

University of North Florida
Board of Trustees
Governance Committee Charter

Section 1: ROLE AND PURPOSE

The primary function of the Governance Committee of the University of North Florida Board of Trustees is to review and recommend for consideration by the Board various Board functions and to provide oversight of the corporate governance, administrative operations, and delegations of the Board and the University's affiliated organizations.

Section 2: AUTHORITY

The Board authorizes the committee to:

- 2.0 Perform activities within the scope of its charter.
- 2.1 Engage advisors as it deems necessary to carry out its duties.
- 2.2 Have unrestricted access to management, faculty, and employees of the University of North Florida and its Direct Support Organizations and affiliates.

Section 3: MEMBERSHIP AND MEETINGS

- 3.0 The Chair of the Board will appoint the chair and members of the committee.
- 3.1 Members will serve on the committee until their resignation or replacement by the Chair of the Board.
- 3.2 Meetings will be held not less than two times per year.
- 3.3 The committee may request special reports from the members of the University or Direct Support Organization management personnel on topics that may enhance its understanding of their activities and operations as it relates to the committee's mission.

Section 4: COMMITTEE RESPONSIBILITIES

The Committee will:

- 4.0 Review every other year and recommend changes as necessary to the Board Bylaws.
- 4.1 Review annually the committee charter and discuss any required changes with the Board to ensure that the charter is approved or reapproved by the Board annually.
- 4.2 Inform members of corporate governance best practices' and make recommendations to the Board and its committees.
- 4.3 Develop and recommend to the Board the number and structure of committees.

- 4.4 Review and approve recommendations from staff regarding Board member education, including new member orientation and regularly scheduled Board member training; provide suggestions on and feedback of same.
- 4.5 Review and provide feedback on the Board's self-evaluation process.
- 4.6 Review charter documents for new committees formed pursuant to BOT Bylaws.
- 4.7 Recommend to the Board appointments to the University's affiliated organizations and Direct Support Organizations.
- 4.8 Receive updates and provide review of the University's accreditation status and obligations.
- 4.9 Fulfill any other responsibilities as subsequently may be assigned by the University of North Florida Board of Trustees and/or the Board Chair.

ADOPTION OF CHARTER

I HEREBY CERTIFY that the University of North Florida Board of Trustees reviewed and approved this charter at its regularly scheduled meeting on March 5, 2025.



Moez Limayem
President



Kevin Hyde
Chair, Governance Committee



Kevin Hyde
Chair, Board of Trustees

History: New 10-26-2015. Amended 01-16-2020, 01-28-2021, 01-27-2022, 2-27-23, 06-13-24, 03-05-25.