

UNIVERSITY LABORATORY SCHOOL

A Hawai'i Public Charter School

GOVERNANCE COMMITTEE BY-LAWS

Adopted: August 20, 2019

I. PURPOSE

The **Governance Committee** (hereinafter "Committee") is responsible for assisting the University Laboratory School (ULS) Governing Board (hereinafter "Board") in Board member recruitment, orientation, training, and evaluation, as well as the development of Board-wide by-laws, policies, and charter school contract commitments by the Board.

II. DUTIES AND FUNCTIONS

The Committee, as authorized by the ULS Governing Board (hereinafter "Board"), shall have the following duties and functions:

- Provide general oversight of the recruitment, nomination, and election process of Board members; analyze the skills and experience needed on the Board; create a short and long-term Board recruitment strategy; and work with the Board Chairperson on a succession plan for Board officers.
- Develop and implement an orientation program for new Board members.
- Provide professional development/training opportunities for Board members, as needed.
- Develop and revise the Governing Board handbook, which outlines the responsibilities of the Board and Board members, policies, and other relevant information; assist in the planning of the annual Board retreat and other deeper strategy sessions, as needed.
- Coordinate annual evaluations of the Board and each Board member.
- Work with the Standing Committees to develop Committee and Board goals; regularly evaluate the effectiveness of Board meetings and make recommendations for improvement, as needed;
- Conduct periodic reviews of the Board By-Laws and recommend revisions, as appropriate.
- Coordinate Board member response in charter school contract renewal process.

The Board may task the Committee with additional duties and functions as may be necessary from time to time.

III. MEMBERSHIP AND OFFICERS

The appointment and terms of membership to the Committee shall be made pursuant to the Board By-Laws, Article V. Officers and Terms of Office, section D.

Each year, the Committee shall elect one member to be its Chairperson, provided that the Chairperson shall be a member of the Board. In the event of a vacancy, the Board Chairperson may appoint an interim Chairperson of the Committee. The Committee may elect other officers from its membership as may be necessary to facilitate the efficient conduct of its duties and functions.

IV. MEETINGS

A meeting of the Committee may be called by the Chairperson, or by agreement of a majority of the members of the Committee, as necessary to fulfill the Committee's duties and functions. Committee meetings shall be open to the public and a notice and agenda of a meeting of the Committee shall be posted at the ULS office and on the ULS website not less than six (6) calendar days prior to a given meeting. Quorum for meetings of the Committee shall be a majority of the appointed members of the Committee.

V. REPORTING

The Committee shall keep written minutes of its meetings that include:

- (A) the date, time, and place of the meeting;
- (B) the members of the Committee recorded as either present or absent;
- (c) the substance of all matters proposed, discussed, and decided;
- (d) the views of the meeting participants;
- (e) a record, by individual Committee member, of any votes taken; and
- (f) any other information that any member of the Committee requests be reflected in the minutes.

The Committee shall cause to have posted the written minutes from its meetings at the ULS office and the ULS website within sixty (60) calendar days after the respective meeting or five (5) calendar days after its next meeting, whichever is sooner.

The Committee shall deliver reports to the Board on all significant matters it has discussed and decided.

VI. REVIEW

The Committee will review its duties and functions at least annually. As necessary and with the assistance of the Governance Committee, the Committee shall propose

amendments to its By-Laws and present such amendments to the Board for consideration and approval.

VII. ANNUAL ASSESSMENT

At least annually, the Board, acting through the Governance Committee, shall review the effectiveness of the Committee in fulfilling its duties and functions as set forth in this document.

VIII. REMOVAL AND VACANCIES

Any member of the Committee may be removed and replaced at any time by the Board. The Board will fill vacancies on the Committee by appointment from among members of the Board or other individuals determined qualified and willing to serve. If a vacancy exists on the Committee, the remaining members may continue to conduct Committee duties and functions as long as a quorum remains in office.