

**UNIVERSITY OF SOUTH FLORIDA
INSTITUTE OF APPLIED ENGINEERING, INCORPORATED**

**Governance Committee
Charter**

Committee Charge

The Governance Committee (the “Committee”) is responsible for assisting the Board of Directors of the University of South Florida Institute of Applied Engineering, Inc. (the “Organization”) to assist in the oversight of governance for the Organization.

Membership

The Committee Chair will be chosen from among sitting members of the Board of Directors. The Board shall approve all Committee appointments. Committee members serve at the pleasure of the Board. The Board may remove a Chairperson. Per the bylaws, the Committee shall consist of not less than three (3) members, at least one (1) of whom shall be a Director. Individuals other than Directors shall be eligible to serve on committees. Committee members shall comply with the Organization’s Conflict of Interest Policy in dealing with Committee matters.

Duties and Responsibilities

The following shall be the principal duties and responsibilities of the Committee.

- Review and evaluate, on an ongoing basis, the overall effectiveness of the Organization’s governance.
- Review and evaluate the Organization’s governance structure, committee structure, governance documents, committee charters, and other Organization policies and procedures (in coordination with other committees as appropriate).
- Review and evaluate the governance practices and performance of the Board, Committees, and Directors.
- Oversee the Board self-evaluation process.
- Recruit and nominate candidates for the Board, including development of qualification standards and recruitment criteria. As part of this responsibility, advise the Board with respect to membership of Organization committees.
- Nominate candidates for Board officer positions and provide such nominations to the entire Board of Directors at least seven (7) days prior to the date of the Directors meeting

at which the office is to be voted. (Officer candidates shall recuse themselves from all deliberations and voting in respect of their own nominations.)

- Arrange and provide orientation and, as appropriate, training and continuing education of Directors, Officers, and Committee chairs and members.
- Oversee implementation of and compliance with the Organization's Conflict of Interest Policy. Review and make recommendations on issues of conflict of interest, independence, or ethics
- Oversee responsible succession planning for Board Offices and Committee chairs.
- Assist the Organization on compliance with University regulations and policies for governance and other matters as the Board may from time to time determine.
- Periodically review the adequacy of this Charter

Meetings of the Committee

The Committee will meet on a timeline and frequency as necessary to carry out its responsibilities to the Organization's Board. A Majority of the members of the Committee will constitute a quorum. Participation in meetings of the Committee may be by telephone. The Committee shall regularly report its activities to the full Board of Directors.

Adoption of Charter

The Board of Directors adopts this Charter on March 22, 2019.