

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION
BOARD GOVERNANCE COMMITTEE CHARTER**

Last amended: December 12, 2012

Last amended: November 5, 2014

INTRODUCTION

The Board Governance Committee has been established to support the MCERA Board in promoting the best interests of MCERA, its active and retired members and beneficiaries through the implementation of sound Board governance policies and practices that enhance good, fair and open decision making.

COMPOSITION

The Committee will typically consist of three (3) to five (5) Board members who shall be appointed by the Chairperson of the Board. The Chairperson may, upon consultation with the full Board, appoint more than five (5) members to the Committee. The Chairperson may, but need not, appoint himself or herself to the Committee.

MEETINGS

The Committee shall meet twice per year otherwise on an as-needed basis as determined by the Committee Chair in consultation with the Chair of the Board and Retirement Administrator. Members of the Board who are not Committee members may attend Committee meetings as members of the public. In accordance with MCERA Bylaws, if a quorum of the Committee is not present for a particular meeting, such attending Board members who are not appointed members of the Committee may vote in an ex-officio capacity to establish a quorum.

RESPONSIBILITIES

The Board Governance Committee shall have the authority and responsibilities for the following:

1. To oversee the Board's development and compliance with Bylaws, Charters, and policies and recommend changes as appropriate.
2. To oversee the orientation process for new Trustees, including review of the Trustee Handbook.
3. To review the overall effectiveness of the Board and recommend improvements where warranted.
4. To receive input from the members, plan sponsors and other interested parties, including among others the Retirement Administrator and non-Committee Board members, as to suggestions for improving Board organization and functions.
5. To recommend the roles and responsibilities of the various committees of the Board.
6. To recommend changes in the structure of the Board meetings and the preparation of materials and records of Board actions.
7. To oversee the process for the periodic election of the MCERA Board trustees who are elected by members.
8. To work with staff and MCERA's engaged professional advisors, including counsel, to assist the Board in its governance activities. All communications with MCERA's professional advisors regarding this Committee's activities shall occur through the Retirement Administrator or this Committee's Chair.

AUTHORITY

All Committee actions must be ratified or adopted by the Board.

CHARTER REVIEW

This Charter will be reviewed by the Board at least every three (3) years to ensure that it remains relevant and appropriate. The Charter may be amended from time to time by majority vote of the Board.