



Governance Committee Charter
October 2020

1. Purpose

This Governance Committee Charter (Charter) governs the operations of the Committee. The Committee will monitor significant developments in the law, regulation and practice of corporate governance. The Committee will also review the duties and responsibilities of directors and assist with the development and implementation of the Association's corporate governance principles.

The primary responsibility will be to deal with topics that pertain to the Board's development, training, outside director selection process, policy direction, Standards of Conduct issues, and other recommendations to be made to the entire Board relative to Board Governance strategies.

2. Organization

The Committee shall be comprised of at least five directors. Any director, including any appointed director(s), is eligible to serve on the Committee. The Chairman of the Board will appoint the Committee and its leadership annually. The Committee may form and delegate authority to subcommittees when appropriate. The Committee shall be subject to the provisions of the Association's Bylaws relating to committees of the Board of Directors, including those provisions relating to removing Committee members and filling vacancies.

3. Responsibilities

In discharging its appointment, the Committee will:

- Review and recommend corporate principles and code of ethics on an annual basis, or more frequently if appropriate.
- Periodically review the adequacy of the Association's standards of conduct programs.
- Review Director training needs as a result of the Board's self-assessment or other relevant input and recommend training that is available for directors to further develop their skills, knowledge and expertise.
- Develop and recommend to the Board for its approval, a periodic self-evaluation process of the Board and its committees. The Committee shall oversee the Board self-evaluations.
- Periodically review the adequacy of the Association's director orientation programs and director development programs.
- Systematically review all Association policies on a periodic basis and make appropriate recommendations to the Board regarding each policy.
- As directed by the Board, perform a search for an appointed director or directors and make a report to the Board.

- Conduct any permitted coordination and assistance to the Association Nominating Committee, in accordance with applicable bylaws, policies, and regulations.
- Work with management to ensure the integrity and effectiveness of the director election process and ensure that the annual meeting is conducted within the parameters of Association's bylaws and the FCA regulations.
- In carrying out its responsibilities, the Committee may draw on the expertise of management and the corporate staff and, when appropriate, may hire outside legal, accounting or other experts or advisors to assist the Committee with its work.
- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall also annually review its own performance.

4. Meetings

The Committee will meet at least quarterly, or on a more frequent basis as necessary to carry out its responsibilities. Meetings may be called by the Chairman of the Governance Committee or by the Chairman of the Board. A minimum of 50% of members will constitute a quorum.

5. Reporting

The Committee shall submit the minutes of all meetings of the Committee to the Board and, if requested by the Board, review the matters discussed at each Committee meeting.