

The David and Lucile Packard Foundation

COMMITTEE ON THE BOARD CHARTER

Committee on the Board Purpose: The Committee on the Board (Committee) is established to assist the Board in ensuring that the members of the Board represent the level and diversity of perspective, judgment, experience, maturity, expertise, and culture to govern the Foundation now and into the future. The Committee is established by the Foundation's Third Amended and Restated Bylaws ("Bylaws") as a standing Committee of the Board.

Membership: The Committee shall be composed of at least two (2) members, with the President and CEO being an additional ex officio voting member. All members will also be members of the Board of Trustees. If the Chair of the Board is not a member of the Committee, the Chair may attend Committee meetings and vote on Committee actions.

Authority and Responsibilities: The Board grants the Committee authority and responsibility to:

- (1) Oversee general Board and Foundation governance matters, including reviewing and making recommendations with respect to the Foundation's governance policies and procedures.
- (2) Establish the criteria for selection of General Trustees.
- (3) Identify qualified candidates who represent potential future Board members.
- (4) Screen, interview, and nominate to the Board, candidates for open positions for General Trustees on the Board.
- (5) Nominate members of Board Committees and Chairs of those Committees, for appointment pursuant to Article VIII, Section 9 of the Amended and Restated Bylaws.
- (6) Nominate the Chair of the Board and Officers.
- (7) Review the orientation and training materials for newly appointed Trustees.
- (8) Provide and review a biennial survey of the Board on its performance and conduct an assessment of individual Board members upon the completion of their term(s), if that Trustee stands for re-election to the Board.
- (9) Report to the Board on Committee activities.

- (10) Review annually the Committee on the Board Charter and recommend any changes to the Board.

Operations of the Committee: The Committee Chair, who shall be a member, shall preside at all meetings. Meetings may be in person or by video or teleconference and the Chair shall present any findings or recommendations to the Board. The Committee shall have the authority to delegate to subcommittees and to Foundation staff. A quorum shall consist of a majority of the members. Minutes shall be kept of each Committee meeting and shall be filed with the corporate records. The Committee shall reflect on the results of the Board Self-Assessment done every other year, or more frequently and consider ways in which the survey results can be used to improve the Committee's work.