

**XAVIER UNIVERSITY BOARD OF TRUSTEES
NOMINATIONS AND GOVERNANCE COMMITTEE
CHARTER**

1. General Description of Authority

The Nominations and Governance Committee (“Committee”) is a standing sub-committee of the Executive Committee of the Board of Trustees established to develop a plan of Board and Board committee membership and composition so that the Board and its committees can deliberate and act in ways commensurate with the needs of the University and consistent with the Board’s fiduciary obligations. Working with the President, it identifies, cultivates and recruits potential Trustees and recommends to the Executive Committee candidates for election by the full Board. As well, the Committee develops and recommends strategies, policies, and practices that orient, educate, motivate and assess the performance of Trustees and the structure and organization of Board and associated committee meetings.

2. Membership

The Committee will consist of no fewer than five (5) members including the Chair a Vice Chair and, when possible, immediate past Chair of the Board of Trustees. They will be appointed annually by the Executive Committee. Given the nature of the Committee’s deliberations, it is inappropriate for non-Trustee members to be members of the Nominations and Governance Committee. The President is a member of the Committee and functions as primary staff to the Committee.

3. Duties and Responsibilities

The Nominations and Governance Committee will assist the Board of Trustees to reflect upon and improve its service in furthering the University and its Jesuit Catholic Mission by:

- a. helping the Board determine desired Board composition in terms of influence, diversity, and talents;
- b. populating the Board with able, dedicated Trustees by maintaining a viable list of candidates and by cultivating top prospects;
- c. reviewing with the Executive Committee at least annually all names of Trustee candidates under consideration for potential Board membership;
- d. overseeing the orientation and development of new Board members;
- e. recommending to the Executive Committee all committee members and chairs;
- f. assessing the performance of individual Board members when they are up for re-election;
- g. overseeing periodic reviews by the Board of its own organization and performance (committee charters and structures, meeting schedules and times, retreats, etc.);
- h. periodically reviewing its Charter and recommending revisions to it as necessary to the Executive Committee;
- i. periodically reviewing its processes and procedures to make the Committee more effective.

4. Meetings

The Committee will meet no less than three (3) times annually.

5. Reporting

A report of the Nomination and Governance Committee will be a standing agenda item for the Executive Committee whenever it meets. In addition, the Committee will report at least annually to the full Board in Executive Session. The Committee shall approve a set of goals at the first meeting of the academic year, and will report to the Executive Committee at least annually on progress toward those goals.