

### Overall Roles and Responsibilities

The Governance Committee provides for the board's effectiveness and continuing development.

### Responsibilities

The specific responsibilities of the Governance Committee include:

- Recommending to the board policies and processes designed to provide for effective and efficient governance, including but not limited to policies for:
  - Election and reelection of board members in concert with the Community Advisory Committee
  - Board orientation, including assignment of Board "partners" to facilitate on-boarding of new members
  - Board education on key public health and policy issues impacting HCF's mission
  - Maintain current position description detailing responsibilities of and expectations for board members, board officers and the board chairperson
  - Complete succession planning for the board chair and other board leaders
  - Manage nomination process and present annual slate for officer election
  - Establish a process for regular evaluation of the Board and its officers.
- Develop, review on a regular basis, and update as necessary the Board's code of ethics and written policies regarding conflicts of interest. Such code of ethics and policies shall be at least as stringent as the laws, rules, regulations and policies applicable to state officers and employees.
- Act as the committee for review of ethical questions or concerns as raised by board members or board committees.
- Develop and recommend to the Board any other policies or documents relating to the governance of the Board, including rules and procedures for conducting the business of the Board, such as the Board's by-laws. The Governance Committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.
- Review and recommend adjustments to board governance or committee structure to support the governance efforts of the foundation.