

**Charter**

**Board Affairs Committee  
of the Board of Trustees  
of  
Claremont McKenna College**

**Purpose and Mission of the Claremont McKenna College Board Affairs Committee**

The Board Affairs Committee (the “Committee”) is a committee of the Board of Trustees of Claremont McKenna College (the “Board”). The mission of the Committee is to determine the most effective governance and composition of the Claremont McKenna College Board of Trustees and then to develop practices and recommend strategies, policies, and guidelines that attract, orient and train, organize, motivate, and assess the performance of the trustees and the Board. Through its work, the Committee provides the Board with the governance framework and trustee resources that permit the Board to exercise its responsibilities for institutional governance at the highest level of excellence.

**Structure of the Board Affairs Committee**

- A. Membership on the Committee shall be comprised of Trustees only.
- B. Each member of the Committee shall be appointed annually by the Board. The Committee shall consist of at least seven (7) Trustees, exclusive of the Chair of the Board and the President, who shall serve *ex officio*.
- C. One or more members of the Committee shall be appointed by the Board to serve as Chair or Co-Chair of the Committee, as the case may be. A majority of the number of members serving on the Committee shall constitute a quorum for the transaction of business at any meeting of the Committee. Provided that a quorum is established, any matter for which a vote of the Committee is required shall be decided by a majority of the number of members participating in a meeting. The Committee shall generally meet in person at least on three occasions in each fiscal year, and may hold additional in person or telephonic meetings when called by the Chair or any Co-Chair.
- D. The Vice President for Development and External Relations, the Secretary of the College, and any other appropriate employee of the College shall provide primary staff support for the Committee.
- E. The Committee may form advisory subcommittees for any purpose; provided, however, that such subcommittee shall be advisory only and shall not be a committee of the Board.

## **Responsibilities and Authority of the Board Affairs Committee**

- A. The Committee shall develop recommended policies and guidelines with respect to all matters relating to Board governance for the review and approval by the Board. The Committee's governance responsibilities shall include evaluating the number and types of Board committees, their respective purposes, and their composition among trustees, faculty, and students.
- B. The Committee shall develop a plan of board composition made relevant to the strategic direction of the College. It shall recruit trustees and recommend those candidates for election by the Board. It shall develop and recommend the strategies, policies, and practices that orient, educate, organize, motivate, and assess the performance of trustees and of the Board.
- C. The Committee shall plan and organize the schedule for Board meetings, including the annual retreat.
- D. The Committee shall be responsible for reviewing state and federal administrative and legislative issues affecting the College.
- E. The Committee shall assume such additional responsibilities as may from time to time be assigned by the Board's leadership with the approval of the Board.
- F. The Committee shall regularly inform the Board of its practices and priorities, at all times providing the Board with information that is complete and timely so as to encourage informed deliberation. The Chair or any Co-Chair of the Committee shall report regularly to the Board on any significant matters arising from the Committee's work.
- G. The Committee shall review this Charter periodically and, if appropriate, recommend proposed changes to the Board for approval. In addition, the Committee shall assess periodically the Committee's performance in view of this Charter and the Committee's annual goals and objectives.