

# CHARTER OF THE GOVERNANCE COMMITTEE OF BIRMINGHAM VOLUNTEER LAWYERS, INC.

## PURPOSE, OBJECTIVES AND RESPONSIBILITIES

The purpose and objectives of the Governance Committee (the "Committee") of the Board of Directors (the "Board") of Birmingham Volunteer Lawyers, Inc. (the "Corporation") are to assist the Board in fulfilling the Board's responsibilities to the Corporation and its stakeholders, particularly with respect to the manner in which the Board conducts its stewardship of the Corporation. Capitalized terms not otherwise defined have the meaning set forth in the Bylaws of the Corporation.

The specific responsibilities of the Committee are to:

- (a) assist the Board in determining the appropriate characteristics, skills and experience for the individual members of the Board and the Board as a whole;
- (b) develop a process that will allow the Committee to identify and evaluate individuals qualified to become members of the Board, consistent with the criteria approved by the Board;
- (c) review the suitability for continued service of each Board member, including considering such member's attendance at meetings and participation in, and contributions to, the activities of the Board;
- (d) recommend to the Board the nominees for membership on the Board and nominees to offices provided by the Bylaws and propose the slate of directors and officers submitted to the Board and for approval at the Annual Meeting, taking into account the criteria for directors and officers and other relevant factors;
- (e) recommend to the Board candidates to fill vacancies on the Board of directors and newly-created positions on the Board resulting from an increase in the authorized number of directors in the manner provided in the Bylaws;
- (f) develop and recommend to the Board corporate governance principles, charters and policies consistent with the Bylaws, the mission and purpose of the Corporation and applicable law;
- (g) periodically review existing corporate governance principles, charters and policies to assure they are appropriate for the Corporation and recommend to the Board such changes and amendments as the Committee deems necessary or advisable;
- (h) make recommendations to the Executive Committee regarding the composition of each standing committee of the Board, taking into account specific committee duties and responsibilities and the experience and qualifications of the proposed members;
- (i) make recommendations to the Executive Committee regarding the appointment of officers of the Corporation, taking into account specific duties and responsibilities of the office and the experience and qualifications of the candidates;
- (j) assist the Board in the oversight and implementation of the Corporations' conflict of interest policy, as it may be stated from time to time, including, without limitation, implementing such procedures as the Board may delegate to the Committee and investigating and advising the Board on whether a transaction or situation involving an officer or director presents a conflict of interest and fashioning appropriate

remedies, in accordance with the conflicts policy and applicable law;

- (k) report to the Board on a regular basis, as determined by the Committee or the Board; and
- (l) fulfill such other duties and tasks as may be specified in this charter, or as may be delegated from time to time by the Board.

The Committee will coordinate its effort with those of other committees in areas in which their respective responsibilities overlap.

## **COMMITTEE COMPOSITION**

The Committee shall consist of not fewer than three members.

Each member of the Committee shall be appointed by the Board and shall be removed or replaced by the Board in accordance with the Bylaws.

The Board of Directors shall designate one member of the Committee as its chairperson (the "Chair"), provided that if the Board of Directors does not designate a Chair, the members of the Committee, by majority vote, may designate a Chair.

## **COMMITTEE STRUCTURE AND OPERATION**

Except as provided in the Bylaws, any applicable resolution of the Board, or in this charter, the Committee shall determine the rules of procedure under which the Committee shall operate.

The Committee shall meet as often as it deems necessary to carry out its duties and responsibilities, but in any event not less than four times per year. A quorum shall consist of a majority of the members of the Committee present in person or by means of a conference telephone or other communication equipment by means of which all persons participating in the meeting can hear and participate.

The Chair shall preside over the meetings of the Committee and shall appoint a secretary (who need not be a member of the Committee) to take written minutes of the meetings.

The Chair, in consultation with the other members of the Committee and subject to the requirements set forth in this charter, will determine the frequency and duration of the meetings of the Committee and the agenda of items to be addressed at each meeting. In advance of each meeting and to the extent practicable, the Chair shall circulate the agenda for each meeting to each member of the Committee. In addition, if requested by the Board, the Chair shall call a meeting of the Committee and place on the agenda such items as may be requested by the Board.

The Committee may invite to its meetings other members of the Board, members of the Corporation's staff and such other persons as the Committee deems appropriate. The Committee may exclude any person (other than a member of the Committee) from a meeting as the Committee deems appropriate.

The Committee may form and delegate any of its authority and responsibilities to one or more subcommittee(s) as deemed appropriate by the Committee; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required to be exercised by the Committee as a whole by the Bylaws, any resolution of the Board, this charter, or applicable law.

The Committee will, from time to time and at least annually, review and revise this charter as appropriate and recommend any amended or restated charter to the Board for approval.

## **AUTHORITY**

The Committee shall have authority to perform all acts necessary or appropriate to fulfill its responsibilities and achieve its objectives under this charter and as otherwise directed by the Board, provided such acts are not contrary to the Articles of Incorporation, the Bylaws or applicable law.

The Committee may from time to time request the Board to retain and terminate professionals to assist the Committee in the discharge of its duties and responsibilities, with fees and expenses to be borne by the Corporation as approved by the Board. The Committee shall have no authority to retain professionals, or to incur any other expense, without the express prior approval of the Board.

## **QUALIFICATIONS OF DIRECTORS**

The Committee shall develop and recommend to the Board the criteria for the selection of new members of the Board and its committees, in accordance with this charter, the Bylaws and applicable law, including criteria relating to (a) conflicts of interest, (b) expertise required for members of the Board, (c) outside demands on members of the Board, (d) fundraising and development goals and policies as developed by the Board, (e) the mission and purpose of the Corporation and the needs and interests of its clients and stakeholders, and (f) diversity.

## **DISCLOSURE OF CHARTER**

This charter shall be made available on the Corporations website.

## **DATE OF ADOPTION**

This charter was adopted by the Committee on March 6<sup>th</sup>, 2019 and approved by the Board of Directors on March 13<sup>th</sup>, 2019.