

**EASTERN MAINE HEALTHCARE SYSTEMS  
GOVERNANCE POLICY**

**Title:** Governance Committee Charter

Modifiable

Non-Modifiable

**No:** 27

**Supersedes No:** N/A

**Approved by the Board:** 03/19/2014

**Dated:** 10/05/2010

**Applicable to:**  EMHS Home Office  
 All EMHS Entities  
 EMHS Provider Entities

EMHS For-Profit Entities  
 EMHS Hospitals  
 EMHS Tax-Exempt Entities

**Responsible Executive:** M. Michelle Hood  
President & CEO

**Approved by:** \_\_\_\_\_  
**Signatures on file** M. Michelle Hood  
President & CEO

**Approved by:** \_\_\_\_\_  
P. James Nicholson  
EMHS Board Chair

**Related Policies**

EMHS Bylaws, Article VI, Section 8, and Article VII  
No 12, Board Self Evaluation Policy

**Purpose**

The Governance Committee (the “Committee”) is responsible for developing and monitoring the effectiveness of the Board and its committees.

**Responsibilities**

In meeting its responsibilities, the Governance Committee will:

- Carry out responsibilities to assure that the EMHS Board is functioning at the highest possible level of governance, utilizing national best practices as a benchmark;
- Routinely monitor, evaluate and make recommendations to the EMHS Board concerning bylaws;
- Plan orientation, education, and development for EMHS Board Directors, EMHS Corporators and trustees of member organization boards;
- Initiate new governance policies and procedures as needed; review and update existing policies;
- Conduct Board self-evaluation at least biennially;
- Prepare and monitor a biennial Board Development Plan;

**Composition**

The Governance Committee shall consist of at least nine Directors, including the Chair and the EMHS President and CEO; and a majority of the Committee must be “independent” as defined in Article VII of the Bylaws.

**Meeting Schedule**

The Governance Committee meets at least two times annually, or as needed, and on call of the Chair, the President and CEO or any two members of the Committee.