

**Space Florida
Governance and Compensation Committee Charter
Attachment 2**

Role

The Governance and Compensation Committee's role is to monitor the present and future governance policies and principles as well as the compensation structure and employee benefit plans.

Membership

The Governance and Compensation Committee consists of three or more Board members, each of whom is to be free of any relationship that, in the opinion of the Board, would interfere with his or her exercise of independent judgment.

Operations

The Governance and Compensation Committee will meet at least two times during each year. Additional meetings may occur as the Committee Chair or the Board Chair deem advisable. The Governance and Compensation Committee will keep adequate minutes of all its proceedings, and will report its actions at the next meeting of the Board via consent agenda whenever possible. The Governance and Compensation Committee will be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment) as are applicable to the Board. The Governance and Compensation Committee members will be furnished with copies of the minutes of each meeting.

Authority

The Governance and Compensation Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants as it deems appropriate.

Responsibilities

Subject to applicable governance laws, the principal responsibilities and functions of the Governance and Compensation Committee are as follows:

- Review, update and approve Space Florida Governance Policies;
- Review disposition of complaints and disputes involving Directors;
- Provide human resource stewardship by providing management of succession planning;
- Evaluate, review and approve compensation and benefit plans and policies of Space Florida;
- Oversee Space Florida's compensation philosophy and strategy and at least annually assess Space Florida's risk relating to its compensation policies and practices;
- Perform annual review of the President and Treasurer's performance and compensation.

The Governance and Compensation Committee is a Space Florida Standing Committee and reports directly to the Board of Directors through the Committee Chair or its designee.

Staff Support

Primary staff contact for the Committee is:

Howard Haug, Treasurer

Phone: 321-730-5301 Ext. 227

Email: hhaug@spaceflorida.gov

Additional support is provided by:

Denise Swanson, Chief Financial Officer

Phone: 321-730-5301 Ext. 250

Email: dswanson@spaceflorida.gov