

## **BOARD GOVERNANCE**

### **Responsibility**

The Committee shall develop and recommend to the Board a set of corporate governance principles applicable to the Corporation. The Committee shall be provided with such resources as it needs to fulfill its responsibilities, including outside consultants, as appropriate.

### **Membership**

The Committee shall consist of three or more members of the Board appointed by the Chairman of the Board on an annual basis. The Committee Chairman and Vice Chairman will be appointed by the Board Chairman annually. In addition, the Chairman of the Board may participate on a non-voting basis.

### **Meetings**

The Committee will meet at least six times a year with additional meetings as deemed appropriate. The Committee will meet in executive session at each meeting and shall reserve for such sessions all matters it determines should be discussed and voted on in executive session, including any matter that may be required by FCA regulations to be determined in executive session.

### **Minutes**

Actions taken and/or issues discussed at each meeting will be reported to the full Board. Minutes will be prepared and submitted to the Committee for review and approval.

### **Specific Duties**

- Assist the board in evaluating, maintaining and improving its own effectiveness by conducting evaluations annually and presenting the results of these evaluations to the board with recommendations as appropriate.
- Develop an annual training calendar for the board based on evaluation results, individual request and training sessions available for participation. Oversee continuing education programs for all directors.
- Monitor the orientation of new directors in order to promote a basic understanding of board policies. Assist the Chairman of the Board on assignment of mentors for new board members.
- Evaluate and recommend board meeting schedules and special meeting functions.
- Evaluate and recommend the frequency and content of management reports to the board.
- Coordinate with the Corporate Secretary and the Chief Executive Officer on board meeting arrangements for special functions and other special need to the board in carrying its affairs.

- Assist the board in determining the appropriate general qualifications and criteria for board–elected directors; and identify and recommend qualified candidates for appointment to fill any vacancy on the board.
- Assist the Chairman of the Board in proposing committee assignments, including committee membership and chairs.
- Periodically review the charters of board committees and make appropriate recommendations for improvement.
- Monitor Association director loans and report to the board when appropriate.
- Periodically review directors and officers liability and bylaw indemnification provisions, and recommend appropriate adjustments to the board.
- Conduct an annual evaluation of the committee's performance and made recommendations to the chairman of the board.