



*Transforming Passion for Turtles into Conservation Action*

**The Turtle Survival Alliance Foundation  
Governance Committee Charter**

**PURPOSE**

The Governance Committee (the “Committee”) is a standing management committee of the board of directors (each member thereof, a “Director” and collectively, the “Board”) of The Turtle Survival Alliance Foundation (the “Corporation”). The Committee’s primary function is to assist the Board in fulfilling its oversight responsibilities by, among other things described herein, evaluating and making recommendations to the Board as appropriate with respect to:

- certain human resources matters, including the Corporation’s employee benefit programs
- succession planning;
- internal and external communications with respect to governance matters;
- governance-related relations with the Corporation’s stakeholders, including partner organizations, contractors, volunteers and event attendees;
- Director development;
- Board and Committee evaluations;
- Board and Committee nominations;
- corporate governance; and
- the Corporation’s Code of Ethics and Whistleblower Policy.

The Committee will also have authority to review and, in its discretion, approve certain matters, in accordance with and within the limitations prescribed by this Governance Committee Charter (this “Charter”).

**COMPOSITION AND MEMBER QUALIFICATION**

The Committee shall comprise at least three independent Directors who have a working familiarity with corporate governance, human resources and compensation matters.

For the purposes of this Charter, a Director is “independent” if he or she has no direct or indirect relationship with the Corporation that could, in the view of the Board, be reasonably expected to interfere with the exercise of a Director's independent judgment.

Each member will have, to the satisfaction of the Board, sufficient skills and/or experience as are relevant and will be of contribution to the carrying out of the mandate of the Committee.

**APPOINTMENT AND TERM OF OFFICE**

Each member of the Committee shall be appointed on an annual basis by the Board.

Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee upon ceasing to be a Director.

The Board may fill vacancies on the Committee by appointment from among Board members. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all their powers so long as a quorum remains in office.

The Chair of the Board is an *ex officio* member of the Committee with the same rights and privileges as all other members of the Committee, including the right to vote, and the right to be counted in determining the number required for a quorum and whether or not a quorum is present.

### **MEETINGS AND CHAIR**

The Committee shall meet at least three times annually (and more frequently if circumstances require).

A quorum for the transaction of business at any meeting of the Committee is the presence in person or via tele- or video-conference of a simple majority of the total number of members of the Committee.

On the recommendation of the Committee, the Board will appoint a member of the Committee to act as the Chair of the Committee at any meetings of the Committee. The Board may also appoint a member of the Committee to act as the Vice-Chair of the Committee, and such person may act in the place of the Chair in the case of his or her absence, inability or unwillingness to serve, and to chair any meetings of the Committee. The Chair and Vice-Chair (if a Vice-Chair is appointed) will be appointed on an annual basis. If the Chair and the Vice-Chair of the Committee are both unable to fulfill their duties, the members of the Committee shall appoint one of its members as the Chair of the Committee to perform such duties until such time as the Board has appointed a successor.

The Chair of the Committee shall designate the Secretary or another person to prepare, and the Committee shall keep, minutes of each meeting, copies of which shall be provided to each member of the Committee and to all Board members.

Meetings of the Committee shall be held at such place within the United States (or, with the Committee members' approval, outside the United States) as the Committee Chair shall determine upon forty-eight (48) hours prior notice to each Committee member. The members of the Committee may waive the requirement for notice. In addition, the Chair of the Board and the Chief Executive Officer of the Corporation shall each be entitled to request that the Chair of the Committee call a meeting.

The Chair of the Committee, in consultation with the Chief Executive Officer and such others as the Chair may determine, shall set meeting agendas, and any Director shall be permitted to propose an item for addition to any agenda.

The Committee may ask the Chief Executive Officer or others to attend meetings and provide such information as the Committee requests. Members of the Committee shall be permitted to discuss such information and any other information as may be necessary or appropriate for the performance of the Committee's responsibilities and duties.

At the option of the Committee Chair, each meeting will include an *in camera* session, with others present only by invitation. Any member of the Committee may move the Committee *in camera* at any time during the course of a meeting, and a record of any decisions made *in camera* shall be maintained by the Chair of the Committee.

All decisions of the Committee will require the vote of a majority of its members present at a meeting at which a quorum is present. Actions of the Committee may also be taken by a consent instrument or instruments in writing, including electronic format, signed by the number of members of the committee necessary to take that action at a meeting at which all of the Committee members were present and voting; provided that prompt notice of the taking of such action without a meeting shall be provided to each member of the Committee, if any, who did not consent in writing to the action. Such instruments in writing may be signed in counterparts each of which shall be deemed to be an original and all originals together shall be deemed to be one and the same instrument.

#### **WHISTLEBLOWER POLICY**

The Chair of the Committee shall report to the Committee at each meeting, and to the Board at each meeting, on any complaints received and investigated or to be investigated under the Whistleblower Policy. The Committee shall oversee any corrective action taken by it or as determined appropriate by the Committee, may delegate the oversight of such corrective action to the Corporation's Equity, Diversity and Inclusion Committee ("EDI Committee") or the Audit and Finance Committee ("AF Committee") or the Chief Executive Officer.

#### **DUTIES AND RESPONSIBILITIES**

The Committee shall evaluate and make recommendations to the Board, or approve, as appropriate, with respect to the matters enumerated below.

##### **1. GENERAL RESPONSIBILITIES**

- (a) Create and maintain a Committee work plan (activity schedule) for the year.
- (b) Review and assess this Charter and, with the cooperation of their respective members, the charters of the AF Committee, the EDI Committee, the Field Conservation Committee, the Animal Management Committee and the Development Committee, at least annually, prepare revisions to those charters as needed, and refer their assessment and any proposed revisions to the Board.

- (c) Periodically report and make recommendations to the Board on the matters covered by this Charter.
- (d) Perform any other activities consistent with this Charter, the Corporation's By-Laws and applicable laws, as the Committee or the Board deems necessary or appropriate.

## 2. BOARD COMPOSITION AND HUMAN RESOURCES

(a) As necessary, advise the Board on matters concerning the composition of the Board of Directors and the Corporation's human resource policies and procedures, including the Corporation's Employee Handbook(s), senior staffing issues and succession plans.

(b) Annually review and report to the Board, following consultation with the Chief Executive Officer, on the status of:

- (i) talent strategies, including assessments of potential people risks or gaps within the Corporation;
- (ii) wellness and health and safety policies and compliance, including indicators related thereto;
- (iii) equity, diversity and inclusion matters, including recommendations of the EDI Committee; and
- (iv) employee collective engagement action plans.

(c) Review and recommend to the Board the terms and conditions of any new employment agreement with a Chief Executive Officer (unless this task is delegated by the Board to a special committee empowered to do so) and any amendment to such agreement.

(d) Review and advise the Board on the annual development of corporate goals and performance objectives and metrics for the Corporation and their implications for human resources matters.

(e) Annually establish with the Chief Executive Officer that individual's goals, performance objectives and performance metrics for the next twelve months and then annually evaluate the performance of the Chief Executive Officer and provide a report and recommendations to the Board.

(f) Annually review and recommend to the Board any changes to:

- (i) the Chief Executive Officer's compensation and benefits;
- (ii) the Corporation's employee compensation plans, including fixed and variable compensation plans, and employee benefit plans or programs; and
- (iii) general compensation policies and/or practices followed by the Corporation.

(g) Discharge the responsibilities delegated to the Committee by the Board, if any, under any employee benefit plan or pension plan.

(h) Establish and maintain the Corporation's compensation philosophy and annually review compensation policies applicable to the Chief Executive Officer and senior management to ensure that they:

- (i) properly reflect their respective duties and responsibilities;

- (ii) are competitive in attracting, retaining and motivating people;
  - (iii) are based on established corporate and individual performance objectives; and
  - (iv) recognize and reward meeting performance objectives.
- (i) Annually review and recommend to the Board plans relating to:
- (i) (A) the orderly and proper succession of the Chief Executive Officer;
  - (B) the appointment, replacement and orderly succession of:
    - (aa) each officer of the Corporation;
    - (bb) the Board Chair; and
    - (cc) the Chairs of this Committee and each other standing Committee of the Corporation; and
  - (ii) development plans, if any, for potential successors to any of the positions referred to in (B) and, following consultation with the Chief Executive Officer, for potential internal successors to the Chief Executive Officer.

### 3. COMMUNICATIONS & STAKEHOLDER ENGAGEMENT

- (a) As necessary, review and advise upon internal and external communication strategies developed by, or in consultation with, the Chief Executive Officer, with respect to the Corporation's governance, including, without limitation, in response to public comments or third- party requests for information or discussion; and
- (b) As necessary, advise the Board on matters concerning the Corporation's interaction with its stakeholders, including, in particular, the compliance of the Corporation and its directors, officers and employees with the terms of the Corporation's Code of Ethics and any code of conduct adopted with respect to the annual Symposium and/or events organized or hosted by the Corporation.

### 4. CORPORATE GOVERNANCE

- (a) Establish, and annually review and recommend to the Board any changes to:
  - (i) an orientation program for newly appointed Directors; and
  - (ii) continuous education programs, including diversity and inclusivity training, and ongoing development of existing Directors.
- (b) Annually evaluate and report to the Board on:
  - (i) the performance and effectiveness of the Board and its Chair;
  - (ii) the performance and effectiveness of each Committee and its Chair; and
  - (iii) in the context of the potential re-appointment of a Director, the contribution of each Director.
- (c) As deemed necessary by the Committee, recommend:

- (i) that a sitting Director be removed or not be nominated for re-appointment;
  - (ii) that a sitting Director complete such education or development programs as the Committee may deem prudent.
- (d) On at least an annual basis:
- (i) establish and review the preferred criteria for Directors, which will reflect, among other things: competencies, skills and personal qualities that should be sought in candidates; and experience, areas of expertise, diversity and other factors relevant to the overall composition of the Board; and the desired size of the Board;
  - (ii) develop a plan for Board recruitment and solicit nominations of Board candidates for annual election, including to fill vacancies that may occur on the Board from time to time;
  - (iii) evaluate such candidates; and
  - (iv) make recommendations to the Board with respect thereto.
- (e) Retain expert consultants to assist with any of the foregoing solicitations and evaluations.
- (f) Annually review and recommend to the Board any changes to the Corporation's:
- (i) Charter of Expectations of Directors;
  - (ii) Code of Ethics;
  - (iii) Whistleblower Policy;
  - (iv) By-laws;
  - (v) Position Descriptions for the Board Chair and any Committee Chair whose position description is not contained in the respective Committee's charter or mandate; and
  - (vi) Board and Committee self-evaluation processes.
- (g) Monitor the quality of the Corporation's governance and, as necessary, review and recommend to the Board any changes to governance guidelines as determined appropriate.
- (h) Monitor compliance with the Code of Ethics and review any actions taken to ensure compliance or deal with violations and their results.
- (i) Oversee resolutions of complaints received under the Whistleblower Policy, including the retention of external experts, independent counsel, independent investigators, and advisors, as deemed appropriate, and report to the Board thereon.
- (j) Approve, as appropriate, any waiver requested by the Chief Executive Officer or any director or officer from the Code of Ethics, and promptly report the same to the Board, and ensure appropriate documentation and disclosure of any such waiver.

The Committee may perform such other functions as may be necessary or appropriate for the performance of its responsibilities and duties.

#### **RESPONSIBILITIES OF COMMITTEE CHAIR**

The primary responsibility of the Chair of the Committee is to be responsible for the management and effective performance of the Committee and provide leadership to the Committee in fulfilling this Charter and any other matters delegated to it by the Board. To that end, the Committee Chair's duties and responsibilities shall include:

- (a) Working with the Chair of the Board, the Chief Executive Officer and the Secretary to establish the frequency of Committee meetings and the agendas for such meetings.
- (b) Providing leadership to the Committee and presiding over Committee meetings.
- (c) Facilitating the flow of information to and from the Committee and fostering an environment in which the Committee members may ask questions and express their viewpoints.
- (d) Reporting to the Board with respect to the significant activities of the Committee and any recommendations made by the Committee.
- (e) Taking such other steps as are reasonably required to ensure that the Committee carries out this Charter.

#### **OTHER ORGANIZATIONAL MATTERS**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to engage, select, retain, terminate, set, approve and cause to be paid the compensation of special or independent counsel, accountants or other advisors, as it deems appropriate.

The Committee shall have full access to books, records, facilities, and personnel of the Corporation as it deems necessary to carry out its duties.

**Reviewed and approved by the Board of Directors on February 10, 2024.**