

Natural Heritage Trust
Governance Committee Charter

Purpose

Pursuant to Article VI, Section 2 of the Trust's bylaws, the purpose of the Governance Committee (Committee) is to assist the Board by:

- Keeping the Board informed of current best practices in corporate governance;
- Reviewing corporate governance trends for their applicability to the Trust;
- Recommending updates to the Trust's corporate governance principles and governance practices.

Powers of the Governance Committee

The Committee shall have the power and authority necessary to discharge its duties, including the right to:

- Meet with and obtain any information or assistance it may require from Trust staff;
- Obtain advice and assistance from in-house or outside counsel, accounting and other advisors as the Committee deems necessary.

Composition and Selection

The Committee shall be comprised of at least three independent members, who shall constitute a majority on the Committee. The members shall be employees of state agencies who are appointed and/or designated by the Board of Directors. The Committee members shall serve at the discretion of the Trust's Board of Directors. The members shall serve until their resignation, retirement, removal by the Board or until their successors shall be appointed and qualified.

Committee members shall be prohibited from being an employee of the Trust or an immediate family member of an employee of the Trust. In addition, Committee members shall not engage in any private business transactions with the Trust or receive compensation from any private entity that has material business relationships with the Trust, or be an immediate family member of an individual that engages in private business transactions with the Trust or receives compensation from an entity that has material business relationships with the Trust.

The Committee members shall possess the necessary skills to understand the duties and functions of the governance committee.

Committee Structure and Meetings

The Committee will meet as reasonably necessary, to fulfill the obligations and duties outlined in this charter. Committee members are expected to attend each meeting in person or via telephone or videoconference. Meetings shall be convened by the Chair of the Committee or at the request of the Trust's Executive Director.

Meeting agendas and supplemental materials will be prepared for every meeting and provided to the Committee members in advance of the scheduled meeting. The Committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings are to be recorded.

Responsibilities

To accomplish the objectives of good governance and accountability, the governance committee has responsibilities related to: (a) the Trust's Board; (b) evaluation of the Trust's policies; and (c) other governance issues.

Responsibilities relating to Board:

- Ensure the Board has the necessary tools to conduct self-evaluations;
- Keep the Board informed of current best governance practices and review corporate governance trends;
- Review and recommend updates to the Trust's by-laws, policies and guidelines relating governance of the Board and Trust.

Evaluation of the Trust's Policies

The Committee shall:

- Develop and recommend any required revisions to the Trust's written policies including code of ethics, whistleblower protection, procurement and disclosure of persons who attempt to influence the Trust's procurement process, disposition of real and personal property, and other Trust policies, as appropriate;
- Develop and recommend any other policies or documents relating to the governance of the Trust, including rules and procedures for conducting the business of the Trust's Board, such as the Trust's by-laws. The Committee will oversee the implementation and effectiveness of the by-laws and other governance documents and recommend modifications as needed.

Reporting

As necessary the Committee may report on its actions to the Board and/or Trust management via written correspondence or at a regularly scheduled Board meeting. In addition, the Committee shall from time to time perform a self-evaluation of the Committee's functions.