

# **Oversight, Governance and Audit Committee Charter**

## **Article I. PURPOSE**

The Oversight, Governance, and Audit (“OGA”) Committee is a standing committee of the Board of Directors (“the Board”) of the Corporation for National and Community Service (“the Corporation”), designated by the Chairperson of the Board pursuant to authority granted in Section 2.12 of the Bylaws of the Board. The purposes of the OGA Committee are to monitor Corporation management and financial stewardship and inform and advise the full Board on matters within the Committee’s purview.

## **Article II. COMPOSITION**

The Committee shall be composed of two or more members all of whom will also be members of the Board. Members will be designated by the Chairperson of the Board. The Chairperson of the Board will designate a Chairperson of the Committee.

## **Article III. RESPONSIBILITIES**

### **Section 3.01 Oversight**

- (1) The Committee will review financial metrics, grants management metrics, customer service surveys, management audits, management reviews, retention and hiring data, employee satisfaction surveys and other performance measurement tools to determine if the Corporation is successfully achieving key management targets – including those set forth in the Strategic Plan.
- (2) The Committee will ensure that the appropriate means to measure performance in the areas of finance, financial reporting, internal controls, grants management, information technology and human capital management are in place.
- (3) The Committee will review, and advise the CEO, regarding the actions of the CEO with respect to Corporation personnel and with respect to such standards, policies, procedures, programs, and initiatives as are necessary or appropriate to implement the national service laws.
- (4) The Committee will inform and advise the full Board on matters relating to the Corporation’s performance in the areas of finance, financial reporting, internal controls, grants management, information management and human capital management.

### **Section 3.02 Governance**

- (1) The Committee will establish a process to review the CEO’s performance on an annual basis. The formal review will be submitted to the President by the full Board.

- (2) The Committee will establish a process for the Board to review its own performance.
- (3) The Committee will help to provide for the long-term needs of the Corporation and its programs beyond the current staff and administration, including succession planning, transition planning, leadership development, and Board development.
- (4) The Committee will inform and advise the full Board on matters relating to the governance of the Corporation, including the CEO's performance, the performance of the Board, and continuity and sustainability in Corporation leadership.

### **Section 3.03 Audits and Other Reports**

- (1) The Committee will receive and review any audit reports transmitted by the CEO and reports and evaluations prepared by the Inspector General.
- (2) The Committee will inform and advise the full Board on matters relating to audits and investigations of the Corporation or its programs.

## **Article IV. RESOURCES AND AUTHORITY**

The CEO shall provide the Committee with support as necessary and shall ensure cooperation with requests made by the Committee for necessary information.

## **Article V. MEETINGS AND REPORTS**

### **Section 5.01 Meetings:**

The Committee shall meet periodically, as determined by the Committee Chairperson.

### **Section 5.02 Reports:**

- (1) The Chairperson shall report on the Committee's activities and make recommendations to the Board at public Board meetings and at other times as necessary.
- (2) A copy of all reports of the Committee shall be provided to the Inspector General. The Committee shall discuss directly with the Inspector General any matter the Chairperson determines warrants discussion.