

**Governance and Nominating Committee Charter**

**Purposes.**

1. This Charter implements the Bylaws of **NAME OF ORGANIZATION** with regard to a Governance and Nominating Committee.

2. The Governance and Nominating Committee is delegated the authority to act for the Board in fulfilling the Board’s fiduciary duties by engaging in the activities identified in this Charter and by engaging in other activities assigned to the Committee, within the limits established in this Charter and the Bylaws.

**Membership.**

Membership on the Governance and Nominating Committee shall consist of not less than two Directors. All members shall be free from any relationship that, in the judgment of the Board, would interfere with the member’s independent exercise of judgment as a committee member.

**Ex Officio Member.**

The Executive Director shall be an ex officio member without vote, invited to attend meetings of the Executive Committee, unless requested not to attend by the person acting as Chair.

**Meetings and Procedures**

1. The Committee shall establish and continuously update and revise a calendar that shows the month or quarter within which basic functions of the Committee, such as nominations of committee members and officers, review of the bylaws, and nomination of directors are expected to occur.

2. The Committee shall hold meetings at the call of the Committee chair, Executive Director, or any two members.

3. The Committee shall either maintain minutes of its meetings and provide them to the full Board at regularly scheduled meetings or shall report to the Board (or, upon request, the Executive Committee of the Board), which shall incorporate the report of the Governance and Nominating Committee into its written minutes.

**Responsibilities.**

1. Recommend board policies and processes designed to provide for effective and efficient governance, including but not limited to policies for:
2. Evaluation of the board and the chairperson.
3. Election and reelection of board members.
4. Board orientation and education.
5. Succession planning for the board chair and other board leaders.
6. Review and recommend a position description detailing responsibilities of and expectations for board members and the board chairperson.
7. Recommend nominees for election and reelection to the board. To facilitate this responsibility, the committee will:
8. Develop and recommend to the board a statement of the competencies and personal attributes currently needed on the board, to be used as a guideline for recruitment and election of board members.
9. Conduct a “gap analysis” to identify succession planning/recruitment needs.
10. Develop and regularly update a list of potential board members regardless of whether a current vacancy exists.
11. Oversee a process for vetting the fitness of prospective nominees.
12. Develop and oversee a plan for enhancing board diversity.
13. Evaluate the performance of individual board members eligible for reelection.
14. Conduct a succession planning process for the board chairperson and other board leaders. Nominating board officers for election by the full board.
15. Review the corporate bylaws annually and recommending any needed changes to the full board.
16. Advise management on plans for board education, including new member orientation, education of board members, and an annual board retreat.
17. Oversee the board’s self-assessment and improvement process every one or two years.

**Report to Board.** Any action taken by the Finance and Audit Committee between meetings of the Board shall be reported to the Board at the next meeting.