

CHARTER OF THE OPERATIONS AND REGULATIONS COMMITTEE

(Amended by the LSC Board of Directors on and effective as of on July 27, 2012)

I. Purpose

The purpose of the Committee shall be to consider and make recommendations to the Board regarding the Corporation's operations, regulatory policy, and rulemaking activities.

II. Membership

The Chairman of the Board ("Chairman") shall appoint at least three Directors other than the Chairman to serve on the Committee. The Chairman, who shall serve as an *ex officio* voting member of the Committee and count towards a quorum, shall appoint the Chair of the Committee from among these Directors. Three Committee members will be required in order to constitute a quorum.

III. Meetings

The Committee:

- (1) shall meet at least four times per calendar year, but may meet more frequently at the call of its Chair or any two members of the Committee; and
- (2) may adopt procedural rules that are not inconsistent with this Charter, the Corporation's Bylaws, or the laws to which the Corporation is subject.

IV. Resources

All offices, divisions, and components of the Corporation, including the Office of Inspector General ("OIG"), shall cooperate with all requests made by the Committee for information and support. The Committee shall be given the resources necessary to carry out its responsibilities.

V. Authority

The Committee:

- (1) shall have unrestricted access to the Corporation's books, records, facilities, personnel, and outside consultants;
- (2) is authorized to carry out the duties and responsibilities described in this Charter, as well as any other activities reasonably related to the Committee's purposes or as may be directed by the Board from time to time;
- (3) may delegate authority to one or more designated members of the Committee;

- (4) may rely on the expertise and knowledge of Management, the OIG, and such consultants and experts that the Board approves for carrying out its responsibilities;
- (5) may authorize to be conducted, or itself conduct, reviews into any matters within the scope of its responsibilities; and
- (6) may require any officer or employee of the Corporation or hired consultants to attend Committee meetings or to meet with any member(s) of or advisor(s) to the Committee.

VI. Duties and Responsibilities

OPERATIONS

The Committee:

- (1) shall periodically review and consider the Corporation's organizational structure and internal operations, including personnel policy issues;
- (2) shall periodically review the Corporation's compliance monitoring and enforcement efforts to ensure grantee compliance with the LSC Act, regulations, and other applicable laws;
- (3) shall annually review and consider the Corporation's performance in achieving the goals established in the strategic plan of the Corporation, including consideration of the measures used to evaluate such performance; and
- (4) shall as necessary and consistent with the independence of the OIG, review with management and the OIG matters pertaining to the manner in which management and the OIG are carrying out their responsibilities.

REGULATIONS

The Committee shall receive, propose, review, and discuss petitions for rulemaking, proposed regulations and priorities for rulemaking in conformance with the Corporation's Rulemaking Protocol, as may be revised by the Board from time to time. The Committee shall also review and discuss the regulatory policies of the Corporation, and shall periodically review Board protocols and other policy statements directing the activities of the Corporation.

OTHER RESPONSIBILITIES

The Committee:

- (5) shall regularly report Committee actions, and make recommendations the Committee deems appropriate, to the Board with respect to any matters the Committee deems necessary or appropriate or as requested by the Board; and

- (6) shall perform such other duties and responsibilities, consistent with this Charter, delegated to the Committee by the Board, but shall not act nor be deemed to act as an executive committee of the Board.

PERIODIC REVIEW OF CHARTER

The Committee shall periodically assess the adequacy of the Committee's Charter and report to the Board the results of the assessment, as well as any recommendations of proposed changes to the Charter.