

## BOARD OF TRUSTEES

### Nominations and Governance Committee Charter

#### Purpose

The purpose of the Nominations and Governance Committee of the Board of Trustees of New Jersey City University ("Committee") is to:

- discharge the Board's responsibilities relating to the oversight of personnel policy and oversight of compensation related matters of vice presidents and other senior administrators of the university, and
- review and make recommendations to the Board relating to matters regarding Board membership and governance.

#### Membership

The Committee shall consist of at least three Board members appointed annually by the Chair of the Board of Trustees. No officeholders shall be members of the Committee and the number of members shall not exceed three.

#### Meetings

The Committee shall meet with such frequency and at such intervals as it determines is necessary to advise the Board on matters within the Committee's responsibilities and shall maintain minutes of its committee meetings.

#### Duties and Responsibilities

The Committee shall have the following duties and responsibilities;

- evaluate the compensation for senior administrators of the university;
- make recommendations about the compensation of vice presidents and other senior administrators including the amounts, types, and components of compensation plans, and the performance measures and targets upon which such University administrators shall be evaluated for the purpose of calculating compensation which may include salaries and incentive awards and other forms of compensation;
- review and make recommendations concerning personnel policy matters presented by the President for consideration of the Board;

- receive reports from the University Counsel about personnel relations litigation;
- present its nominations for officers of the Board at the September meeting;
- identify individuals qualified to become board members;
- review and make recommendations concerning personnel policy matters presented by the President for consideration of Board; oversee all matters directly affecting the governance of the University;
- periodically review and update the Board laws for recommendation to the Board;
- review and make recommendations to the Board with respect to the size, composition, processes, and practices of the Board committees;
- oversee annual self-evaluation of the Board and each committee of the Board;
- develop and oversee orientation materials on programs for new Board members;
- recommend candidates to the Board for the consideration of the Board to recommend to the Governor as potential new members.

In identifying candidates for appointment to the Board, the Committee shall seek individuals with skills that are appropriate to the mission of the University and which complement the range of expertise contributed to the Board of Trustees of its existing members. The Committee shall seek candidates of diverse background and experience, as well as those with ties to the University.

The recommendations of the Committee shall be voted upon by the Committee.