



U.S. DEPARTMENT OF COMMERCE  
FIRST RESPONDER NETWORK AUTHORITY  
**GOVERNANCE AND RISK COMMITTEE CHARTER**

Revised, November 17, 2021

**Origin**

The FirstNet Board established the Governance and Risk Committee to review and recommend actions (as described below) related to the FirstNet Board's roles, responsibilities, membership, and management; FirstNet's policies and procedures related to organizational governance; and Executive Director (ED) hiring and performance.

**Committee Membership**

The Governance and Risk Committee shall consist of at least three Board members. Governance and Risk Committee members shall be recommended by the Governance and Risk Committee Chair and appointed by the Board Chair for such term or terms as the FirstNet Board may determine. Governance and Risk Committee members shall serve at the pleasure of, and may be replaced at any time by, the FirstNet Board Chair.

**Committee Structure and Operations**

The FirstNet Board Chair shall designate one member as the Governance and Risk Committee Chair. The Governance and Risk Committee shall meet publicly in person or telephonically at least four times a year, with additional meetings to occur, or actions to be taken by unanimous written consent, when deemed desirable or appropriate by the Governance and Risk Committee Chair or a majority of the Governance and Risk Committee. The Governance and Risk Committee Chair will determine the time and place for each meeting.

The Governance and Risk Committee may, in its discretion, form and delegate authority to one or more subcommittees. The Governance and Risk Committee Chair may invite such members of management to attend Governance and Risk Committee meetings or portions thereof as the Governance and Risk Committee Chair may deem desirable or appropriate. Any member of the FirstNet Board may attend any Governance and Risk Committee meeting and may participate as the Governance and Risk Committee Chair deems appropriate.

## **Committee Duties and Responsibilities**

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

1. Recommend policies and procedures that will assist the FirstNet Board in making informed decisions.
2. Coordinate with management and other FirstNet Board committees to ensure that the FirstNet Board briefings, FirstNet Board meetings, FirstNet Board committee meetings, and all FirstNet communications adhere to established governance policies and procedures.
3. Review FirstNet's risk assessments and compliance program to ensure adherence to applicable laws and regulations.
4. Coordinate with the Assistant Secretary of the National Telecommunications and Information Administration (NTIA) on the review of prospective candidates for the FirstNet Board and recommendations to the Secretary of the Department of Commerce.
5. Coordinate with the Assistant Secretary of NTIA on the review of prospective candidates for the position of ED.
6. Provide guidance and input to the ED and Assistant Secretary of NTIA in the development of the ED's annual Performance Plan.
7. Provide regular feedback to the ED, and provide input to the Assistant Secretary for NTIA regarding the annual performance of the ED.

## **Annual Summary of Accomplishments and Charter Review**

The Governance and Risk 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 Risk Committee shall provide to the FirstNet Board an annual summary of accomplishments. The FirstNet Board shall compare the Committee's accomplishments with the requirements of this Charter. The summary to the FirstNet Board may take the form of an oral report by the Governance and Risk Committee Chair, or by any other member of the Governance and Risk Committee. The Governance and Risk Committee shall also facilitate an annual review of FirstNet Board accomplishments.

## **Resources and Authority**

In carrying out its responsibilities, the Governance and Risk Committee shall have the necessary resources and authority, consistent with the Middle Class Tax Relief and Job Creation Act of 2012, to discharge its duties and responsibilities, including the authority to obtain advice or assistance from internal or external legal, human resources, accounting or other experts, advisors, or consultants, as 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, and nothing in this Charter 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 FirstNet Board or its members beyond, or violation of, applicable statutory or regulatory requirements and authorities.