

# CHARTER OF THE GOVERNANCE COMMITTEE OF THE OAKLAND UNIVERSITY BOARD OF TRUSTEES

## I. Purpose

The Governance Committee (the "Committee") shall provide assistance to the Board of Trustees (the "Board") of Oakland University (the "University") in fulfilling the Board's responsibilities by evaluating, monitoring and making recommendations to the Board with respect to the governance policies and procedures of the University.

## II. Structure and Operations

The Committee shall be comprised of no more than four members of the Board.

A Chairperson shall be elected by the full Board. The Chairperson shall be a voting member of the Committee. The Chairperson will chair all meetings and set the agendas for Committee meetings in consultation with the other members of the Committee, the Board and the Executive Committee. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee in advance of each meeting to permit meaningful review.

## III. Responsibilities and Duties

The following functions shall be the common recurring activities of the Committee in carrying out its purposes outlined in Section I of this Charter.

1. Review and recommend to the Board the adoption of, and any changes to, the Board's governance guidelines, including the Board Conflict of Interest Policy, and monitor developments with regard to governance to enable the Committee to make recommendations to the Board on matters of Board governance and on any action to be taken in light of such developments.
2. Periodically review the charter and composition of each committee of the Board and make recommendations to the Board for the adoption of or revisions to the committee charters, the creation of additional committees or the elimination of Board committees.
3. Consider and recommend to the Board policies and procedures related to meetings of the Board, such as may relate to agendas, preparation and delivery of meeting materials, meeting schedules and locations.
4. Report to the Board at the Board's next regularly scheduled meeting or as soon thereafter as reasonably possible following meetings of the Committee, and recommend action by the Board as appropriate. The report to the Board may be an oral report by the Chairperson of the Committee or any other Committee member.