

## **Nominating Committee Charter**

Approved 11-22-2022

### **Charge**

The Nominating Committee derives its authority from Article 5, Section 2 (d) of the Orleans Conservation Trust (the “Trust”) Bylaws (the “Bylaws”), which charges the Committee to identify, vet, and propose candidates for election to the Board.

### **Composition**

Only Trustees or current Members may serve as voting members of the Nominating Committee. The Committee shall be composed of such number of Trustees as set by the President, provided, however, that there shall be at least (i) three (3) current Trustees (including the Chair) and (ii) two (2) current Members of the Trust serving on the Nominating Committee. The current Trustees appointed by the President to the serve on the Nominating Committee shall not be eligible to stand for re-election as a Trustee for the next year; provided, however that this prohibition shall not apply to (i) the Chair of the Committee or (ii) a Trustee in the last year of her or his fourth three-year consecutive term.

### **Term**

The Members of the Nominating Committee shall serve until their respective successors are duly appointed by the President.

### **Responsibilities**

In addition to such other rights and duties as are delegated to it by the Trustees, the Committee’s general responsibilities include:

- Develop and share with the board an annual workplan for the Committee and meet as frequently as circumstances and the annual workplan dictate;
- Develop and share with the board an annual report summarizing the Committee’s performance against the workplan and detailing any issues that the Committee faced during the year;
- Administer and annually review those policies that fall under the jurisdiction of the Committee, and make recommendations for any changes, if necessary, to the Board;
- Create, update, and maintain with input from the Board a document with the names of potential candidates for the Board.
- Make nominations for Trustees to be elected at the next Annual Members’ Meeting and filing a report of its nominations with the Clerk of the Board for the Trustees’ information not less than forty-five (45) days before the date set for the Annual Members’ Meeting.

- Accept proposals for nominees from any Trustee or Member; provided, however, that the Nominating Committee shall be solely empowered to propose the slate of Trustees for election by the Members.
- Ensure that the Clerk or his/her designee sends the slate of Trustee nominees to all Members, at an address for the Member appearing in the records of the Trust, as least thirty (30) days before the date of the Annual Members' Meeting; and
- Complete such other tasks as the Committee shall take on commensurate with its charge and delegated responsibilities.