



First Responder Network Authority Governance and Personnel Committee Charter

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Revised, 9 December 2015

Origin

The Governance and Personnel Committee is established by the FirstNet Board to review, approve, oversee, and recommend actions (as described below) related to FirstNet's governance policies and procedures, employee hiring, and employee performance evaluations.

Committee Membership

The Governance and Personnel Committee shall consist of at least three members. Governance and Personnel Committee members shall be appointed by the Board and serve at the pleasure of the Board for such term or terms as the Board may determine and may be replaced by the Board. Each of the members of the Governance and Personnel Committee shall be a member of the Board or otherwise in accordance with the Bylaws.

Committee Structure and Operations

The Board shall designate one member as the Chair of the Governance and Personnel Committee. The Governance and Personnel Committee shall meet in person or telephonically at least four times a year at a time and place determined by the Chair of the Governance and Personnel Committee, with additional meetings to occur, or actions to be taken by unanimous written consent, when deemed desirable or appropriate by the Chair of the Governance and Personnel Committee or a majority of the Governance and Personnel Committee. The Governance and Personnel Committee may, in its discretion, form and delegate authority to one or more subcommittees. The Chair of the Governance and Personnel Committee may invite such members of management to attend Governance and Personnel Committee

meetings or portions thereof as the Chair of the Governance and Personnel Committee may deem desirable or appropriate. Any member of the Board may attend any meeting of the Governance and Personnel Committee and may participate as appropriate.

Committee Duties and Responsibilities

In addition to the principal duties and responsibilities described below, the Governance and Personnel Committee will undertake such other duties as the Board delegates and will report to the Board periodically and as may be deemed necessary by the Governance and Personnel Committee. The primary duties and responsibilities of the Governance and Personnel Committee are as follows:

1. Recommend to the Board governance policies and procedures that will assist the Board in making informed decisions in the best interests of FirstNet.
2. Coordinate with management and other committees to ensure that Board briefings, Board meetings, committee meetings, and all communications are organized, clear, transparent, and adhere to the governance procedures established.
3. Oversee management policies and procedures for compliance with applicable federal requirements regarding employee hiring and contractor retention, including the periodic review of duty station assignments of executives and key positions.
4. Seek diversity of FirstNet's management team and resources.
5. Review and approve the compensation of and performance evaluation process for the FirstNet Chief Executive Officer (CEO) and his or her direct reports.
6. Review prospective candidates for the Board, CEO, and direct reports to the CEO and make recommendations to the Board.

Annual Performance Evaluation and Charter Review

The Governance and Personnel Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the FirstNet Board for approval. The Governance and Personnel Committee shall produce and provide to the Board an annual performance evaluation of the Governance and Personnel Committee, which evaluation shall compare the Committee's performance with the requirements of this Charter. The report to the Board may take the form of an oral report by the Chair of the Governance and Personnel Committee, or by any other member of the Committee. The Governance and Personnel Committee shall also facilitate an annual review of Board performance.

Resources and Authority

In carrying out its responsibilities, the Governance and Personnel Committee shall have the resources and authority the Governance and Personnel Committee may deem desirable or appropriate to discharge its duties and responsibilities, including the authority to obtain advice or assistance from internal or external legal, human resource,

accounting or other experts, advisors or consultants as it deems desirable or appropriate, all in coordination with management and the FirstNet Board.

Nothing contained in this charter shall be construed as circumscribing the authority of the Inspector General under the Inspector General Act and applicable Department of Commerce Administrative Orders or is intended to restrict the authority of the Inspector General to conduct, supervise, and coordinate audits, inspections, evaluations, investigations, and other reviews relating to the programs and any other operations of FirstNet.

Nothing contained in this charter is intended, and it should be interpreted to exclude, any expansion of the responsibility of the Board or its members under, or violation of, applicable statutory or regulatory requirements.