Person to Person, Inc.
Governance Committee Charter

The Governance Committee is responsible for ongoing review and recommendations to enhance Person To Person's corporate governance and the quality and effectiveness of the Board.

I. Board Governance Committee Composition

No officer or member of the Executive Committee may serve on the Board Governance Committee without the express approval of the Board of Directors. Additionally, should the name of a member of the Board Governance Committee be presented for consideration as a candidate for the Executive Committee, this person must excuse him/herself from the room during discussions regarding nominations to the Executive Committee.

II. Board Governance Committee Responsibilities

The responsibilities of the Board Governance Committee are:

A. Board Composition and Leadership

The Governance Committee is responsible for succession planning for Board leadership and membership. As part of this, the Governance Committee will assess the composition of the Board of Directors and nominate candidates to the Board in accordance with Person-to-Person Bylaws and based on the anticipated needs. Specifically, this committee will:

1. **Assess current and anticipated needs for Board composition** by determining the knowledge, attributes, skills, abilities and influence of existing directors, as well as that needed on the Board in order to accomplish its future work.

2. **Identify and interview potential Board member candidates**, exploring his or her interest and availability for Board service.

3. **Nominate individuals to be elected as members** of the Board.

4. **Present a slate of officers** for each forthcoming year for election at the Annual Meeting. Officers serve one year terms and shall constitute the Executive Committee.

5. **Annually contact each Board member to assess his/her continuing interest in Board membership** and term of service. Work with each Board member to identify the appropriate role he or she might assume on behalf of the organization.

6. **Assess each Board member's level of engagement, contributions and interest prior to re-nominating for another term.**

7. **Recommend and/or consider the creation of new standing Board committees as appropriate, subject to approval by the Board of Directors**. A standing Board committee assumes the responsibility for carrying out a permanent, ongoing function. The creation of a Board Task Force, on the other hand, shall be the responsibility of the Executive Committee, however, and not subject to Board approval. A Task Force will have a defined, generally short term purpose and will be dissolved at the completion of its work.

8. **Make recommendations to the Board concerning the chairperson and members of all standing Board committees** in accordance with the Bylaws.

B. Board Education

1. **Periodically review and update (if necessary) the Board's statement of its role and areas of responsibility**, and the expectations of individual Board members.

2. **Design and implement a process of Board orientation**, including information prior to election as Board member and information needed during the first cycle of Board activity for new Board members. Oversee the preparation of the annual Board information books, ensure that information on the Board portal is current and conduct the orientation for new Board members as soon as practicable following their election.

3. **Advise the Executive Committee of developments regarding corporate governance** pertinent to Person to Person, and recommend representation or participation at special events or suggest specific speakers to better inform the Board on specific issues if appropriate.

C. Board Effectiveness

1. **Every two years (or more frequently in the discretion of the Governance Committee), conduct a self-assessment of the Board's performance (including standing committee performance)** in a manner which insures the confidentiality of all members. Report the results of this self-assessment to the Board.

2. **Propose and/or consider, as appropriate, changes in Bylaws, Board structure, roles and responsibilities.**

3. **Provide ongoing counsel to the Board President and other Board leaders** on steps he or she might take to enhance Board effectiveness and to ensure proper corporate governance.

4. **Regularly review the Board's policies and practices regarding member participation, conflict of interest, confidentiality, etc.,** and suggest improvements as needed for Board approval.