

# **TEACHERS RETIREMENT BOARD**

## **BOARD GOVERNANCE COMMITTEE CHARTER**

### INTRODUCTION

The Board Governance Committee has been established to support the CalSTRS Board in promoting the best interests of CalSTRS, its members, retirees and beneficiaries through the implementation of sound Board governance policies and practices that enhance good, fair and open decision making.

### AUTHORITY

To engage professional services consultants and counsel as necessary to assist the Board in its strategic planning and governance activities. The Committee may also appoint ad hoc subcommittees to further its work. All Committee actions must be ratified or adopted by the Board.

### COMPOSITION

The Committee shall consist of at least three members.

### MEETINGS

The Committee shall meet on an as-needed basis as determined by the Committee Chair in consultation with the Chair of the Board.

### RESPONSIBILITIES

The Board Governance Committee shall have the authority and responsibility for the following:

1. To oversee the Board's policy manual by developing processes to ensure policies are current and that CalSTRS' actions are compliant with such policies
2. To review and make recommendations to the Board for the content of Section 500 (Board Governance), Section 600 (Ethical and Fiduciary Conduct) and Section 700 (Administration) of the Board's policies.
3. To oversee the orientation process for new Trustees.
4. To review the overall effectiveness of the Board and recommend improvements where warranted.
5. To receive input from the members, educator organizations, business partners and other interested parties as to suggestions for improving Board organization and functions.
6. To recommend the roles and responsibilities of the various committees of the Board.
7. To recommend the process of electing officers, appointment of committees and chairs and vice-chairs of committees.
8. To recommend changes in the structure of the Board meetings and the preparation of materials and records of Board actions.
9. To oversee the process for the periodic election of three trustees who are elected by members.

10. To review and recommend to the Board the Delegation of Authority to the Chief Executive Officer.
11. To identify the need for and to recommend to the Board positions on proposed legislation relating to Board governance.

*Adopted April 6, 2005*