

**Scope of Work -- Governance Committee
C&O Canal Trust Board of Directors
September 14, 2012**

Membership:

Members of the Board only

Purpose:

The Governance Committee ensures that the C&O Canal Trust Board of Directors operates in compliance with relevant local, state, and federal regulations; functions effectively and with transparency, and fulfills its responsibilities to the public as a nonprofit corporation.

Primary Duties:

- Consider the adequacy of the official documents and facilitate updating as necessary
- Keep abreast of best practices in nonprofit governance and make recommendations as appropriate
- Keep abreast of local, state, and federal regulations as affect nonprofit governance and ensure compliance, to include policies such as conflict of interest and others recommended on federal Form 990
- Assist the committees in defining their scopes of work and reporting mechanisms
- Work with the Nominating Committee to ensure orientation for new board members
- Lead an annual performance self-evaluation of the board and its committees
- Secure training for board effectiveness as appropriate
- Keep board manual current (posted on the board section of the Web site)

Supporting Activities:

- Meet no less than prior to each board meeting
- Provide meeting minutes to the board
- Meet with the Nominating Committee to ensure seamless collaboration

Policies under the Committee's Purview:

- Conflict of interest
- Document retention and destruction
- Key employee compensation policy [need to prepare]
- Whistleblower policy [need to prepare]

August 28, 2012