

OLD DOMINION UNIVERSITY BOARD OF VISITORS GOVERNANCE COMMITTEE CHARTER

Purpose and Responsibilities

To assist the Board of Visitors in fulfilling its oversight responsibilities relating to board governance and conduct of business, the Governance Committee was established by the Board of Visitors on September 17, 2020, to fulfill the following responsibilities:

- Develop a set of qualifications and competencies for members of the Board of Visitors, as needed;
- Serve as the nominating committee and recommends the process for Board elections for Board approval;
- Develop and implement the Board's annual planning retreat;
- Implement the Board's annual self-assessment process;
- Oversees the formal review of the Board's Bylaws and policies and procedures; and
- Assist with recommended Board nominations to the Governor.

Composition

The Governance Committee will consist of an odd number of members of the Board of Visitors. Committee members, the chair and vice chair shall be appointed through the normal processes as defined in the Board Bylaws. The Rector and Vice Rector will also serve as *ex-officio* members of the Committee. A quorum of the Committee shall be three members.

Meetings

Meetings of the Committee will occur in conjunction with regular meetings of the Board of Visitors, which happen no less frequently than four times each year on such dates and in such places as may be set by the Rector and the Board of Visitors. The Committee will also meet, if necessary, in conjunction with the meetings of the Executive Committee, which meet as needed on the months in which the quarterly meetings are not held. The Committee shall have the authority to convene additional meetings as circumstances require. All committee members are expected to attend each meeting. The Committee, through its chair, will invite members of management or