

## **The California Endowment**

### **CHARTER OF THE NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS**

#### **PURPOSE**

The Nominating Committee (“Committee”) is appointed by the Board of Directors (“Board”) to make recommendations to the Board with respect to candidates for Directors and Officers of the Board judged to meet the criteria established by the Board for the appointment of those responsible for The Endowment’s governance and oversight functions.

#### **AUTHORITY AND RESPONSIBILITIES**

The Board grants the Committee authority and responsibility to:

##### **1. Nominating Needs and Criteria**

- 1.1. Assess the Board’s current composition and identify needs that should be met by future Directors while assuring that the Board has the diversity of perspective and the judgment, experience, maturity, and expertise it needs to govern The Endowment effectively;
- 1.2. Develop and recommend to the Board the criteria and qualifications deemed appropriate for election as Director or appointment as an Officer of the Board;

##### **2. Nominations**

- 2.1. Identify, screen, interview, and nominate, prior to The Endowment’s annual meeting, potential candidates for Board membership who are judged to fill those needs and meet the criteria for election to the Board;
- 2.2. Nominate to the Board, whenever appropriate, those individuals it recommends be appointed as Officers of The Endowment;
- 2.3. Review assessments of the performance of individual Directors, as part of the re-election process at the end of each term of Board service, in order to determine whether to nominate individuals for re-election to the Board.

### 3. **General Responsibilities**

- 3.1. Report to the Board on Committee activities;
- 3.2. Conduct annually a performance evaluation of itself in relation to the requirements of this Charter and such other matters as the Committee may deem appropriate and present such performance evaluation to the Board;
- 3.3. Review annually the Committee Charter and recommend any changes to the Governance Committee; and
- 3.4. Recommend to the Board any other actions related to nominating matters necessary for The Endowment to fulfill its mission.

### **COMPOSITION AND TERMS**

**Composition:** The Committee consists of three to seven current Directors who are not eligible for re-election as Directors during the year in which they will serve on the Committee. The Committee members shall be recommended by the Board Chair and appointed by the Board. The Board Chair shall designate a member of the Committee to serve as Chair of the Committee.

**Terms:** Each Committee member serves a one-year term, renewable annually by action of the Board, consistent with the limitation that they not be eligible for re-election as Director during a term of service on the Committee.

### **MEETINGS**

The Committee meets at least annually for the purpose of considering and recommending nominees for such positions, at least two weeks prior to the meeting of the Board for the election of Directors and Officers of the Board. Additional meetings are held as needed to fulfill its responsibilities as described above. Meetings are convened by the Committee Chairperson. The Committee may ask Management or others to attend the meeting and provide pertinent information as necessary.

### **PROVENANCE AND LIMITATIONS**

The Committee is mandated by The Endowment's Bylaws (Article IV, Sections 15(a)). Unless expressly delegated by the full Board when allowed under applicable law and The Endowment's Articles of Incorporation and Bylaws, the Committee shall not have the power or authority to act for the full Board. Meetings and actions of the Committee are governed by the provisions of Bylaws concerning meetings and actions of the full Board (Article IV, Section 4).