



Policy Regarding Governance Committee For Barth Syndrome Foundation

Authority

The Governance Committee (the "Committee") is a committee of the Barth Syndrome Foundation (BSF) Board of Directors (the "Board") established under Article III, Section 17 of the By-Laws.

Membership

1. As defined in the By-Laws, the Committee shall be comprised of at least two Directors appointed by the Board. It may also include the Executive Director as a non-voting member, *ex-officio* member. Each member of the Committee will serve for a term ending with his/her Board term.
2. The Board may fill vacancies on the Committee. The Board may remove a Committee member from the Committee at any time, with or without cause.

Operations

1. The Committee will meet with such frequency as it may determine. The Chair of the Committee shall preside over Committee meetings. A quorum shall consist of 51% or more of the voting members of the Committee. If the Committee consists of more than two voting members, Committee approvals will require a vote of a majority of the Committee members. If the Committee consists of only two voting members, Committee approvals must be unanimous, provided, however, that if a unanimous vote cannot be reached, the Committee will forward the matter to the full BSF Board for consideration and a vote.
2. The Committee may conduct its meetings either in person or by means of a conference telephone or by any means of communication by which all persons participating are able to hear one another.
3. The Committee will report its activities to the Board on a regular basis via dissemination of the minutes of its meetings.
4. The Committee may invite any Board member, employee, consultant, outside advisor or other individual who is not a Committee member to attend its meetings, but such person will not have voting power and will not be considered Committee members.
5. The Committee will review this Policy periodically and recommend any proposed changes to the Board for review.

Responsibilities

1. Review periodically the Board's composition and identify, recruit and recommend candidates for Board membership.
2. Review periodically and make recommendations to the Board regarding the size, structure, charters, processes and practices of the Board and Board committees.
3. Recommend to the Board nominees for appointment to each committee, and for the chair of each committee if not already specified by committee charter.
4. Review periodically and make recommendations to the Board regarding the selection of, and succession process for, the Chair of the Board and other officers.
5. Oversee orientation, education and self-assessment programs for directors.
6. Review periodically BSF's By-Laws, Conflicts of Interest Policy, Record Retention Policy and other governance policies and practices and make recommendations to the Board as appropriate.

Limitations on Committee Authority

1. The Board may amend this Policy at any time.
2. The Board may not authorize the Committee and the Committee may not:
 - a. Fill vacancies on the Board or on any other Committee
 - b. Amend, repeal or adopt provisions of the By-Laws or Articles of Incorporation
 - c. Amend or repeal any Board resolution
 - d. Create Board committees or appoint members of Board committees

Adopted as of September 18, 2018