

**McKnight Brain Research Foundation**  
**Charter of the Membership and Governance Committee**  
**of the Board of Trustees**

Purpose

The Membership and Governance Committee shall coordinate the Board of Trustees' oversight responsibilities by periodically reviewing Board composition and by identifying, recruiting, and recommending candidates for appointment, or re-election of current Trustees, consistent with applicable qualifications required by the April 6, 2015, document "Board Member Duties and Responsibilities." The Committee shall review periodically, or as requested by the Chair of the Board, the succession process for officers of the Board. The Committee shall oversee annual board self-evaluations, Trustee orientation and training, and will periodically review and make recommendations on Board size, committee structure, charters, policies, process, and practices of the Board and its Committees. The Committee shall recommend to the Board the establishment of special committees and advisory councils. The Membership and Governance Committee reports to the Board of Trustees.

Members

The Chair of the McKnight Brain Research Foundation (MBRF) Board of Trustees shall appoint a Membership and Governance Committee, consisting of no fewer than two (2) members, inclusive of the Chair of the Committee. The Chair of the Board of Trustees shall serve as non-voting, ex officio member. The Executive Director shall serve as a non-voting, ex officio member. All members shall be MBRF Trustees.

Meetings

The Membership and Governance Committee shall meet at those times and places as determined by the Chairman of the Membership and Governance Committee, no fewer than two (2) times a year. The Committee shall maintain minutes of all meetings, which shall be regularly approved by the Committee and made available for distribution to the Board of Trustees.

Powers

The Committee shall recommend to the Board of Trustees candidates for appointment and re-election as Trustees. These candidates shall demonstrate knowledge, passion and commitment to the mission of the McKnight Brain Research Foundation, as well as sound judgment and a willingness to act collaboratively. The Committee shall periodically review Board composition for the appropriate balance of expertise, specialty, size, structure, and diversity and make recommendations to the Board of Trustees. The Committee shall develop orientation material and participate in the orientation and training of new Trustees. The Committee shall review Trustee self-assessment tools and make recommendations to encourage 100% participation. The Committee shall periodically review the charters of all Board Committees and recommend to the Board of Trustees any changes and additional committees or advisory councils to be established. The Committee shall perform such other duties as may from time to time be required by the Board of Trustees.