Ohio Common Ground
Governance & Integrity Committee Charter
Attorney Review Draft v4

PREAMBLE

The Governance & Integrity Committee ("Committee") is established as a permanent constitutional oversight body of Ohio Common Ground ("OCG").
The Committee exists to preserve organizational independence, constitutional compliance, transparency, member rights, fiduciary integrity,
and resistance to organizational capture by parties, candidates, donors, factions, vendors, or concentrated internal power.

The Committee serves the Constitutional Charter, the Membership, and the long-term interests of Ohio Common Ground. It is not an operational body,
does not manage day-to-day affairs, and does not substitute its judgment for that of the Board on ordinary policy matters. Its purpose is oversight,
review, investigation, accountability, and governance protection.

ARTICLE I – ESTABLISHMENT AND CONSTITUTIONAL STATUS

The Committee is established pursuant to the Articles of Incorporation, Constitutional Charter, and Bylaws of OCG.
Its existence shall be considered a protected governance safeguard. The Committee shall remain independent in the performance
of its duties and shall not be directed by the Board, Officers, employees, donors, political parties, candidates, or outside organizations.

ARTICLE II – PURPOSE AND DUTIES

The Committee shall:
1. Conduct governance oversight.
2. Review constitutional compliance.
3. Administer governance audits.
4. Review conflicts of interest.
5. Monitor anti-capture protections.

6. Receive governance complaints.
7. Review whistleblower reports.
8. Recommend governance reforms.
9. Publish governance findings and reports.
10. Protect member rights and organizational integrity.

ARTICLE III – COMPOSITION

The Committee shall consist of five (5) voting members.
At least three members shall not simultaneously serve on the Board.
Officers may not serve on the Committee.
Current elected officials, state party officers, county party chairs, paid campaign managers, and partisan candidates shall be ineligible.
Members shall possess demonstrated experience in governance, law, compliance, finance, auditing, organizational leadership, or public accountability whenever practical.

ARTICLE IV – ELECTION AND TERMS

Committee members shall be elected by the State Convention.
Members shall serve staggered three-year terms.
No member may serve more than two consecutive full terms.
Vacancies between conventions may be filled temporarily by the Board until the next State Convention, at which time delegates shall elect a successor.
Candidates must be Voting Members in good standing for at least one year and must file all required disclosures.

ARTICLE V – COMMITTEE OFFICERS

The Committee shall elect a Chair, Vice Chair, and Secretary annually.
The Chair shall coordinate investigations, meetings, and reports.
The Secretary shall maintain records, findings, and official communications.
Committee officers remain subject to the same independence requirements as all members.

ARTICLE VI – GOVERNANCE AUDITS

The Committee shall conduct an Annual Governance Audit.
The audit shall evaluate:
• Constitutional compliance
• Bylaw compliance
• Transparency practices
• Conflict disclosures
• Board accountability
• Member participation systems
• Anti-capture protections

- Committee effectiveness

The Committee may conduct Special Governance Audits when credible evidence suggests significant governance concerns.
Audit reports shall contain findings, recommendations, corrective actions, timelines, and risk assessments.

ARTICLE VII – INVESTIGATIVE AUTHORITY

The Committee may investigate alleged governance violations, transparency failures, conflict-of-interest concerns, anti-capture concerns,
retaliation claims, and significant departures from governing documents.

The Committee may:
- Request records
- Interview participants
- Obtain written statements
- Review communications
- Consult subject matter experts

Individuals subject to investigation shall receive notice, an opportunity to respond, and a reasonable opportunity to present evidence.
Investigations shall be conducted fairly, impartially, and with appropriate confidentiality.

ARTICLE VIII – ACCESS TO INFORMATION

The Committee shall have access to records reasonably necessary to perform its duties, including Board minutes, committee minutes,
financial reports, governance records, conflict disclosures, audit reports, and adopted policies.
Access may be restricted only where required by law, attorney-client privilege, personnel privacy, or other compelling legal considerations.

ARTICLE IX – CONFLICT OF INTEREST ADMINISTRATION

The Committee shall administer the Conflict of Interest Policy.
It shall review disclosures, classify conflicts, recommend recusals, monitor compliance, and recommend corrective actions.
Conflict determinations may be categorized as:
- No Conflict
- Manageable Conflict
- Material Conflict
- Prohibited Conflict

The Committee shall maintain records of determinations and provide annual summary reporting.

ARTICLE X – WHISTLEBLOWER PROTECTION

The Committee shall receive and evaluate good-faith reports concerning misconduct, governance failures, financial concerns,
constitutional violations, retaliation, or transparency failures.
No individual shall be penalized for good-faith reporting.
Retaliation constitutes an independent governance violation subject to review and recommendation for corrective action.

ARTICLE XI – REPORTING RESPONSIBILITIES

The Committee shall publish an Annual Governance & Integrity Report.
The report shall summarize governance audits, conflict reviews, investigations concluded during the reporting period,
governance recommendations, anti-capture assessments, and compliance observations.

The report shall be distributed to Voting Members and formally presented to the State Convention.
The report shall become part of the permanent Convention record.

ARTICLE XII – BOARD RESPONSE REQUIREMENTS

The Board shall provide a written response to major governance recommendations within ninety (90) days.
Responses shall identify whether recommendations are accepted, partially accepted, rejected, or deferred.
When recommendations are rejected, the Board shall provide a written explanation.

ARTICLE XIII – MINORITY REPORT AUTHORITY

Upon approval of at least four (4) of the five (5) Committee members, the Committee may issue a Minority Report concerning unresolved governance concerns.
Before publication, the Board shall receive written findings and at least thirty (30) days to respond.

Minority Reports may address:
- Constitutional compliance concerns
- Governance failures
- Anti-capture concerns
- Significant conflict issues

- Transparency failures
- Member rights concerns

Minority Reports shall remain factual, nonpartisan, and respectful of legitimate confidentiality obligations.

ARTICLE XIV – RELATIONSHIP WITH THE OMBUDSMAN

The Committee and Ombudsman shall remain independent.
Neither shall supervise or direct the other.
The two bodies may coordinate where governance concerns overlap with member rights, procedural fairness, or accountability matters.

ARTICLE XV – MEETINGS

The Committee shall meet at least quarterly.
Special meetings may be called by the Chair or by a majority of Committee members.
A majority of seated members shall constitute a quorum.
Minutes shall be maintained for all meetings.

ARTICLE XVI – REMOVAL OF COMMITTEE MEMBERS

Because the Committee serves as an independent oversight body, removal authority shall reside with the State Convention.

Removal proceedings may be initiated only by:
1. A four-fifths vote of the remaining Committee members; or
2. The Ombudsman following written findings.

Grounds include:
- Serious misconduct
- Breach of fiduciary duty
- Material violation of governing documents
- Failure to perform duties
- Loss of qualifications

The affected member shall receive notice, evidence, an opportunity to respond, and an opportunity to address delegates.
Removal requires approval by two-thirds of Convention delegates voting.

ARTICLE XVII – ANTI-RETALIATION PROTECTION

No Committee member shall be removed, disciplined, disadvantaged, or otherwise penalized for conducting investigations,

issuing findings, participating in Minority Reports, reporting governance concerns, or performing duties authorized by governing documents.
Retaliation constitutes a governance violation.

ARTICLE XVIII – CHARTER REVIEW AND AMENDMENT

This Charter shall be reviewed annually.
Recommended amendments shall be submitted through established governance procedures.
All amendments must remain consistent with the Articles of Incorporation, Constitutional Charter, and Bylaws.

ARTICLE XIX – EFFECTIVE DATE

This Charter shall become effective upon adoption pursuant to the governing procedures of Ohio Common Ground.