



Governance and Nominating Committee CHARTER

I. PURPOSE

The purpose of the Governance and Nominating Committee of the Board of Directors (“Board”) of Eastern Washington University Foundation (“Foundation”) is to provide the Board with the director resources that permit the Board to exercise its responsibilities for foundation governance at the highest level of excellence. And to maintain intense mission focus to weave the strategic responsibilities of the Foundation together with the selection, training and organizing of the Foundation’s Directors. The Committee on Directors is established in the Bylaws as a standing Committee of the Board.

The Committee’s activities and recommendations shall include but are not limited to:

- Determine the most effective composition of the Board.
- Develop practices and recommend to the Board those strategies and policies required to fulfill the committee’s responsibilities.
- Attract and recruit directors.
- Orient, train, organize, motivate and assess Directors’ performance.

II. MEMBERSHIP

The membership of the Committee shall be comprised of the Chair of the Foundation Board of Directors who shall serve as Committee Chair in accordance with the Foundation Bylaws, the Executive Director and no less than two (2) additional members of the Foundation Board of Directors with voting rights. A Vice Chair shall be appointed by the Committee Chair. All committee members shall be independent directors free from any relationship that, in the opinion of the Board, would interfere with his or her exercise of independent judgment as a member of the Committee. Committee members must consist of the most thoughtful, ethical, judicious and respected directors. An appointment to the Committee should reflect and acknowledge exceptional board service. Members of the Committee shall serve at the pleasure of

the Board and shall be appointed to, and removed from, the Committee by the Board. The Chair and members will serve terms pursuant to the established Foundation Bylaws.

III. MEETINGS

The Committee shall hold regular meetings pursuant to a schedule issued by the Chair of the Directors and pursuant to the Foundation Bylaws. Special meetings of the committee may be held upon the call of the Committee Chair, Chair of the Directors, at any time that the attendance or consent of at least a majority of the committee can be obtained.

IV. OPERATIONS

The Committee Chair shall prepare or approve an agenda in advance of each meeting. The Committee Chair shall preside at all meetings. At the request of or in the absence of the Chair, the Vice Chair shall preside at meetings and otherwise fulfill the duties and obligations of the Chair. The Committee will cause to be kept adequate minutes of its proceedings, and shall present any findings, actions taken, activities or recommendations to the Executive Committee and the Board. Minutes shall be filed with the Foundation records. Committee members will be furnished with copies of the minutes of each meeting and any action taken.

In accordance with the approved Bylaws, the Committee will be governed by the same rules regarding meetings (including meetings conducted telephonically), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision hereof, (b) any provision of the Bylaws of the Foundation, or (c) the laws of the state of Washington. A quorum shall consist of a majority of the members who are entitled to vote.

V. RESPONSIBILITIES AND DUTIES

The responsibilities of the Committee are a continuum of practices and policies that begins with an understanding of the board's present and future needs for talent and is consistent with the mission of Eastern Washington University. The Committee is charged by the Board with the responsibility to:

1. Design the board composition.
 - a) Analysis of current board to include a baseline of years of service as a director and each individual's gender, ethnic, geographic and educational background;
 - b) Occupational credentials, showing for-profit and nonprofit experience, specific professional expertise and board or governance experiences;
 - c) Functional expertise and reputation;
 - d) Confidential assessment of personal giving capacity and giving history; and
 - e) Each Director's personal and professional sphere of influence.

- f) Ability and willingness to assist in generating financial support for the Foundation via personal means and/or by serving as a connector to potential beneficial relationships within the community and region.
2. Develop a statement of criteria, to serve as a screening tool, to generate an understanding of what attributes are essential.
 3. Develop and manage a network of new Director candidates.
 - a) Build and screen the pool;
 - b) Cultivate and ask candidates; and
 - c) Make recommendations to the Executive Committee.
 4. Develop and manage an orientation program for new Directors.
 - a) Provide a briefing package;
 - b) Implement a formal orientation program; and
 - c) Provide essential tools.
 5. Determine re-nominations of sitting Directors.
 6. Anticipate future board leadership and recommend the slate of officers.
 7. Respect the bylaws. It is incumbent on the Committee to assume responsibility for acting as the conscience of the board to continually judge whether the bylaws fairly and accurately reflect current board practices.