

HOUSTON COMMUNITY COLLEGE FOUNDATION

GOVERNANCE COMMITTEE CHARTER

This Charter sets forth the responsibilities of the Houston Community College Foundation's Governance Committee (Committee).

I. Purpose

The Governance Committee of the Houston Community College Foundation (Foundation) is a committee established to support the Foundation's Board of Directors (Board) in the development, management, and oversight of the governing documents of the Foundation.

II. Responsibilities

- a. Governance Oversight
 - i. Review periodically the Articles of Incorporation, Bylaws, Policies, and other documents related to the governance of the Foundation (collectively referred to as the Governing Documents) and make recommendations for adoption, removal or amendments, if needed, to the Board;
 - ii. Review and recommend to the Board for approval of HCC Foundation's submittal to HCC's accreditation materials;
 - iii. Advise the Board of Directors about governance issues and opportunities.
- b. Assume responsibility for acting as the conscience of the Board to continually judge whether the Governing Documents fairly and accurately reflect current Board practices.
- c. Provide reasonable oversight. Assigned Foundation staff and Board members are responsible for implementing the procedures that are adopted by the Committee.
- d. Review policies referred to this Committee by the Board and, in collaboration with committees, review policies drafted by committees to assure alignment with HCCF bylaws, vision and mission, and recommend for approval to the HCC Foundation Board.

III. Membership

The membership of the Committee shall include at least four voting members, all of whom shall be members of the Board of the Foundation. All committee members shall be independent directors free from any relationship that, in the opinion of the Board, would interfere with his or her exercise of independent judgments as a member of the Committee. An appointment to the Committee should reflect and acknowledge exceptional board service. Additional committee members can be community volunteers who are not Foundation Board members and have skills and expertise needed to support the purpose of the committee. Members of the Committee shall serve at the pleasure of the Board and shall be appointed to, and removed from, the Committee by the Board. Members are appointed for one-year terms, commencing September 1; with the exception of the Committee Chair who will serve for a two-year

term. The Foundation President shall also serve on the Committee in a non-voting ex-officio capacity.

No member of the Committee may in the current fiscal year or in the previous fiscal year have been associated in the capacity of a full-time employee or of a compensated officer of Houston Community College or the HCC Foundation. Nor may any member of the Committee accept, either directly or indirectly, any consulting, advisory, or other compensatory fee from the Foundation.

IV. Authority

The Committee may not act on behalf of the Board unless otherwise delegated specific authority by the Board above and beyond the scope of authority described within this Charter.

V. Meetings

The Committee shall hold regular meetings pursuant to the Foundation's governing documents. Special meetings of the committee may be held upon the call of the Committee Chair or Chairman of the Board, at any time that the attendance or consent of at least a majority of the committee can be obtained. Meetings may be in person or virtual.