



COMMITTEE CHARTER FOR THE NOMINATING AND GOVERNANCE COMMITTEE

Mission Statement

The Nominating and Governance 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. The committee will also assist the Board of Trustees in achieving its purposes through effective governance, including the review of foundation governance policies and procedures. In addition, the committee will evaluate the performance of the board, its committees and individual trustees.

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. Review and make recommendations to the board with respect to the foundation's governance policies, procedures and basic governance documents, such as the bylaws and committee charters.
- f. Recommend to the board the election of the board chair.
- g. Conduct a performance evaluation every other year of the board, its committees and individual trustees. The evaluation will include consultation with each trustee to elicit views of the board and of individual trustees' performance. The chair of the board will lead a group discussion of board performance every other year.