

Governance Committee Charter UW-Stevens Point Foundation, Inc. (the “Foundation”)

1. Purpose

- 1.1. The Governance Committee (the “Committee”) shall assist the Board of Directors (the “Board”) of UW-Stevens Point Foundation, Inc. (the “Foundation”) in:
 - 1.1.1. Initiating an annual independent audit;
 - 1.1.2. Developing and overseeing implementation of policies and procedures regarding Board size, leadership and composition, recommendations of candidates for nomination to the Board, Board guidelines and Conflicts of Interest;
 - 1.1.3. Determining qualifications and characteristics needed by directors;
 - 1.1.4. Assisting the Executive Director and President in identifying, screening, and reviewing individuals who are qualified to serve as directors;
 - 1.1.5. Recommending to the Executive Committee candidates for nomination and appointment to the Board and its committees;
 - 1.1.6. Assisting in onboarding programs for newly appointed directors;
 - 1.1.7. Evaluating the effectiveness of directors; and
 - 1.1.8. Reviewing on a regular basis the overall governance of the Foundation and recommending improvements when necessary to the Board.

2. Membership

- 2.1. The Committee shall consist of five (5) or more voting members of the Board, each of whom the Board has selected and determined to be “independent” in accordance with Board Guidelines.
- 2.2. The Chair of the Committee shall be the Board Vice President or other designate and shall preside at all Committee meetings.
- 2.3. The Board President, Corporate Counsel, and one or more members of the Staff shall be selected by the Board as ex-officio, non-voting members to support the Governance Committee.
- 2.4. Committee members should be interested in recruiting individuals to serve as directors and enhancing their effectiveness through onboarding and training.

3. Meetings and Quorum

- 3.1. The Committee shall meet as needed, at least two (2) times per year and additionally as circumstances dictate.
- 3.2. Notice of meetings shall be given to all Committee members or may be waived in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and speak to each other.
- 3.3. A majority of the voting members of the Committee shall constitute a quorum.
- 3.4. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee.

4. Authority

4.1. In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities.

5. Key Responsibilities

5.1. The Committee shall undertake the following responsibilities, which are set forth as a guide. The Committee is authorized to carry out these activities and other activities reasonably related to the Committee’s purposes or assigned by the Executive Committee or by the Board from time to time. To fulfill its purposes, the Committee shall:

- 5.1.1. Oversee the process of selection and nomination of directors, ensuring they meet qualifications required by Board guidelines;
- 5.1.2. Review individuals to serve as directors, consistent with applicable qualifications or criteria, and recommend to the Executive Committee for approval candidates for nomination, appointment, and re-election;
- 5.1.3. Review annually the relationships between directors, the Foundation and members of management, and recommend to the Board whether or not each director qualifies as “independent” under definition of “independence” in Board Guidelines;
- 5.1.4. Review annually with the Board the size and composition of the Board as a whole, its committees and task forces including whether the Board, its committees and task forces reflect the appropriate balance of independence, sound judgement, business specialization, technical skills, diversity, fundraising and development ability, geographic representation, and other desired qualities;
- 5.1.5. Coordinate and oversee a self-evaluation of the role and performance of the Board, its committees and task forces, and individual directors, advisors, and management at least every three (3) years;
- 5.1.6. Oversee the implementation and effectiveness of, and periodically review, and recommend modifications as appropriate to, the Foundation’s committee structure and organizational documents, including the Certificate of Incorporation, Bylaws, Board Governance Guidelines, Code of Conduct, Conflict of Interest Policy and Whistleblower Policy and recommend to the Executive Committee and Board amendments as the Committee deems appropriate;
- 5.1.7. Consider governance issues that arise and make appropriate recommendations to the Board, and
- 5.1.8. Maintain minutes of meetings and regularly report to the Executive Committee and Board on Committee findings, recommendations and actions, and any other matters the Committee deems appropriate or the Board requests.

This charter was recommended by the UW-Stevens Point Executive Committee and Approved by the UW-Stevens Point Board of Directors on November 15, 2019.

Peter Crawford
/s/ UWSPF Board President

Debra Marten
/s/ UWSPF Board Secretary