



# Board Governance Committee

## Item Number 8 – Open Session

**Subject:** Annual Review of Board Governance Committee Charter

**Presenter(s):** Amy McDuffee, Mosaic Governance Advisors, LLC

**Item Type:** Information

**Date & Time:** March 7, 2024 – 5 minutes

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**Attachment(s):** Attachment 1 – Redlined Proposed Revisions to the Board Governance Committee Charter- Redline

Attachment 2 – Redlined Proposed Revisions to the Board Governance Committee Charter- Clean

**PowerPoint(s):** None

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### **PURPOSE**

To review and provide feedback on the revised language to the Board Governance Committee (Committee) Charter.

### **RECOMMENDATION**

Mosaic and staff recommend that the Committee review and provide feedback on the proposed revisions to its Charter.

### **EXECUTIVE SUMMARY/BACKGROUND**

Consistent with governance best practices, each CalSTRS committee conducts an annual review of its charter. As part of this annual review, Mosaic Governance Advisors, LLC (Mosaic), the board's governance consultant, reviewed the Committee's Charter and proposes some minor changes. These minor changes further clarify the Committee's role related to oversight of the Board Governance Manual (Manual) and the responsibility to evaluate consultants that report to the Committee.

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Today, we are asking the Committee to discuss the proposed minor changes and provide feedback. After this meeting, Mosaic will incorporate the Committee's feedback into the revised Charter for the Committee's review and approval at its next meeting.

**Strategic Plan Linkage:** N/A.

**Board Policy Linkage:**

- CalSTRS Board Governance Manual: Section 2. Board Governance - (J.) Policy Review.
- CalSTRS Board Governance Manual: Section 3. Committee Charters – Teachers' Retirement Board, Board Governance Committee Charter.