
**BOISE STATE UNIVERSITY FOUNDATION, INC.
GOVERNANCE COMMITTEE CHARTER**

Effective Date: August 11, 2023

MISSION:

The Governance Committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the Board utilizing best practices in board governance. The Committee ensures regular reviews of governing documents; assesses the needs and performance of the Board of Directors; recruits and nominates directors and officers; ensures compliance and oversees the orientation of new directors.

COMPOSITION:

The Board shall appoint a Governance Committee comprised of at least five (5) Directors, including the Committee Chair, as mandated by the Bylaws.

COMMITTEE OBJECTIVES:

1. Lead in the assessment of the current, anticipated and diverse needs for board composition. Identify and recruit board members with the knowledge, attributes, skills, abilities, influence, and access the board needs to consider the issues that will arise in the foreseeable future.
2. Lead the board in regularly reviewing and updating the board's statement of its role and areas of responsibility, and the expectations of individual directors.
3. Establish and guide the process of recruitment and orientation.
4. Periodically review the board's governance and structures to ensure that they are effectively designed for competent decision making.
5. Review and maintain the Articles of Incorporation Bylaws and Policies at least every three years.
6. Review the board's practices including director participation, conflict of interest, ethics, confidentiality, compliance and voting records annually and suggest improvements as needed.
7. Periodically and comprehensively assess the board's performance and that of individual board directors.
8. Working with the chair of each standing committee, develop a clear mission statement and committee objectives for how the committee serves the needs of the Foundation and the University.
9. Ensure written procedures are established and maintained for committee reporting, terms, voting, attendance requirements, and performance expectations.

ROLE OF CHAIR:

1. To provide leadership to the Committee in fulfilling its role, and to work with the Foundation and University Advancement staff on Committee activities.
2. To participate in determining meeting agenda and preside at Committee meetings.
3. To serve as a member of the Foundation and report to its Executive Committee and Board of Directors on Committee business at their meetings.

STAFF:

Primary staff support for the Committee is provided by the Executive Director, Vice President for University Advancement and Director for Foundation and Board Operations.