

## **Nominating Committee Charter**

### **Purpose**

The Nominating Committee assists the Board of Trustees ("Board") in fulfilling its responsibility to identify qualified individuals to serve on the Board.

### **Authority**

The Committee shall have the authority, in accordance with the process outlined in the Declaration of Trust, to identify candidates for election to the Board.

### **Composition**

The Nominating Committee shall consist of five voting (5) members and two (2) nonvoting alternates.

- Two (2) voting members of the Nominating Committee and one (1) non-voting alternate shall be appointed by majority vote of the Trustees from among Trustees in office whose terms do not expire during the current year.
- Three (3) voting members of the Nominating Committee and one (1) non-voting alternate shall not be Trustees, but shall be individuals who have been solicited from the general membership, vetted and presented as a slate to the membership by the current Nominating Committee for election at the Annual Meeting.

### **Term**

The Nominating Committee shall serve until the succeeding Nominating Committee is elected by the membership.

If, during the course of the Nominating Committee members' terms in office, a voting member is no longer able to serve, the corresponding Trustee or non-Trustee alternate shall automatically assume the vacant position as a voting member of the Committee for the remainder of the term.

If, for any reason, the number of voting Nominating Committee members falls below five (5), the Trustees by majority vote may appoint Trustee or non-Trustee individuals to fill the corresponding vacancies for the remainder of the Nominating Committee's annual term.

### **Meetings**

The Committee shall meet in-person at least once each year, and more frequently as circumstances dictate. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action. A majority vote of the quorum shall be the decision of the Committee.

In the absence of the Committee Chair, the Committee shall appoint by majority vote a member of the Committee to serve as Committee Chair.

Meetings may be held by telephone conference so long as all members of the Committee present can hear each other. Participating in a meeting by telephone shall constitute a presence at the meeting.

## **Responsibilities**

The Committee shall:

- In consultation with the Governance Committee, conduct a “gap analysis” of current Board composition and determine priorities for recruitment in the new class of Trustees.
- In accordance with the Trust’s Declaration of Trust and Policies and Procedures, identify individuals qualified to serve as Trustees. The Committee shall properly screen and nominate for Board consideration a slate of individuals to fill vacancies on the Board in compliance with the Declaration of Trust.
- Endeavor to achieve diversity of thought, knowledge and viewpoints on the Board. Periodically review Trustee recruitment and selection protocols so that diversity remains a component of any Trustee search.

## **Other Responsibilities:**

- At its first meeting of the year, establish Committee calendar guidelines for tasks to be completed during the year.
- Keep the Board informed of all material events and activities.
- Report to the Board the results of Committee meetings.
- Annually review the Nominating Committee Charter and recommend modifications, as necessary, to the Governance Committee.
- Annually conduct a self-evaluation of the Committee’s performance and report the results to the Board.
- Perform such other duties as are necessary or appropriate to further the Committee’s purposes, or as the Board may assign to it from time to time.

## **Conflicts of Interest**

If any member of the Committee shall have, or appear to have, a conflict of interest that impairs or appears to impair the respective member’s ability to exercise independent and unbiased judgment in the good faith discharge of his or her duties, he or she shall disclose such conflicts and recuse himself/herself prior to meaningful discussion.