

# GERMANIA FARM MUTUAL INSURANCE ASSOCIATION

## GOVERNANCE COMMITTEE CHARTER

### **Purpose**

The purpose of the Corporate Governance Committee is to assist the Board of Directors in developing and executing the most efficient and effective Board policies and practices necessary for the effective governance of Germania.

### **Specific Tasks**

1. Define, and recommend to the Board of Directors, the primary roles and responsibilities of the Board and individual directors, Board operating protocols, Board structures, and individual director commitments.
2. Oversee the development and facilitation of a director continuous training program.
3. Oversee a process of Board evaluation and continuous improvement.
4. Keep abreast of significant trends and developments in Board governance, and update the Board of Directors with such information.

### **Committee Structure**

The Committee shall be made up of 5 Board members and 1 Cabinet officer. The term for each member shall be three years. The Cabinet member's term shall be three years, appointed by the Cabinet. The Board members' term shall expire in yearly intervals of 1, 2, and 2 with the first retirement occurring in January of 2005. Committee members may be nominated to serve consecutive terms. The Committee will recommend a nominee for replacement of the retiring member; other nominees may be accepted from the board.

The Committee shall annually elect its chairperson.

The Committee shall utilize a facilitator as deemed necessary.

### **Committee Decision Process**

1. Develop conclusions and recommend practices
2. Final approval from Board of Directors