

# WASHINGTON STATE HEALTH INSURANCE POOL

## GOVERNANCE COMMITTEE CHARTER

Updated and Approved March 12, 2014

### PURPOSE

The Governance committee helps ensure that the Board governance system performs well, with specific responsibility for making recommendations to the Board on organization and procedures, and performance evaluation of the Board and individual Board members.

### MEMBERSHIP

The Governance Committee will be comprised of at least three Board members, plus the Executive Director who will serve in a non-voting capacity. The committee will include at least one member plan representative and one governor-appointed representative.

### MEETINGS

The Governance Committee will meet at such times as it determines to be necessary or appropriate.

### DUTIES

The Governance Committee will:

1. Manage the process whereby the full Board annually assesses its performance, and report to the Board the results of the evaluation with any recommendations for improvements.
2. Manage the process whereby individual Board members are evaluated annually, and provide the results to individual Board members with any recommendations for improvements.
3. Advise the Board on additional skills, knowledge, or perspectives that may be desirable on the Board and/or in future Board members.
4. Manage the process to identify Board member conflicts of interest. When requested by the Board, investigate any potential conflicts of interest by a Board member.
5. Establish guidelines for acceptable Board behavior.
6. Ensure the election of member plan representatives to the Board is in accordance with WSHIP by-laws.
7. Oversee the orientation process for new directors, and recommend ongoing Board education topics.
8. Recommend to the Board committee structures and procedures for conducting the business of the Board.
9. Provide recommendations for nominations of Board officers.
10. Oversee planning of periodic Board retreats.