the meeting.

Responsibilities

The Committee’s general responsibilities include:

- Conduct a periodic review of the organization’s governance documents to ensure that these documents clearly communicate the intent of the Board, and recommend modifications, as necessary, to the Board. The Committee shall review the governance documents in accordance with the following schedule:
 - No less frequently than every two years: the Governance Committee Charter and all policies related to the governance of the Trust.
 - No less frequently than every five years: the Declaration of Trust.
 - Annually ensure that all committees have discrete charters; review modifications proposed by other Board committees to their charters.
- Review the responsibilities of the Board and recommend policies and procedures that will maximize its efficiency and effectiveness.
- Develop and oversee the annual performance assessment process for the Board, and each Board committee, and provide a report of the results to the Board. Identify governance training needs for Trustees and staff, and ensure implementation.
- Conduct an orientation program for new Trustees and recognize exceptional Trustee service.
- Recommend to the Board the dismissal of Trustees, should it ever become necessary, in accordance with the Board policy on Retirement, Resignation, Removal, and Replacement of Trustees Policy.
- Annually provide a recommended slate of officers for consideration and election by the Board of Trustees.

Other Responsibilities:

- At its first meeting of the year, establish Committee calendar, timeline and guidelines for tasks to be completed during the year.
- Annually conduct a self-evaluation of the Committee’s performance and report to the Board that the evaluation has been completed.
- Review and manage conflicts of interest, and potential conflicts of interest, of Trustees, potential Trustees, and officers in accordance with the Conflict of Interest Policy, and coordinate with the work of the Nominating Committee.
- Keep the Board informed of all material events and activities.
- Maintain minutes of its meetings and report to the Board the results of Committee meetings.
- Perform such other duties as are necessary or appropriate to further the Committee’s purposes, or as the Board may assign to it from time to time.

Conflicts of Interest

If any member of the Committee shall have, or appear to have, a conflict of interest that impairs or appears to impair the respective member’s ability to exercise independent and unbiased judgment in the good faith discharge of his or her duties, he or she shall disclose such conflicts and recuse himself/herself prior to meaningful discussion.