

**OBWC Board of Directors  
Governance Committee Charter  
November 21, 2007**

**Purpose**

The Committee shall assist the Ohio Bureau Board of Directors in fulfilling its oversight responsibilities relating to developing and implementing sound governance policies and practices. The Committee is responsible for:

- reviewing and recommending to the Board the adoption of governance guidelines and committee charters;
- recommending director assignments to Board committees; overseeing compliance with federal and state laws, ethics, regulations and policies;
- developing a process for the Board's assessment of its performance and the performance of Board committees and a self assessment by Directors; and
- making recommendations for Board Vice-chair and committee chairs for the Chair's consideration and the Board's approval.

**Membership**

The Committee shall be composed of a minimum of three (3) members. One member shall be the Chair of the Ohio Bureau of Workers' Compensation Board of Directors. The Board, by majority vote shall appoint two additional members.

The Committee Chair will be responsible for scheduling all meetings of the Committee and providing the Committee with a written agenda for each meeting. The Committee encourages all Board members to attend their meetings. The Governance Committee is a standing committee of the Ohio Bureau of Workers' Compensation (BWC) Board of Directors. The Committee will have a staff liaison designated to assist it in carrying out its duties. This Board liaison will be responsible for all communication, handling of responses and public record requests of the Board.

**Meetings**

The committee shall meet quarterly or more frequently as it shall determine is necessary to carry out its duties and responsibilities. The Chair will schedule regular meetings; additional meetings may be held at the request of two or more members of the Committee, or the Chair of the Board. A majority of the members shall constitute a quorum. At least one meeting shall be in executive session for the purpose of the performance review of the Administrator.

## **Duties and Responsibilities**

In carrying out its oversight responsibilities, the Committee shall:

1. At least annually review the Board's Governance Guidelines and the charters of the Board's standing committees, and making such recommendations as the Committee determines necessary or appropriate; and consistent with HB 100, including recommendations concerning the structure, composition, membership and function of the Board and its committees, subject to Board approval.
2. The Committee shall make recommendations for Board Vice-chair, committee chairs and committee members for the Chair's consideration and the Board's approval.
3. The Committee shall develop and coordinate the annual self-assessment of the Board and its Committees.
4. The Committee shall coordinate annual review process of the Administrator with the Board.
5. Make recommendations to the Board for retaining fiduciary counsel.
6. The Committee shall oversee the process for the annual report by the Board for submission to the Governor, General Assembly or the Workers' Compensation Council as required by ORC 4121.12(F)(3).
7. The Committee shall oversee compliance with laws, ethics, regulations and policies.
8. Oversee the BWC orientation process for newly appointed members of the BWC Board and assist the Board in its implementation. The Committee shall also regularly assess the adequacy of and need for additional continuing director education programs. At a minimum, the education components must meet the requirements of ORC 4121.12(F)(16). These requirements include: orientation for new members; continuing education for those Board members who have served for more than one year; board member duties and responsibilities; compensation and benefits; ethics; governance processes and procedures; actuarial soundness; investments; and any other subject matter the board believes is reasonably related to the duties of a board member.
9. The Committee shall make reports to the Board following their meetings.
10. Coordinate with other Board committees on issues of common interest.
11. Perform such other duties required by law or otherwise as are necessary or appropriate to further the Committee's purposes, or as the Board may from time to time assign to the Committee.

Draft reviewed Oct. 4, 2007 and Oct. 14, 2007 Approved as edited 112107; Alison Falls, Chair
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## 2008 Governance Committee Schedule

Wed. Jan. 23, 4:00 pm Columbus

Major agenda item: Governance Guidelines

Wed. Feb. 27, 4:00 pm Columbus

Major agenda items: Governance Guidelines  
Framework for Administrator evaluation and Board input  
process  
Board self-evaluation and feedback

Thurs. Mar. 27, 8:30 am & continued at 6:00 pm if needed (depends on Education sessions)

Major agenda items: Framework for Administrator evaluation and Board input  
process  
Board self-evaluation and feedback

Fri. April 18, 9-noon in Mansfield

Major agenda items: Framework for Administrator evaluation and Board input  
process  
Board self-evaluation and feedback

Fri. June 20, 9-noon in Mansfield

Major agenda items: educational schedule (both new member and continuing)

Fri. Sept. 19, 9-noon in Mansfield

Major agenda items: TBD

Fri. Nov. 14, 9-noon in Mansfield

Major agenda items: TBD

May, July, August, October and December – no meetings scheduled at this time