

GOVERNANCE COMMITTEE COMMITTEE CHARTER

The Governance Committee (the “Committee”) of the Board of Trustees (the “Board”) of the Foodbank of Santa Barbara County (“FBSB”) shall have the oversight, responsibility, authority, and specific duties as described below.

COMPOSITION AND OPERATION

The Committee shall be a Committee of the Board and, as such, will solely be comprised of members of the Board. The Committee shall be comprised at all times of at least three (3) Trustees appointed by the Board from its members. Each member shall serve until a successor is appointed unless he or she shall resign from the Committee or be removed by the Board or shall otherwise cease to be a Trustee of FBSB. If a vacancy occurs at any time in the membership of the Committee, the Board shall fill it.

The Chair of the Board shall appoint one of the members of the Committee to serve as Chair of the Committee. If the Chair of the Board fails to appoint a Chair of the Committee, the members of the Committee may elect a Chair by a majority vote of the full Committee membership. The Chair of the Committee shall serve as the direct point of contact between the Committee and (i) the Chief Executive Officer, (ii) the Chief Financial Officer, (iii) Chief Operating Officer, and (iii) staff Officers (referred to herein as “FBSB Management”).

All Committee members shall be free from any direct or indirect material interest which, as determined by the Board, FBSB’s Conflict of Interest Policy, or by law, could potentially interfere with the members’ ability to exercise independent judgment.

Committee members shall obtain sufficient knowledge of FBSB’s mission, policies, and operations to assist in providing counsel to FBSB regarding governance matters.

The Committee shall have such access to officers and employees of FBSB and to information regarding FBSB’s operations as the Committee deems necessary or advisable to perform its duties and responsibilities, subject to the direction and control of the Board, and to any laws regarding privacy, employment, or as otherwise applicable.

The Committee shall have authority to engage the services of independent legal counsel and other advisors as it determines necessary to perform its duties and responsibilities and to set and pay the compensation for such counsel and advisors. Such services shall be solely at the expense of FBSB.

MEETINGS AND REPORTS

The Committee shall meet at least two (2) times per year or more frequently as determined by the Chair of the Committee.

A quorum shall be comprised by a majority of the members of the Committee, present in person or by telephone or electronic video screen communication that permits all persons participating in the meeting to hear each other. Participation in a meeting through use of electronic transmission by or to FBSB, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if each member can communicate with all of the other members concurrently and each member is provided the means of participating in all matters before the Committee, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by FBSB.

If the Chair of the Committee is not present at any meeting of the Committee, the Committee shall choose one of the other members of the Committee who is present at the meeting to preside at the meeting.

An agenda, approved by the Chair of the Committee, shall be circulated in a timely manner to Committee members prior to any Committee meeting, along with any supporting background information.

Any issues arising from the meeting concerning the relationship between the Board and FBSB Management may be communicated to the Chief Executive Officer by the Board Chair.

The Chief Executive Officer shall be available to attend all meetings of the Committee upon invitation by the Committee.

The Committee may invite members of the FBSB Management team to attend meetings.

At each Board meeting, the Committee will provide a verbal report regarding any previous Committee meetings and provide, if available, minutes of such Committee meetings.

All Committee actions will be recorded in meeting minutes. A Committee member, or any other person selected by the Committee, shall be appointed at each meeting to act as secretary for the purpose of recording the minutes of each meeting. A meeting's minutes shall be reviewed and approved at the next regular meeting of the Committee or by prior unanimous written consent of Committee members.

Any written or electronic information provided to or reviewed by the Committee shall be available for examination by any Trustee.

AUTHORITY AND RESPONSIBILITIES

The Committee is a Committee of the Board that has been delegated some authority of the Board. Its primary function is to assist the Board by providing oversight with respect to governance matters, as set forth below. The Committee shall:

1. Develop criteria for members of the Board, which it will recommend for Board approval, and review this recommendation annually.
2. Identify how each current trustee fits the approved criteria.
3. Be familiar with state and federal regulations regarding nonprofit boards and ensure that they are followed.
4. Review the Conflict of Interest policy with trustees on an annual basis, and ensure no conflicts of interest exist on the Board.
5. Review on an ongoing basis and provide recommendations to the Board regarding the effectiveness of the Board and its Committees in fulfilling the mandates of the Board.
6. Review and provide any recommendations to the Board, as needed, regarding FBSB's compliance with applicable legal and good governance standards.
7. Develop, recommend to the Board for approval, and periodically review procedures designed to ensure that the Board can function effectively.
8. Determine and provide recommendations to the Board regarding the appropriate size of the Board.
9. Undertake a periodic performance review of the Board's activities to ensure that each Trustee is aware of FBSB's published Trustee Expectations and responsibilities.
10. Develop resources and strategies for the recruitment of new Trustees to fill Board vacancies.
11. Recommend to the Board the appointment of new Trustees. New Trustees should have competencies, skills, and personal qualities that complement those of existing Board members.
12. Develop for approval by the Board, provide, and periodically review orientation programs for new Trustees and continuing education for existing Trustees.
13. Collaborate with the Board Chair, and with Committee Chairs as appropriate, in annually reviewing and recommending to the Board any changes to the responsibilities of Board Committees.

14. Periodically review FBSB's communications policy and program to determine whether FBSB is communicating effectively with all stakeholders and with the public.
15. Be available as a forum to hear any concerns of Trustees regarding the performance of FBSB Management, individual Board members, or the Board as a whole.
16. Conduct periodic review of FBSB's Articles of Incorporation, Bylaws, Mission and Visionary Statements, and other key policy documents.
17. Review and act regarding such other matters of a governance nature from time to time as may be directed by the Board or as deemed appropriate by the Committee.

Date Adopted: 3/30/2022

Signed:  _____

CHARLES J. STOLAR Committee Chair