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Abbott Northwestern Hospital Foundation

Governance Committee – Charge

Membership

The Governance Committee will consist of at least three directors of the Foundation Board and shall include the Chair of the Board of the Foundation and the Foundation President as ex officio members. The Foundation Board will elect a chair and vice chair of the Governance Committee.

Charge to the Committee

The Governance Committee is responsible for recommending to the Foundation Board the composition of the board and its committees, its officers, and other governance matters. As such, it will perform the following functions:

- Oversee Board evaluations and follow-up activity indicated by such evaluations
 - Board's evaluation of Foundation President's annual performance
 - Board's evaluation of the Board's and Foundation's performance
 - Dialogue with individual board members regarding their experience on the board
- Strategic selection of the slate of nominees to the Board
- Strategic selection of the slate of Board officers
- Strategic selection of the committee chairs/vice chairs and collaboration with the Board chair on committee membership
- Coordination of the orientation of directors
- Consideration of amendments to the Foundation's Bylaws
- Consideration of such other governance matters as may come before the Foundation

Approved 3-2-04

Revised 6-09

Revised 1-12