

COMMITTEE CHARTER FOR THE NOMINATING COMMITTEE

Mission Statement

The Nominating Committee shall assist the Board of Trustees in the identification of candidates for Board membership, in the decision to nominate Trustees for reelection to a second term and in the review and development of Trustee orientation plans.

Organization

- a. The Nominating Committee shall consist of at least three Trustees. All members of the Committee shall be independent Trustees. If the Chair of the Board is an independent Trustee, he or she shall be a member of the Committee and shall be the Chair of the Committee. Otherwise the Committee shall elect its Chair from among its members.
- b. The Committee shall meet in connection with regularly scheduled meetings of the Board of Trustees or as often as necessary in light of existing or pending vacancies on the Board of Trustees. The President of the Foundation will be invited to attend meetings for input and consultation.
- c. A majority of the voting members of the Committee shall constitute a quorum for the transaction of business at any meeting thereof, and the act of a majority of voting members of the Committee present at any meeting at which a quorum is present shall be the act of the Committee.

Roles and Responsibilities

The Committee shall:

- a. Identify and recommend to the Board qualified candidates for Board membership.
- b. Have sole authority to retain and terminate any search firm to be used to identify Trustee candidates, including sole authority to approve fees and terms.
- c. Recommend to the Board whether Trustees completing a first term should be nominated for reelection to a second term.
- d. Review, develop and recommend enhancements to the orientation program for Trustees.
- e. Conduct an annual performance evaluation of the Committee and report its findings to the Chair of the Board.
- f. Attend to such other matters as the Board of Trustees may from time to time determine.
- g. Maintain minutes of Committee meetings and report regularly to the Board.

Approved as of February 16, 2012