



FIRST RESPONDER NETWORK AUTHORITY
GOVERNANCE AND PERSONNEL COMMITTEE RESOLUTION 9
Governance and Personnel Committee Charter Revisions
March 15, 2018

WHEREAS, the Middle Class Tax Relief and Job Creation Act of 2012 (Act) permits the First Responder Network Authority, an independent authority within the Department of Commerce's National Telecommunications and Information Administration, to "exercise, through the actions of its Board, all powers specifically granted by the provisions of this subtitle, and such incidental powers as shall be necessary;"

WHEREAS, the Act also permits the First Responder Network Authority to "take such other actions as the First Responder Network Authority (through the Board) may from time to time determine necessary, appropriate, or advisable to accomplish the purposes of this title;"

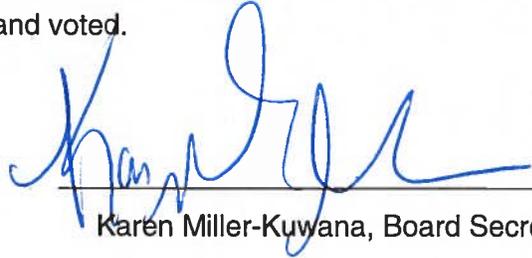
WHEREAS, the Act requires the First Responder Network Authority to govern itself in a transparent manner;

WHEREAS, the First Responder Network Authority desires to inform the public safety user community, state, regional, local, and tribal jurisdictions and the public as to how the First Responder Network Authority is governed;

WHEREAS, the First Responder Network Authority Board has previously implemented a Charter for the Governance and Personnel Committee, which Charter requires annual review by the Governance and Finance Committee and the First Responder Network Authority Board;

NOW THEREFORE BE IT RESOLVED that the Governance and Personnel Committee approve and recommend that the Board adopt the revised and amended First Responder Network Authority Governance and Personnel Committee Charter as presented to the Board by the Governance and Personnel Committee, a copy of which is attached hereto as Exhibit A.

I, the undersigned, Board Secretary of the First Responder Network Authority, do hereby certify that the above is a true and correct copy of a resolution adopted at the meeting of the Governance and Personnel Committee of the First Responder Network Authority on March 15, 2018, at which a quorum was present and voted.



Karen Miller-Kuwana, Board Secretary

Exhibit A



First Responder Network Authority Governance and Personnel Committee Charter

First Responder Network Authority Governance and Personnel Committee Charter

Revised, March 15, 2018

Origin

The FirstNet Board established the Governance and Personnel Committee to review, approve, oversee, and recommend actions (as described below) related to the FirstNet Board's roles and responsibilities, 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 recommended by the Chair of the Governance and Personnel Committee and appointed by the FirstNet Board Chair for such term or terms as the FirstNet Board may determine. Governance and Personnel Committee members shall serve at the pleasure of and may be replaced by the FirstNet Board Chair. Each of the members of the Governance and Personnel Committee shall be a member of the FirstNet Board or otherwise in accordance with the FirstNet Bylaws.

Committee Structure and Operations

The FirstNet Board Chair 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 FirstNet 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 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 Personnel Committee. The primary duties and responsibilities of the Governance and Personnel Committee are as follows:

1. Recommend to the FirstNet Board governance policies and procedures that will assist the FirstNet Board in making informed decisions in the best interests of FirstNet.
2. Coordinate with management and other committees to ensure that FirstNet Board briefings, FirstNet Board meetings, committee meetings, and all communications are organized, clear, transparent, and adhere to the governance procedures established.
3. Recommend members of committees for appointment by the FirstNet Board Chair for such term or terms as the Governance and Personnel Committee may determine.
4. 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.
5. Seek diversity of FirstNet's management team and resources.
6. Review and approve the compensation of and performance evaluation process for the FirstNet Chief Executive Officer (CEO) and his or her direct reports.
7. Review prospective candidates for the FirstNet Board, CEO, and direct reports to the CEO and make recommendations to the FirstNet 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 FirstNet 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 FirstNet 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 FirstNet Board performance.

Resources and Authority

In carrying out its responsibilities, the Governance and Personnel 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 resource, 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 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 FirstNet Board or its members under, or violation of, applicable statutory or regulatory requirements.



First Responder Network Authority Governance and Personnel Committee Charter

First Responder Network Authority Governance and Personnel Committee Charter

9 December 2016 Revised, March 15, 2018

Origin

The FirstNet Board established the Governance and Personnel Committee is established by the FirstNet Board to review, approve, oversee, and recommend actions (as described below) related to the FirstNet Board's roles and responsibilities. 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 recommended by the Chair of the Governance and Personnel Committee and appointed by the FirstNet Board Chair and serve at the pleasure of the Board for such term or terms as the Board FirstNet Board may determine. Governance and Personnel Committee members shall serve at the pleasure of and may be replaced by the Board FirstNet Board Chair. Each of the members of the Governance and Personnel Committee shall be a member of the FirstNet Board or otherwise in accordance with the FirstNet Bylaws.

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3. Recommend members of committees for appointment by the FirstNet Board Chair for such term or terms as the Governance and Personnel Committee may determine.
- 3.4. 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.
- 4.5. Seek diversity of FirstNet's management team and resources.

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5.6. Review and approve the compensation of and performance evaluation process for the FirstNet Chief Executive Officer (CEO) and his or her direct reports.

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