

# **Hawaii Pacific Health**

## **Governance and Nominating Committee Charter**

### **I. PURPOSE**

The primary purpose of the Governance and Nominating Committee is to assist the Board of Directors of Hawaii Pacific Health (“HPH”) and its Affiliates (collectively, the “Health System”) with (1) developing and recommending to the HPH Board corporate governance guidelines applicable to the Health System and periodically reviewing such guidelines and recommending any changes thereto and stewarding the strategic planning process and (2) ensuring an effective and efficient system of identifying, screening and recommending candidates to the Health System’s boards of directors for membership, including nominating certain community members and physicians for election of the HPH Board in accordance with the Bylaws.

### **II. COMPOSITION**

The HPH Board shall appoint the members of the Governance and Nominating Committee and designate the Governance and Nominating Committee Chair. The Governance and Nominating Committee shall be composed of five (5) members of the Board, two (2) of whom shall be physician directors. The Governance and Nominating Committee may include other advisory, nonvoting members appointed as described above.

### **III. MEETINGS**

The Governance and Nominating Committee shall meet at least quarterly, and may meet more frequently as necessary in special meetings at the request of the HPH Board, the HPH Board Chair or the Chair of the Committee. The Nominating Committee may meet in executive session of its members only as desired. The Governance and Nominating Committee shall keep minutes of its meetings and make regular reports of its activities to the HPH Board of Directors. The Chair of the Governance and Nominating Committee shall establish such rules as may from time to time be necessary or appropriate for the conduct of the business of the Committee.

### **IV. RESPONSIBILITIES**

The principal responsibilities and functions of the Governance and Nominating Committee shall include:

#### **A. Governance Responsibilities**

- *Review Governance Documents.* Each committee of the Board will be responsible for drafting a charter for activities and responsibilities. The Committee will review and reassess the adequacy of these charters, including its own, annually and submit any proposed changes to the Board for approval. The Committee will periodically review the Articles of Incorporation and Bylaws of the Health System and recommend revisions to the Board as necessary. The Committee shall assure that all other corporate governance policies and guidelines are clear and meet the needs of the Health System and are consistent with the mission and tax-exempt

status of the Health System. The Committee shall both periodically and as may be necessary review and reassess the adequacy of these guidelines and prepare a report to the Board recommending any proposed changes to the Board for approval.

- *Board Education.* The Committee shall review and monitor the new board member orientation program and work with Senior Management to provide appropriate on-going director education.
- *Board Positions.* The Committee shall review and update board position descriptions as necessary.
- *Annual Performance Evaluation of the Board.* The Committee shall perform periodic performance evaluations of the Board, its committees, and its respective directors, reporting to the Board on the results of such evaluations. The performance of the Board, other committees, and its respective directors will be assessed in the context of their charters and their articulated short term and long term goals. The Committee shall make appropriate recommendations to the Board to improve the operations and performance of the HPH Board and/or Affiliate Boards.

#### **B. Nominating Responsibilities**

- *Criteria for Board Membership.* The Committee shall develop and establish the criteria and qualifications for membership on the Health System's boards of directors.
- *Identification and Screening of Potential Members.* The Committee shall identify, recruit, and screen potential members and conduct appropriate inquiries into the backgrounds and qualifications of possible board candidates. Based upon its process, the Committee shall further provide nominations to the HPH Board for director and board officer positions.
- *Waiver of Criteria.* The Committee shall consider and grant waivers or exceptions to the criteria and qualifications for membership on the Health System's boards of directors.
- *Board Succession.* The Committee shall develop and establish a board leadership succession plan.

#### **C. Other Responsibilities**

- *Management Succession Planning.* Oversee management succession planning.
- *Other Responsibilities.* Perform such other tasks related to the Health System's corporate governance and board recruitment and retention as the HPH Board deems necessary or appropriate.

## **V. GENERAL**

The Committee may establish and delegate authority to subcommittees consisting of two or more of its members, when the Committee in its sole discretion deems it appropriate to do so in order to carry out its responsibilities. Each such delegation shall be reflected in the Committee's minutes. In addition, the Committee shall make regular reports to the Board concerning areas of the Committee's responsibility.

In carrying out its responsibilities, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult. The Committee shall have the authority to request that any officer or employee of the Health System, the Health System's outside legal counsel, the Health System's independent auditor or any other professional retained by the Health System to render advice to the Health System, attend a meeting of the Committee or meet with any members of or advisors to the Committee. The Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities. The Committee may perform such other functions as may be requested by the Board from time to time.