

1 Governance Committee Charter



Governance Committee Charter

Authority

The Committee is a committee of the Board established under Article IV, Sec. 1 of the Bylaws.

Membership

Only directors may serve on the Committee. The Board Chair will appoint members of the Committee and a Committee Chair, each to serve for one-year terms.

Operations

The Committee will meet with such frequency as it may determine. The Chair of the Committee will preside over Committee meetings. A majority of Committee members will constitute a quorum. Committee approvals will require a vote of a majority of the Committee members present at a meeting at which a quorum is present.

The Committee will report its activities to the Board on a regular basis and will keep minutes of its meetings.

Unless the Committee otherwise directs, the President/CEO may attend all Committee meetings.

The Committee will review this charter periodically and recommend any proposed changes to the Executive Committee for review. The Board may amend this charter at any time.

Responsibilities

The Committee will periodically review the Bylaws and any other Board or committee operating guidelines for compliance, recommendations, or other actions.

The Committee will review and advise the Board of Directors regarding procedural requirements contained in the Bylaws as requested.

The Committee will monitor Ethical Practices and compliance. It will make recommendations to the Board of Directors regarding potential or actual conflicts of interest, including the review

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and consideration of any affiliations that may be disclosed by Board members, or otherwise come to the attention of the Committee.

The Committee shall create a subcommittee annually to consider nominations for new members to the Board of Directors.

Any nominations proposed by the subcommittee shall be presented to the Board at its annual meeting. Biographical materials regarding nominees shall be sent to the Board no later than two weeks prior to the annual meeting. The submission by the subcommittee shall be a single slate of nominees.

In seeking nominees, the subcommittee shall consider diverse and experienced candidates with skills needed to support the Mission and Vision of Lakeside. The subcommittee will seek potential candidates that represent homeowners, and also other candidates that will bring diverse Lakeside experience to the Board.

The subcommittee shall, as needed, develop and conduct a board orientation and training development program.

The subcommittee shall present a single slate of proposed Officers for election at the annual meeting of the Board of Directors.

Nominations for both new board members and officers may also be made from the floor at the annual meeting. Nominators should offer any pertinent biographical data to support any candidate nominated from the floor.

Approved, on this day, May 19, 2023.



Rachel Miller

Secretary of the Board of Directors

The Lakeside Association

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