



## **GOVERNANCE COMMITTEE**

### **Purpose**

The Governance Committee oversees matters relating to corporate governance including, but not limited to, nominations, orientation, attendance/participation, conflicts of interest, confidentiality, committee descriptions and by-laws.

### **Composition**

The Committee shall have a minimum of five members, including the current chair of the CFMC board. Non-board members may be added during the nominating process.

### **Duties and Responsibilities**

The committee oversees matters relating to corporate governance, in the categories stated above. The committee performs an annual review of the bylaws and develops policies for recommendation to the Board designed to provide for effective corporate governance. In all matters, the committee will work with the president/CEO to acquire information, guidance and training, as necessary, so the Board may more effectively carry out the mission of the CFMC. Should a Board member become nonparticipating or present a potential conflict of interest, the governance committee will recommend a course of action either to the Executive Committee or the Board.

The committee will work with the president/CEO to keep current records of terms, committee assignments and areas of expertise that individual directors bring to the Board.

### **Nominating**

The Governance Committee will present nominations to fill vacancies on the Board of Directors, assuring that such nominees represent a broad cross section of the views and interests of the residents of Monterey County. Nominees shall share CFMC's vision of *Healthy, Safe, Vibrant Communities*. The Committee, as it deems necessary, will consult with individuals and organizations in Monterey County in order to ensure diverse perspectives and assistance in identifying and selecting nominees.

The committee will recommend officers to the Board and engage in succession planning for the chair, vice-chair, secretary and treasurer.

### **Committee Process**

Committee decisions are submitted as recommendations to the Board for approval. At regularly scheduled meetings or special meetings called by the committee chair, the committee makes decisions by consensus. If urgent matters require that a decision be made outside a meeting, it is made if a majority of the committee members submit their votes via e-mail, fax or letter. The decision is then submitted by the committee to the Board for approval.

### **Committee Meetings**

Meetings are held as needed or as requested by the Board.