

2018-05

## Nominating & Governance Committee Charter

---

### Authority

The Nominating & Governance Committee does not have formal approval authority or the ability to act on behalf of the Board.

### Membership

- The Chair, after consultation with the CEO, shall appoint directors to the designated committee and select committee chair.
- Each director on a committee shall serve for a period of two (2) years or longer and until such time as the Chair appoints a successor.

### Operations

- The Committee will meet with such frequency as it may determine.
- A majority of the number of persons serving on a committee immediately before a meeting begins shall constitute a quorum for transaction of business at such committee meetings.
- All committees so appointed shall keep regular detailed minutes of the transactions of their meetings and shall cause such minutes to be recorded and preserved and shall report their activities to the Board at or prior to its next meeting following such activities to be reported. The secretary or an assistant secretary of the Corporation may act as secretary of any committee if the committee so requests.

### Responsibilities

- Review the Board's composition and identify, recruit and recommend candidates for Board membership.
- Review and make recommendations to the Board regarding the size, structure, charters, processes and practices of the Board and Board committees.
- Recommend to the Board nominees for appointment to each committee, and for the chair of each committee if not already specified by committee charter.
- Review periodically and make recommendations to the Board regarding the selection of, and succession process for, the Chair of the Board and other officers.
- Oversee orientation, education, and self-assessment programs for directors.
- Review periodically bylaws, Board conflict of interest policy, and other governance policies and practices and make recommendations to the Board as appropriate.