



Governance & Nominations Committee Charter

Revised Charter as approved by the Board of Directors' vote, October 8, 2022

Role

The Governance & Nominations Committee ("Committee") assists the Board of Directors ("Board") on matters that relate to Board governance and identifying and recommending candidates to serve on the Board of Public Library of Science ("PLOS").

Authority and Membership

1. The Committee is a committee of the Board established under Section 5.1 of the Bylaws. A majority of directors then in office will appoint members of the Committee and a Chair of the Committee, each to serve for two-year terms.
2. The Board may fill vacancies on the Committee. The Board may remove a Committee member from the Committee at any time, with or without cause.

Operations

1. The Committee will meet with such frequency as it may determine. The Chair of the Committee will preside over Committee meetings. A majority of Committee members will constitute a quorum. Committee approvals will require a vote of a majority of the Committee members present at a meeting at which a quorum is present.
2. The Committee will keep minutes of its meetings and report its activities to the Board on a regular basis.
3. The Committee may invite individuals who are not Board members to participate in Committee meetings, but these individuals will not have voting power and will not be held out as Committee members. The Committee may request any officer or employee of PLOS or outside consultants, counsel or other advisors, to attend meetings or meet with Committee members.

Responsibilities

1. Review bylaws, charters and other governance documents to ensure they are consistent with desired policies and practices. Recommend revisions or amendments as needed.
2. Periodically review board policies and practices and recommend any needed changes. These may include how new board members are oriented, conflict of interest and ethics policies, board meeting attendance recommendations, board-staff interactions, and other ways in which the board exercises good governance.
3. Take the lead in conducting an annual evaluation of the board, its committees, and its directors. Make recommendations for any changes in board practices, committee structure, or director composition that would improve the board's effectiveness.
4. Review periodically the Board's and committees' compositions and identify, recruit and recommend candidates for Board membership, with the goal of achieving a desirable mix of membership in accordance with the guidelines articulated in Appendix A.
5. Review periodically and make recommendations to the Board regarding the selection of, and succession process for, the Board Chair and other officers.

APPENDIX A: Board Composition Guidelines

The desired size of the Board is at least nine and at most twelve directors.

Essential Values, Behavioral Competencies and Qualifications

- Unbridled commitment to open access publishing and the mission of PLOS
- Willingness to participate in three full Board meetings per year (including travel [economy fare] to two) and to join three conference calls per year
- Willingness to serve on one or more Board committees
- Willingness to be an ambassador for PLOS and its mission
- Team player/collaborative
- Curiosity and courage
- An active contributor
- Integrity and high ethical standards
- Active listening skills
- Strong interpersonal skills
- Willingness to devote time and energy to the role
- Competencies that will be useful to the Board (see below)

Desirable Competencies/Characteristics:

PLOS Board members should collectively bring a diversity of skills, competencies and experience to the Board. The organization's needs will change over time, but will include representation of many of the following:

- Content Knowledge/Experience:
 - Scientific research
 - Global issues/outreach/collaboration in research
 - Scholarly communication/publishing
 - Digital media
 - Institutional/university admin & policy
 - Open science policy/advocacy
- Technical Skills/Experience:
 - Business/finance
 - Business/product development & revenue models
 - Digital technology leadership
 - Leadership experience in multinational organization
 - Organizational operating/leadership experience
 - Marketing/communication
 - Early-stage organizations/start-ups
 - Strategy development & implementation
- Governance Competencies:
 - Previous business Board experience
 - Financial literacy
 - Risk management
 - Strategic thinking/planning from governance perspective
 - Executive performance management

- Demographic Mix: This may include, but is not limited to, the following. Determinations will be made based on current Board needs and gaps when each role is filled.
 - Basic scientists
 - Publishing professionals
 - Clinical researchers and/or physician-scientists
 - Informatics and/or library scientists
 - Technology professionals
 - Business and/or organizational leaders
 - Copyright/legal expertise
 - Representation from multiple countries across the globe
 - Diversity of career stages
 - Diversity of ethnicity/gender/race