

Governance Committee Charter

1. Purpose

The Governance Committee (the “Committee”) will assist the Board of Directors (the “Board”) of the Humane Society of the United States (the “HSUS”) in fulfilling its responsibility for shaping and overseeing effective governance at the HSUS and for overseeing the annual evaluation of the Board, its committees and individual directors.

2. Composition

The Committee will consist of at least three members appointed by the Board and will consist entirely of independent directors, as defined in the HSUS’s Governance Principles. The Board will appoint one of the Committee members to serve as Chair after nomination by the Chair of the Board. The Board may remove a member from the Committee at any time, with or without cause.

3. Responsibilities

The Committee’s specific responsibilities include:

- a. Periodically reviewing the HSUS’s governance practices and documents, including the Governance Principles, and recommending changes to the Board as appropriate;
- b. Making recommendations to the Board concerning the size, structure, composition, and functioning of the Board and its committees;
- c. Developing and implementing a process for the Board and its standing committees to assess their performance annually and reporting to the Board on the results of the full Board evaluation;
- d. Implementing and overseeing an annual performance evaluation process to measure individual director performance against established performance standards and reporting to the Board on the results of this evaluation process;
- e. Coordinating as appropriate with the Nominating Committee regarding end-of-term evaluations for directors;
- f. Overseeing the HSUS’s policies and procedures with respect to conflicts of interest involving directors and officers, periodically reviewing these policies and procedures, and recommending changes to the Board as appropriate;
- g. Reviewing and assessing the adequacy of the HSUS’s Code of Conduct and Supplemental Code of Conduct and Ethics for the Board of Directors, and recommending changes to the Board as appropriate;
- h. Overseeing ongoing education for directors;

- i. Overseeing matters within the responsibilities of the HSUS involving the governance of the HSUS's affiliates that are relevant to the HSUS as a whole, and liaising with affiliate boards of directors; and
- j. Performing such other duties and responsibilities as the Board may determine from time to time.

4. Meetings and Operation of the Committee

The General Counsel and Chief Legal Officer is the Committee's principal point of contact with management. The Corporate Secretary will schedule meetings, prepare agendas, and take minutes for the Committee. The Committee may request that the President and Chief Executive Officer provide additional staff support.

The Committee will meet as often as may be deemed necessary or appropriate in its judgment, either in person or telephonically, and at such times and places as determined by the Chair of the Committee.

The majority of the members of the Committee will constitute a quorum, and the vote of the majority of the members of the Committee present at a meeting at which a quorum is present will be the act of the Committee.

Minutes of Committee meetings will be prepared, furnished to Committee members for review, and approved by the Committee, all in a timely manner. The Committee will report regularly to the full Board with respect to its activities.

5. Subcommittees

The Committee may delegate its duties and responsibilities to one or more subcommittees, consisting of one or more members of the Committee, as it determines appropriate.

6. Annual Self-Evaluation and Charter Review

The Committee will annually evaluate its performance and the adequacy of this charter and recommend changes to the Board as appropriate.

Adopted by the Board March 19, 2019

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