

**BOARD OF DIRECTORS
of the
SURPLUS LINES STAMPING OFFICE OF TEXAS**

**BOARD OF DIRECTOR TRAINING AND ORIENTATION COMMITTEE
CHARTER**

AUTHORITY

1. The Board of Director Training and Orientation Committee ("Committee") is a standing committee of the Board of Directors of the Surplus Lines Stamping Office of Texas ("Board") established under Section 2 (c)(9)(A) of the Surplus Lines Stamping Office of Texas - Plan of Operation. The sole purpose of the Committee is to develop and recommend to the Board required training and orientation materials for Board members, and to develop a schedule for initial and refresher training of Board members on their role and duties as a Board member.

MEMBERSHIP

1. The chair of the Board will appoint three (3) members of the Board to serve as members of the Committee, two (2) members to serve a one-year term and one (1) member to serve a two-year term.
2. The chair of the Board will serve as an ex officio member of the Committee.
3. The chair of the Board will appoint the Chair of the Committee or, in the alternative, delegate to the Committee members the authority to elect the Chair of the Committee. The chair of the Board will fill vacancies on the Committee and may remove a Committee member at any time, with or without cause.

OPERATIONS

1. The Committee will meet with such frequency as it may determine necessary. 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 is subject to and shall publish notice of its meetings as required by Chapter 551 of the Texas Government Code (Texas Open Meetings Act) and shall also be subject to Chapter 552 of the Texas Government Code (Texas Public Information Act).
3. The Committee will keep minutes of its meetings and will report its activities to the Board on a regular basis at the Board meeting immediately following the Committee meeting.
4. The Committee may invite any director, officer, employee, outside advisor or other individual who is not a Committee member to attend Committee meetings or meet with Committee

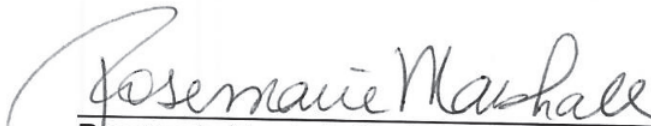
members, but such persons will not have voting power and will not serve as Committee members.

5. The Committee will review this charter annually and submit to the Board any proposed changes. The Board shall review and vote to submit the proposed changes to the Deputy Commissioner of the Financial Regulation Division of the Texas Department of Insurance or the Deputy Commissioner's designee in accordance with Section 2 (c)(11) of the Surplus Lines Stamping Office of Texas - Plan of Operation.

RESPONSIBILITIES

1. Develop and recommend to the Board materials and training schedules to assure that each new Board member is provided and completes the required training and orientation on the Texas Open Meetings Act, Texas Public Information Act, and general corporate governance prior to serving at their first meeting in accordance with Section 2 (a)(5) of the Surplus Lines Stamping Office of Texas - Plan of Operation. Such orientation shall also include an overview of the operations, policies, and procedures of the Surplus Lines Stamping Office of Texas and the fiduciary duties as a Board member; and
2. Develop appropriate materials and a training schedule to assure that each Board Member is provided and completes a refresher training session on the Texas Open Meetings Act, Texas Public Information Act, and general corporate governance annually.

Adopted by the Board of Directors of the Surplus Lines Stamping Office of Texas on December 10, 2020.



Rosemarie Marshall, Chair
Board of Directors
Surplus Lines Stamping Office of Texas