

## NEW YORK NEW JERSEY TRAIL CONFERENCE

### GOVERNANCE COMMITTEE CHARTER

(The Governance Committee is a Committee of the Corporation)

- **Scope of Work**

The Governance Committee is responsible for the review of the Trail Conference's governing documents, policies, procedures and practices and for making recommendations to the Board to enhance the effectiveness and development of the Board and to ensure that the Board is carrying out its legal and fiduciary duties.

- **Accountability and Responsibility** -- The Committee shall be accountable to the Board for the effective performance of the foregoing Scope of work, including the specific duties set forth below:
  - Evaluate the Trail Conference's Board and committee structures and its governing processes and documents on an ongoing basis (including review of the Bylaws every five years) and recommend changes as appropriate.
  - Work with each committee to develop a clear committee charter, and review that charter periodically.
  - Ensure that the Trail Conference has an up-to-date Board Manual, has current biographies of all Board members, that each member of the Board has annually signed a Conflict of Interest Statement and signed a Confidentiality Statement.
  - Design a plan for orderly succession in the offices of Chair, Vice Chair, Treasurer and Secretary and in the position of Executive Director; provide recommendations to the Board concerning implementation of the plan; and, as directed by the Board, participate with other committees in carrying out such implementation.
- **Membership**
  - The members of the Governance Committee and its Chair shall be appointed by the Board of Directors, and shall include the Board Chair and at least three additional Board members.
- **Meetings**
  - Meetings shall be scheduled as necessary. Minutes shall be kept of all meetings. A majority of members (present either in person, telephonically or electronically) shall suffice as a quorum, and a majority vote of such members present shall be necessary for action on agenda items.

This charter adopted by the Governance Committee on May 21, 2015 and  
by the Board of Directors on May 26, 2015