

THE PRESIDIO TRUST GOVERNANCE COMMITTEE CHARTER

The purpose of the Governance Committee (“Committee”) is to assist the Presidio Trust Board of Directors (“Board”) in its responsibility for ensuring the creation and implementation of effective Board processes, structure and roles, committee development, Board evaluation, and evaluation of the Presidio Trust (“Trust”) Chief Executive Officer (CEO). The Committee may also carry out other duties as directed by the Board.

I. STRUCTURE AND ORGANIZATION

1. The Committee shall consist of at least two members of the Board. Committee members and the Committee Chair serve at the pleasure of the Board.
2. The Committee shall meet at least semi-annually, and more often as necessary, to act promptly on any matter within this Charter.

II. RESPONSIBILITIES

1. The Committee will ensure that new Board members receive appropriate orientation and training.
2. The Committee periodically will evaluate the performance and effectiveness of the Board and its committees, including a review of their governance practices and a review of the size, structure and composition of the committees.
3. The Committee will nominate candidates to serve as Chairperson and Vice Chairperson of the Board pursuant to a process determined by the Committee.
4. Annually, the Committee will oversee the CEO’s performance. The Committee shall recommend to the Board the amount and type of compensation for the CEO and periodic adjustments thereto.
5. The Committee will consult with the CEO and staff as appropriate concerning significant Human Resources policies.
6. Periodically, the Committee will report to the Board on Committee matters and present recommendations to the Board on matters within the scope of this Charter.
7. The Committee will periodically review and assess its performance and the adequacy of this Charter. As needed, the Committee may propose revisions of this Charter to the Board.

Nothing in this Charter shall be interpreted as inconsistent with the Presidio Trust Act or the Bylaws of the Presidio Trust.