

**THE PRESIDIO TRUST
GOVERNANCE COMMITTEE CHARTER**

I. AUTHORITY, ESTABLISHMENT AND PURPOSE

In accordance with Article Four, Section 15 of the Bylaws of the Presidio Trust, the Governance Committee is established to assist the Presidio Trust Board of Directors (“Board”) in its responsibility for ensuring the creation and implementation of effective Board processes, structure and roles, committee development, Board evaluation, and evaluation of the Presidio Trust (“Trust”) Chief Executive Officer (CEO). The Committee may also carry out other duties as directed by the Board.

II. STRUCTURE AND ORGANIZATION

1. The Committee shall consist of at least two members of the Board. Committee members and the Committee Chair serve at the pleasure of the Board. The Board Chairperson shall serve ex-officio as a voting member of the Governance Committee. The Board Chairperson’s ex-officio membership is not counted for purposes of determining the number of members in the Committee.
2. A majority of the members of the Governance Committee shall constitute a quorum for the conduct of committee business, provided however that if the Committee has only two members (not counting the Board Chairperson), a single member of the committee shall constitute a quorum. The act of a majority of the committee members present at any meeting at which there is a quorum shall be an act of the committee. The Board Chairperson is counted for determining the majority if the Chairperson is present.
3. The Committee shall meet at least twice a year, and more often as necessary, to act promptly on any matter within this Charter.

III. RESPONSIBILITIES

1. The Committee will ensure that new Board members receive appropriate orientation and training.
2. The Committee periodically will evaluate the performance and effectiveness of the Board and its committees, including a review of their governance practices and a review of the size, structure, and composition of the committees.
3. The Committee will nominate candidates to serve as Chairperson and Vice Chairperson of the Board pursuant to a process determined by the Committee.
4. Annually, the Committee will oversee the CEO’s performance. The Committee shall recommend to the Board the amount and type of compensation for the CEO and periodic adjustments thereto.

5. The Committee will consult with the CEO and staff as appropriate concerning significant Human Resources policies.
6. Periodically, the Committee will report to the Board on Committee matters and present recommendations to the Board on matters within the scope of this Charter.
7. The Committee will periodically review and assess its performance and the adequacy of this Charter. As needed, the Committee may propose revisions of this Charter to the Board.

Nothing in this Charter shall be interpreted inconsistently with the Presidio Trust Act or the Bylaws of the Presidio Trust.