

Governance Committee:

Authorized by the SEDC By-Laws (Art. V. Sec. 1 (E)) – Special Committees. The Governance Committee shall be appointed by the Chairman with a majority vote by the Board of Directors. It shall consist of **1.** One (1) member of the Executive Committee; **2.** Two (2) Members of the Board of Directors; and **3.** Two (2) At-Large Member/Stakeholders.

Narrative: The Governance Committee is formed to ensure effective board governance, including board recruitment, evaluation and orientation. The Governance Committee will also monitor and offer recommendations that will ensure the corporation operating and administrative structure is functioning effectively and efficiently. In addition, the Governance Committee will be responsible for oversight in the following categories including but not limited to:

1. Ensuring good governance principles and practice.
2. Strategic Planning.
3. Board and Committee Evaluations.
4. Regulatory Compliance.
5. Risk Management.
6. Procurement.
7. Personnel, Personnel Policy & Succession Planning.
8. By-Law's & Articles of Incorporation.
9. Conflict of Interest Policy
10. Government Relations & Advocacy.

Function: The Governance Committee may meet at any time at the Call of the Chair but no less than once each calendar quarter. A simple majority of Governance Committee members will constitute a quorum for the transaction of all business. A record of meeting minutes is required, and a report of the committee actions will be transmitted to the Board of Directors as soon as practical.

Chairman: **Zachary Manz**

Board of Directors: **Michael Relyea**

Board of Directors: **Doug Ford**

At-Large Member: **Todd Shimkus**

Appointment: Committee appointed annually by the Chair at the 1st regular meeting of the Board of Directors following the Annual Meeting of the Member/Stakeholders.

Term of Appointment: A minimum of one (1) year but no more than three (3) consecutive years.

Effective: May 1, 2025