BOARD OF TRUSTEES

GOVERNANCE COMMITTEE CHARTER

Adopted:	September 2, 2026
Last reviewed:	September 2, 2026

1. Purpose and Role

The Governance Committee assists the Board of Trustees in maintaining an effective, accountable, qualified, and continuously improving governing board. Consistent with Article VI, Section 1(g) of the Bylaws, the Committee oversees Board composition and leadership, trustee orientation and continuing education, Board and committee assessment, succession planning, governing-document review, and the Board's governance practices. The Committee also coordinates and monitors implementation of Board-approved governance improvements and related accreditation commitments.

The Committee exercises governance oversight and makes recommendations to the Board; it does not administer the University or assume responsibilities assigned to the President or University management.

2. Authority and Limitations

- Review matters within the scope of this Charter and request relevant information, analyses, policies, records, and compliance documentation through the President, Secretary to the Board, Board Liaison, or other appropriate University officers as reasonably necessary to support the Board's governance oversight responsibilities and applicable accreditation reporting.
- Recommend to the Board amendments to the Bylaws, Board policies, committee structure, committee charters, trustee expectations, and other governing documents.
- Coordinate Board and committee assessments and monitor implementation of Board-approved governance actions.
- Consult legal counsel or external governance advisers when authorized through applicable Board or University procedures.
- The Committee may not amend the Bylaws, adopt Board policy, appoint or remove trustees or Board officers, or otherwise act for the full Board unless expressly authorized by law, the Bylaws, or specific Board action.

3. Membership and Leadership

- Members are appointed by the Board Chair, who also designates the Committee Chair and Vice Chair, consistent with Article IV, Section 2(f) of the Bylaws.
- A majority of the Committee must be members of the Board. Non-trustee members may serve in accordance with Article VI, Section 3(b) of the Bylaws and, unless earlier removed, serve a three-year term.
- The Board Chair and Secretary to the Board serve as ex officio members under the Bylaws.
- Membership should collectively provide experience in higher-education governance, public accountability, law or policy, accreditation, organizational leadership, and Board development.

4. Meetings and Procedures

- The Committee shall meet at least three times each year, and more frequently when necessary to discharge its responsibilities.

- The Committee Chair shall designate meeting dates and places. Meetings may be conducted by telephone, video conference, or other means that allow all members to participate, speak, and be heard, as permitted by the Bylaws.
- A quorum consists of a majority of the Committee membership. Action requires a majority vote of the members present after a quorum is established. The Committee may act without a meeting through the unanimous written consent of its entire membership, as permitted by the Bylaws.
- Notice shall be provided to Committee members and the public in the manner and within the time required by the Bylaws and applicable law. At the time of this Charter, the Bylaws require at least five calendar days' advance notice for committee meetings.
- General parliamentary rules, including Robert's Rules of Order as modified by Board rules, shall govern Committee proceedings.
- Agendas and materials should be distributed sufficiently in advance to support informed deliberation. Items should be identified, as applicable, as For Information, For Discussion, or For Action. Materials supporting a requested action should identify the issue, the proposed recommendation and its source, significant risks, financial implications, and the specific action requested.
- Minutes shall document attendance, evidence and reports reviewed, significant deliberation, decisions or recommendations, recusals, follow-up actions, and responsible parties. The Secretary to the Board is custodian of committee minutes under the Bylaws.
- The Committee may invite University officers, employees, counsel, auditors, advisers, or other persons to attend all or part of a meeting when their participation will assist the Committee. Attendance does not confer voting rights.

5. Responsibilities and Duties

In carrying out the duties below, the Committee shall provide governance oversight supporting the University's compliance with applicable accreditation requirements, including MSCHE Standard VII - Governance, Leadership, and Administration, and, as applicable, Standard VI - Planning, Resources, and Institutional Improvement, as they relate to Board effectiveness, policy governance, assessment, Board-management boundaries, institutional planning, and sustained implementation of governance improvements.

5.1 Board Composition, Recruitment, and Succession

- Periodically identify the competencies, experience, and perspectives needed for the Board to fulfill its responsibilities and maintain a Board skills and experience matrix.
- Identify and evaluate qualified candidates for Board-elected trustee positions and maintain a list of qualified prospective candidates, while recognizing the appointment or election authority assigned by law to the Governor, Legislature, Board, faculty, students, and Alumni Association.
- Review the performance of incumbent trustees and Board officers eligible for reelection and recommend action consistent with the Bylaws.
- Address succession planning for Board officers and committee leadership and recommend committee assignments that consider expertise, continuity, balance, and workload.
- Recognize retiring trustees and review the adequacy of the Trustee Statement of Expectations.

5.2 Trustee Orientation and Continuing Education

- Oversee a consistent orientation program for new trustees addressing UVI's mission and strategy, fiduciary duties, governing documents, accreditation, finances, academic programs, organizational structure, Board-management boundaries, ethics, and meeting practices.
- Recommend and monitor an annual trustee education calendar addressing finance, accreditation, enterprise risk, cybersecurity, regulation, governance, strategy, and other emerging issues.
- Maintain records of trustee participation and periodically assess trustee development needs.

5.3 Board, Committee, and Presidential Assessment

- Lead regular Board and committee self-assessments, recommend improvement actions, and monitor documented follow-up.
- Coordinate an independent third-party Board review at intervals approved by the Board.
- Establish and periodically review standards and a calendar for the President's evaluation, in coordination with the Executive Committee and Board Chair, and recommend the process to the Board.

5.4 Governing Documents and Governance Practices

- Review the Bylaws, Board policies, committee charters, Trustee Statement of Expectations, Code of Conduct, and related governance procedures on an established cycle, obtain legal review when appropriate, and recommend changes to the Board.
- Review proposed committee-charter changes to promote consistency, appropriate delegation, clear limitations, and alignment with applicable law and the Bylaws before full Board action.
- Oversee the annual trustee conflict-of-interest disclosure process, ensure that identified conflicts are appropriately addressed, and report completion of the process to the Board.
- Monitor Board compliance with ethics, confidentiality, public-meeting, and executive-session requirements, in coordination with legal counsel as appropriate.
- Recommend improvements to Board and committee agendas, meeting materials, records, and decision-making practices.
- Monitor governance risks, including Board disengagement, overreach into administration, insufficient expertise, unclear delegation, inadequate documentation, and compliance gaps.
- Oversee the distribution of the Board Code of Conduct and the collection and maintenance of signed acknowledgments from all trustees.

5.5 Governance Improvement and Accreditation Oversight

- Serve as the coordinating body for Board governance reform and monitor implementation of Board-approved governance recommendations.
- Maintain a governance implementation calendar identifying responsible parties, target dates, completion evidence, and unresolved items.
- Receive periodic reports on governance-related accreditation obligations and ensure that the Board maintains evidence demonstrating sustained implementation.

6. Relationship to Other Committees and University Leadership

- Coordinate with all standing committees on charter review, committee assessment, trustee education, and governance practices.
- Coordinate with the Executive Committee on Board and presidential assessment, succession planning, and governance matters that span committee jurisdictions.
- Coordinate with the Audit Committee on conflicts of interest, ethics, compliance, and governance-related risk, while preserving the Audit Committee's independent oversight responsibilities.
- The Board Liaison and other personnel designated by the President or Secretary to the Board provide administrative support without assuming the Committee's governance responsibilities.

7. Reporting to the Board

- The Committee Chair, or the Chair's designee, shall report on Committee activities at regular and special meetings of the Board, as required by the Bylaws.
- Reports shall identify matters reviewed, recommendations requiring Board action, significant risks or unresolved issues, and follow-up expected of the Committee or University administration.
- Approved minutes, recommendations, reports, and evidence of completed follow-up shall be maintained in the Board's governance records repository.

8. Annual Work Plan

- The Committee shall maintain an annual work plan covering governing-document review, Board and committee assessments, presidential-assessment oversight, orientation, continuing education, succession planning, committee effectiveness, and governance-improvement monitoring.
- The Committee shall adopt its annual work plan at its first meeting following the annual meeting of the Board and update it as necessary throughout the Board year.

9. Evaluation and Charter Review

- The Committee shall assess its performance annually against this Charter and its annual work plan and shall identify needed improvements in information, expertise, meeting practices, or follow-up.
- The Committee shall review this Charter at least annually, preferably before the final regular Board meeting of each Board year, and recommend any proposed revisions to the full Board.
- This Charter and any amendment become effective only upon approval by the Board of Trustees. If a provision conflicts with applicable law or the Bylaws, applicable law and the Bylaws control.

10. Governing References

- UVI Bylaws, Article IV, Sections 2 and 4, and Article VI, Sections 1(g) and 3-9.
- UVI Conflict of Interest and Disclosure Policy and Trustee Statement of Expectations, as amended.
- Board-approved governance policies, resolutions, and implementation plans, as applicable.
- Middle States Commission on Higher Education, Standards for Accreditation and Requirements of Affiliation, Fourteenth Edition (2023), including Standard VI - Planning, Resources, and Institutional Improvement, and Standard VII - Governance, Leadership, and Administration.