

COMMITTEE CHARTER

Governance Committee

Purpose

The Governance Committee (“Committee”) shall assist the Board of Trustees of the J. Paul Getty Trust (“Board”) in fulfilling its responsibilities with respect to matters relating to governance of the Trust and in identifying and recommending to the Board candidates to be Trustees of the Trust.

Key Responsibilities

Specifically, the Committee shall:

- Advise the Board regarding operational strategies and structures including potential amendments to the Trust’s Bylaws designed to strengthen the Board in meeting its governance obligations and carrying out the Trust’s charitable mission;
- Advise the Board regarding strategies aimed at increasing the effectiveness of individual Trustees and the degree to which they work efficiently as a group;
- Develop and recommend policies on issues related to the service of Trustees on the Board;
- Develop and recommend policies of trust governance designed to reflect the “best practices” of non-profit organizations generally;
- Develop and recommend conflicts of interest policies to the Board;
- Lead the Board in conducting periodic assessments of overall Board performance and overall trust governance effectiveness;
- Assess the Board’s current composition and identify needs that should be met by future Trustees, assuring that the Board has the diversity of perspective and the judgment, experience, maturity, and expertise it needs to govern the Trust effectively;
- Review assessments of the performance of individual Trustees, as part of the re-election process at the end of each term of Board service, and nominates individuals for re-election to the Board;
- Develop and recommend to the Board the criteria and qualifications deemed appropriate for election as Trustee officer of the Board;



The J. Paul Getty Trust

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- Identify, screen and interview potential candidates for Board membership who are judged to fill those needs and meet the criteria for election to the Board;
- Nominate to the Board, those individuals it recommends be considered for positions on the Board;
- Recommend to the Board the Trustees to serve as chairs and members of the standing committees of the Board; and
- Coordinate the orientation and training process for newly appointed Trustees.

Composition and Terms

The Committee shall be comprised of three (3) or more Board members recommended by the Chair of the Board, approved by the Governance Committee, and appointed by a majority vote of the Trustees then in office, in accordance with the Bylaws. The Chair of the Board shall designate a member of the Committee to serve as Chair of the Committee.

Meetings

The Committee shall meet at least three times each year, with additional meetings held as needed to fulfill its responsibilities as described above. Meetings are convened by the Committee Chair.

Authorization and Limitations

The Committee is established by the Bylaws of the Trust and shall not have the power or authority to act for the full Board. Meetings and actions of the Committee are governed by the same provisions of the Trust's Bylaws that pertain to meetings and actions of the Board.



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