



Marin Country Day School Committee on Trustees

September 2022

Purpose of the Committee on Trustees

The Marin Country Day School ("MCDS" or the "School") Board of Trustees (the "Board") is dedicated to conducting its business in the best interests of the School. Accordingly, the Board oversees a process to help insure the effectiveness and stability of the Board. This process is overseen by the Committee on Trustees (the "Committee").

The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of further Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board.

The specific composition and responsibilities of the Committee are as follows:

Formation and Structure of the Committee

The Committee shall consist of Trustees appointed by this same Committee and administrative staff as deemed necessary or desired. The Committee shall consist of a minimum of 3 Trustees.

The Committee shall be led by a Committee Chair or Co-Chairs, selected by the previous Chair or Co-Chairs in consultation with the Board Chair and if applicable, Board Chair-elect. Chairs or Co-Chairs are asked to serve at least 2 years in this role, unless extenuating circumstances necessitate a shorter term.

The Chair or Co-Chairs of the Committee must be Board member(s). Non-Trustee community members may not serve on the Committee.

The Committee may not include any member of MCDS's staff or any person who has a material financial interest in any entity doing business with MCDS. The MCDS Head of School, and applicable members representing the administration (such as the Office of Development) may attend meetings.

The Committee should also encourage its members to attend CAIS and other conferences focused on risk mitigation and governance issues.

Duties of the Committee

The purpose of the Committee is to assist the Board in discharging the Board's responsibilities including the following primary responsibilities:

- The identification of candidates for board membership consideration and the selection of nominees for election as Trustees, including nominees to fill vacancies;
- The staffing of Board Committees and the selection of the chairpersons of such committees;
- The assessment of the effectiveness of the Board as a collective and its members;
- And the analysis and recommendation to the Board of issues and proposals regarding corporate governance matters applicable to the Board.

In addition, the Committee:

- Reviews the Board bylaws every 3 years or more frequently if necessary;
- Reviews this Charter every two years or more frequently if deemed necessary or advisable by the Committee to ensure its adherence to Committee practices and policies.

Committee Meeting Schedule

The Committee will meet 9 times (prior to the applicable month's Board meeting) during the academic year, and more frequently as needed or desired (such as the Committee mini-retreat).

The Chair or Co-Chairs (or in his or her or their absence, a member designated by the Chair or Co-Chairs or remaining members of the Committee) shall preside at each meeting of the Committee and set (in consultation with appropriate members or administrative staff) the agendas for Committee meetings.

The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with the Bylaws of the School.

The Chair/Co-Chairs may delegate responsibility of the Committee to any subcommittee of the Committee.

Report of the Committee

The Committee shall present to the Board annually at a Board meeting:

- a list of candidates considered for nomination to the Board of Trustees;
- a final slate of nominees for election as a Trustee; and
- results of the Board's self-assessment (or otherwise provided to the full Board if unforeseen circumstances prevent presentation at a Board meeting).