

VERITAS ACADEMY
GOVERNANCE AND NOMINATIONS
COMMITTEE CHARTER



ARTICLE 1. COMMITTEE MISSION

Section 1.01 Mission

The School Board of Veritas Academy (the “School”) has established the Governance and Nominations (the “Committee”) as a standing and permanent committee of the School Board. The Committee shall endeavor to assist the School Board (the “Board”) by facilitating, researching, and making recommendations for: (1) effective and appropriate Board governance structure, policies, and procedures; (2) identifying, recruiting, and nominating new Board members; (3) training and evaluation opportunities for existing Board members; and (4) formal communications from or on behalf of the Board to the community.

ARTICLE 2. ORGANIZATION

Section 2.01 Qualifications.

Committee members should have competencies in, or at a minimum a desire to learn, best practices in governance necessary to discharge the duties and responsibilities of the Committee. It is preferred that Committee members have training, expertise, or experience in board service, law, government, strategic planning, and/or the executive management of teams.

Section 2.02 Composition.

The Committee shall have no less than three (3) voting members and no more than five (5) voting members. Voting members of the Committee must be active Board members. Individuals not serving on the Board, such as consultants or members of the School community, may also serve the Committee in a non-voting capacity. The Committee should endeavor to be comprised of a majority of voting members that do not have a conflict of interest with full-time employees of the School.

Section 2.03 Chair & Committee Officers.

The Committee shall be comprised of a Chair and other Committee offices created and appointed by the Committee. The Committee Chair and other members of the Committee shall be selected in accordance with the procedures established by the Board. The Board Chair shall be either a member or ex-officio member of the Committee.

ARTICLE 3. MEETINGS, VOTING, AND REPORTING

Section 3.01 Frequency.

The Committee shall meet at least quarterly. The Chair, either upon their own initiative or upon request by a majority of the Committee, may schedule and call additional meetings

to accomplish Committee work.

Section 3.02 Calendar.

No less often than annually, the Committee shall, at a regularly scheduled or special meeting of the Committee, establish an annual calendar of meetings and tasks to ensure that the Committee is fulfilling its duties.

Section 3.03 Agendas.

The Chair, in consultation with Committee members, shall be responsible for establishing the agendas for meetings. An agenda, together with relevant materials, should be made available to Committee members at least 1 day, but preferably at least 3 days, in advance of the meeting. The Chair may designate a member to record minutes or prepare reports of meetings.

Section 3.04 Voting.

Committee recommendations must be approved by a majority of the voting members of the Committee. In the event of a tie, a period of time and prayer should be allowed for further consideration. If upon further voting the tie cannot be resolved, the Committee may inform the Board that a Committee recommendation cannot be reached.

Section 3.05 Quorum.

A quorum of any meeting of the Committee shall consist of a majority of its voting members. Committee members may participate by teleconference.

Section 3.06 Reports.

The Chair shall be prepared to report to the Board, at the Board's regularly scheduled meetings, on the meetings, activities, deliberations, and recommendations of the Committee.

ARTICLE 4. RESPONSIBILITIES AND DUTIES

Section 4.01 Policy and Procedure Recommendations.

The Committee is responsible for recommending to the Board policies and procedures, as may be more specifically set forth in the Board Manual, that are designed to promote the biblical, just, effective and efficient governance of the Board, including but not limited to policies and procedures for:

- A. The evaluation of the Board and its Officers.
- B. The nomination, election, terms, and retiring of Board members.
- C. The nomination of Board Officers.
- D. Board meetings.
- E. Board decorum as well as standards of conduct and disciplinary procedures for its members.
- F. Formal communications from or on behalf of the Board to the School community

or wider community, including opportunities for direct engagement between the Board and members of such communities.

G. New Board member orientation and education.

H. Succession planning for the Board, the Board Chair, and other Board Officers.

Section 4.02 Assisting and Coordinating with Other Committees.

The Committee shall endeavor to model best committee practices and procedures for other Board committees, and learn from the best practices and procedures of other committees. In addition, the Committee shall coordinate with other Board committees on the development of proposed policies and recommendations, where the area of study overlaps with the charge given to another committee.

Section 4.03 Assisting and Coordinating with the Board and the Board Chair.

The Committee shall, in consultation and coordination with the Board Chair:

- A. Lead the Board through the established School Board Candidate, Nomination, and Voting Procedures;
- B. Advise on communications from the Board (or on behalf of the Board, through the Board Chair or other Board designee) to the School or wider community;
- C. Assist in providing for opportunities for direct engagement between the Board and the School or wider community; and
- D. Assist with the implementation of Board policies and procedures recommended by the Committee and approved by the Board.

Section 4.04 Review of Governing Documents.

The Committee shall review at least annually:

- A. The School's certificate with the state and the School's Bylaws to recommend updates or revisions to the Board in accordance with the School's mission.
- B. The Board Manual and recommend revisions in accordance with the mission and function of the School and the Board.
- C. This Charter to recommend updates or revisions to the Board consistent with its purpose and function.

Section 4.05 Other Projects.

The Committee will also undertake such other projects as are delegated to the Committee by the Board. The Committee will endeavor to be prepared to undertake such projects from the Board that involve the governance of the School or the internal affairs of the Board.