



**Simbag sa Emerhensya asin Dagdag Paseguro
Mutual Benefit Association, (SEDP MBA) Inc.**

Governance Committee Charter

GOVERNANCE COMMITTEE CHARTER

Overall Roles and Responsibilities

The Governance Committee provides for the board's effectiveness and continuing development.

Responsibilities

The specific responsibilities of the Governance Committee include:

- Recommending to the board policies and processes designed to provide for effective and efficient governance, including but not limited to policies for:
 - o Evaluation of the board and the chairperson.
 - o Election and re-election of board members.
 - o Board orientation and education.
 - o Succession planning for the board chair and other board members.
- Reviewing and recommending a position description detailing responsibilities of and expectations for board members and the board chairperson.
- Recommending nominees for election and re-election to the board. To facilitate this responsibility, the committee will:
 - o Develop and recommend to the board a statement of the competencies and personal attributes currently needed on the board, to be used as a guideline for recruitment and election of board members.
 - o Conduct a "gap analysis" to identify succession planning/recruitment needs.
 - o Develop and regularly update a list of potential board members regardless of whether a current vacancy exists.
 - o Oversee a process for vetting the fitness of prospective nominees.
 - o Develop and oversee a plan for enhancing board diversity.
 - o Evaluate the performance of individual board members eligible for re-election.
- Conducting a succession planning process for the board chairperson and other board members. Nominating board officers for election by the full board.
- Reviewing the corporate bylaws annually and recommending any needed changes to the full board.
- Advising management on plans for board education, including new member orientation, education of board members, and an annual board retreat.
- Overseeing the board's self-assessment and improvement process every year.

Meetings

The Governance Committee meets at least four times a year or when necessary at the call of the committee chair. Notice of meeting shall be communicated three days prior to the scheduled meeting. Notices may not need be in writing.

Members

The Governance Committee shall be composed of a minimum of three (3) but not more than five (5) members. One member shall be from an independent member of the board of trustees while the rest shall be from the regular members.

Reports

The committee shall prepare the following reports and endorse to the board for approval:

- Competency matrix. Profile or matrix of the board's current makeup compared to its list of needed competencies, plus an analysis showing areas to emphasize in recruitment of new members.
- Backgrounds of prospective board members.
- Annual board education plan.
- Participation summary.
Annual review of average attendance, and each board member attendance at meetings, education sessions, and (if possible) community events.
- Board self-assessment. Report of the full board's self-evaluation survey.
- General counsel's report. Written report or briefing from the general counsel on current legal and regulatory issues affecting governance, plus analysis of whether any changes are needed in board bylaws or policies.

Annual Committee Goals

The Governance Committee will establish annual goals specifying its principal work focus areas for the coming year.

- Developing a definition of and standards for independent board members.
- Reviewing and revising the conflict of interest policy.
- Conducting a comprehensive evaluation of the responsibilities and structure and making recommendations to the full board for needed changes.
- Developing a mentoring program for new board members.
- Developing a plan for the regional expansion group representation.