Governance Committee Charter

The Governance Committee (the “Committee”) of the Patient-Centered Outcomes Research Institute (PCORI) shall advise the Board of Governors (“Board”) and PCORI on governance matters, including: advising on Board and committee composition and leadership, Board development, education, and effectiveness; overseeing and advising on PCORI’s independent audit; advising on conflict of interest and ethics issues; and advising the Comptroller General of the United States as specified in the Bylaws and this Charter.

Membership
The Committee shall consist of the Board Chairperson and Vice Chairperson, up to three (3) other members of the Board, and up to one (1) member of the Methodology Committee nominated by the Governance Committee and confirmed by Board vote. When the Committee addresses audit matters, the Committee shall convene with the Committee members who are Board members.

Except for members serving ex-officio, any member of the Committee can be removed from the Committee at any time by vote of a majority of the Board.

The Chair of the Governance Committee shall be the Chairperson of the Board or his/her designee from among the Vice-Chairperson of the Board and current Board members who have previously served as either the Chairperson or Vice-Chairperson of the Board. If the Chairperson designates a former Chairperson or Vice-Chairperson as the Committee Chair, the designated Committee Chair will serve as an additional member of the Committee. The Chair of the Governance Committee may name a Vice-Chair of the Committee from among the Board members serving on the Committee.

Quorum and Voting
A quorum shall consist of a majority of the members of the Committee. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

A quorum for purposes of audit matters shall consist of a majority of the Committee members who are Board members. For audit matters, the act of a majority of the Board Committee members who are present at meeting at which a quorum is present shall be the act of the Committee.

Any action that may be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is approved by a majority of the members of the Committee and such approval is filed with the minutes of the Committee. Notwithstanding the foregoing, with respect to action of the Committee on audit matters by the Board members of the Committee, such action may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Committee, and such written consent is filed with the minutes of the Committee. Such consent shall have the same force and effect as a vote at a meeting.

Committee Operations
The Committee shall meet upon the call of the Committee Chair, upon the call of a majority of its members, or upon the call of the Board Chairperson, provided that reasonable notice has been provided to all Committee members. Meetings may be held in person, by teleconference, or by other electronic means
that allow appropriate participation by all members. The Committee may meet periodically in executive session without management present. The Committee may invite guests or advisers to any Committee meeting, at its discretion. The Committee shall keep minutes of all meetings, and shall report regularly to the Board. The Committee shall be staffed by the General Counsel and by such other staff as the Executive Director, with the counsel of the Committee, deems appropriate.

Advisers
The Committee may engage appropriate advisers to provide expert guidance and recommendations on its responsibilities and work, including governance, audit, and financial experts, experts on conflict of interest and ethics issues, and legal counsel.

Committee Responsibilities
The Committee shall have responsibilities on the following matters, as well as any other responsibilities reasonably related to its purposes or assigned by the Board Chairperson or the Board of Governors:

- Advise the Board of Governors and PCORI on Board development and education and Board effectiveness, including relating to Board function and meetings;
- Make nominations for the following positions for consideration and vote by the Board of Governors:
  - Chair and Vice Chair of the Methodology Committee, in consultation with the Methodology Committee;
  - Chair and, if applicable, Vice Chair of the Finance and Administration Committee;
  - Chair and, if applicable, Vice Chair of each of the three Strategy Committees of the Corporation;
  - Treasurer and Secretary;
  - membership of the Governance Committee; and,
  - committee membership and other positions as provided in the Bylaws and Committee charters.
- Select the independent auditor, oversee PCORI’s independent audit, review the findings of the annual audit, and advise the Board of Governors and PCORI on audit and compliance policies and issues;
- Advise the Board of Governors and PCORI on conflict of interest and ethics policies and issues;
- If necessary, initiate and/or cooperate with special investigations regarding accounting practices, integrity of financial reports, compliance with applicable legal and regulatory requirements, or other financial, legal, administrative, management, or other issues; and
- Advise the Comptroller General of the United States, as appropriate, regarding the process of appointment of:
  - Board Chairperson and Vice Chairperson; and,
  - members of the Board.
- Annually review the Committee Charter, the Committee’s own performance, and coordination with other Committees, and make appropriate recommendations to the Board.

History:
Approved by the PCORI Board of Governors 2/25/2014
Amended by the PCORI Board of Governors 4/21/2015
Amended by the PCORI Board of Governors 5/8/2017
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