

BECU's GOVERNANCE COMMITTEE CHARTER February 2010

Purpose and Responsibilities

The Credit Union's Board of Directors (Board) appoints the Governance Committee. The Committee is composed of three to five Board members and its responsibilities are as follows:

- The Committee conducts reviews of Board and Supervisory Committee policies and procedures relating to volunteer participation, conflicts of interest, confidentiality, and other corporate governance issues. The Committee reviews governance models and best practices in corporate governance.
- The Committee establishes the process by which new Board and Supervisory Committee members are nominated and elected for their volunteer roles. The Committee also recommends volunteers for various Board Committees and for Board officer positions.

To select candidates for the Board and Supervisory Committee, and to recommend appointees to the Board in the event of vacancies, the Committee interviews interested members and reviews their qualifications and willingness to serve the Credit Union. The Committee will submit to the Board Secretary a slate of candidates at least one month in advance of the Credit Union's Annual Meeting.

- The Committee will establish the process by which volunteers are onboarded and educated. The Committee will periodically review the process by which the Credit Union provides information to volunteers.
- At least annually, the Committee will facilitate a performance assessment process for:
 - The Board and individual Directors
 - Board Committees
 - The Supervisory Committee and individual members.

Among other items, the assessments will cover attendance records. The Committee will review the results of the assessments.

- At least annually, the Committee will review its charter.
- Periodically, the Committee will review the Credit Union's Corporate Oversight Policy and Corporate Governance website document, as well as Policy 3100 (Volunteer and Management Responsibilities) and Policy 3300 (Code of Ethics.)
- The Committee may delegate some or all of its duties to one or more sub-committees.