

The California Endowment

CHARTER OF THE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

PURPOSE

The Governance Committee (“Committee”) is appointed by the Board of Directors (“Board”) to fulfill its governance roles and responsibilities in the most effective and efficient manner and to advise the Board on all governance issues.

AUTHORITY AND RESPONSIBILITIES

The Board grants the Committee authority and responsibility to:

1. Board Governance

- 1.1. Advise the Board regarding operational strategies and structures designed to strengthen the Board in meeting its governance obligations;
- 1.2. Advise the Board regarding strategies aimed at increasing the effectiveness of individual Directors and the degree to which they work effectively as a group;
- 1.3. Conduct periodic assessments of overall Board performance;
- 1.4. Advise the Board on governance issues including potential amendments to the Corporation’s Articles of Incorporation and Bylaws; and
- 1.5. Recommend to the Board any other actions related to governance matters necessary for The Endowment to fulfill its mission.

2. Policies

- 2.1. Develop and recommend policies of corporate governance designed to reflect the “best practices” among corporations generally;
- 2.2. Develop and recommend policies on Board Recommended and Matching Gift Programs and other issues related to the service of Directors on the Board;
- 2.3. Develop and recommend to the Board of Directors Conflicts of Interest and Travel and Expense Policies; and
- 2.4. Review and recommend to the Board Committee Charters.

3. **General Responsibilities**

- 3.1. Report to the Board on Committee activities;
- 3.2. Conduct annually a performance evaluation of itself in relation to the requirements of this Charter and such other matters as the Committee may deem appropriate and present such performance evaluation to the Board;
- 3.3. Review annually the Committee Charter and recommend any changes to the Board; and
- 3.4. Recommend to the Board of Directors any other actions related to governance matters necessary for The Endowment to fulfill its mission.

COMPOSITION AND TERMS

Composition: The Committee consists of three or more Directors. The Committee members shall be recommended by the Board Chair and appointed by the Board. The Board Chair shall designate a member of the Committee to serve as Chair of the Committee.

Terms: Each Committee member serves a one-year term, renewable annually by action of the Board of Directors.

MEETINGS

The Committee meets typically at least three times each year, with additional meetings held as needed to fulfill its responsibilities as described above. Meetings are convened by the Committee Chair. The Committee may ask Management or others to attend the meeting and provide pertinent information as necessary.

PROVENANCE AND LIMITATIONS

The Committee is mandated by The Endowment's Bylaws (Article IV, Sections 15(a)). Unless expressly delegated by the full Board when allowed under applicable law and The Endowment's Articles of Incorporation and Bylaws, the Committee shall not have the power or authority to act for the full Board. Meetings and actions of the Committee are governed by the same provisions of The Endowment's Bylaws that pertain to meetings and actions of the Board (Article IV, Section 4).