

Governance Committee Charter

1. Purpose

The Governance Committee ("Committee") is established to assist the Board of Directors in fulfilling its responsibilities related to organizational governance, board effectiveness, and compliance with relevant laws and regulations.

2. Authority

The Committee has authority to access all information deemed necessary to fulfill its responsibilities and may consult with independent advisors as needed.

3. Composition

- The Committee shall be comprised of at least three members of the Board.
- Members and the Chair shall be appointed by the Board.
- Committee members should be independent of management.

4. Meetings

- The Committee will meet at least quarterly, or as needed.
- A majority of members present constitutes a quorum.
- Minutes of meetings shall be kept and reported to the Board.

5. Responsibilities

1. Oversee development and implementation of governance policies and procedures.
2. Review and recommend enhancements to board structure and effectiveness.
3. Lead nomination and onboarding process for new board members.
4. Coordinate regular board and committee self-assessments.
5. Ensure compliance with all applicable governance laws and guidelines.
6. Monitor conflicts of interest and facilitate disclosures.
7. Make recommendations on committee charters and board composition.

6. Evaluation

The Committee shall review and assess the adequacy of this Charter annually and recommend any amendments to the Board for approval.

7. Reporting

The Committee will regularly report its activities, findings, and recommendations to the Board.

8. Charter Approval

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| Date Approved | |
| Approved By | |
| Next Review Date | |