



NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

There shall be a committee of the Board of Directors (the "Board") of the Forum of Executive Women ("FOEW") to be known as the Nominating and Governance Committee (the "Committee"). The Committee's purpose is to

- (i) identify, review qualifications of and select qualified individuals to become Board members and officers of FOEW;
- (ii) present a slate of officers and directors of the FOEW to the Board and then to the membership for election at the annual meeting each year;
- (iii) develop, adopt, monitor and update corporate governance principles and policies of the FOEW;
- (iv) provide training necessary for the members of the Board to understand and carry out their fiduciary duties and responsibilities; and
- (v) oversee the self-evaluation of the Board.

Composition

General Information

The Committee will consist of the following two subcommittees, each of which shall be chaired by a member of the subcommittee:

1. a sub-committee that focuses on the Committee's nominating responsibilities ("Nominating Sub-Committee");
2. a sub-committee that focuses on the Committee's governance responsibilities (Governance Sub-Committee); and

If Committee members wish, and if they meet any requirements for participation in a particular subcommittee, Committee members may serve on more than one of the sub-committees. Both sub-committees must consist of members of the FOEW in good standing that are actively engaged in the FOEW and, to the extent possible, reflect the membership of the FOEW in terms of profession, age and ethnicity.

Committee Leadership

The Chair of the Committee for the following year shall be nominated and seconded by the FOEW Board members in time to be included on the slate of officers and directors of the FOEW that is being submitted for election by the FOEW members at the annual meeting. The Chair shall be nominated by a vote of a majority of the Board members voting. If the Board fails to nominate a Chair, the Committee shall designate a Chair from among its members to be included on the slate that is being submitted to the membership for election at the annual meeting.

The elected Chair of the Committee shall recommend to the Board the proposed members of the Nominating Sub-Committee after consultation with the chair of the Nominating Sub-Committee. The Board shall appoint the members of the Nominating Sub-Committee by vote of a majority of the Board members present at the meeting at which the Committee Chair makes her recommendations. The Committee Chair will be a member of both sub-committees and attend such meetings of the sub-committees as her schedule permits and, in any event, shall be kept apprised of each sub-committee's work by the chairs of the sub-committees.

Composition of Sub-Committees

Nominating Sub-Committee. The Nominating Sub-Committee will consist of no fewer than five (5) and no more than nine (9) members, including the Committee Chair. Members of the Nominating Sub-Committee may not be a current FOEW officer eligible for reelection or an officer nominee. The Nominating Sub-Committee shall include either the current president who is not eligible for re-election, or the immediate past president. Members of the Nominating Sub-Committee must include current FOEW Board members.

Subject to earlier removal by the Board and as set forth below, each member of the Nominating Sub-Committee shall serve for a term of two years and until her successor shall have been duly appointed by the Board. Nominating Subcommittee members are eligible to serve a maximum of two consecutive terms.

The chair of the Nominating Sub-Committee may serve on the Nominating Sub-Committee for a maximum of four years, assuming that her time in excess of two years of service on the Nominating Sub-Committee was not in the position of chair of the Nominating Sub-Committee. A Nominating Sub-Committee member may be removed by the Board at any time in its discretion, whereupon the resulting vacancy shall be filled by a FOEW member determined by the Board.

In appointing members of the Nominating Sub-Committee, an effort shall be made to stagger terms so that no more than 50% of the members of the Nominating Sub-Committee will be new to the Sub-Committee each year.

Governance Sub-Committee, The Governance Sub-Committee will consist of no fewer than four (4) members and no more than seven (7) members, including the Committee Chair. All members of the Governance Sub-Committee must be members in good standing of the FOEW, and must include at least one member who is knowledgeable about corporate governance. Each member of the Governance Sub-Committee may serve for a term of up to four years.

An effort shall be made to stagger terms of the Sub-Committee members so that no more than 50% of the members of the Governance Sub-Committee will be new to the Sub-Committee each year.

Specific Power, Authority and Responsibilities

The Nominating Sub-Committee shall have the following power, authority and responsibilities:

1. Identify individuals qualified to become Board members (officers, at-large members and committee chairs) and members of the Finance committee consistent with criteria established by the Board;
2. Recommend particular director nominees and officer nominees to the Board (including nominations for re-election of continuing/incumbent directors) for election at the next annual meeting of members; and
3. Recommend members and Chair of the Finance Committee.

In carrying out those duties, the Nominating Sub-Committee shall seek from the Executive Director and current FOEW President their recommendations for committee chairs, and shall seek from the current Treasurer her recommendations for members of the Finance Committee. In order to serve as a committee chair, the FOEW member must satisfy the criteria for FOEW board membership and, whenever possible, must have served on the relevant committee for a minimum of two (2) years.

In putting together its recommended slate, the Nominating Sub-Committee is charged with seeking candidates that have exhibited strong decision-making ability, prior non-profit or for-profit board experience, substantial leadership and management experience, active membership in the FOEW for at least two years, relevant knowledge of the FOEW's goals, and demonstrated commitment to the FOEW's mission. Such candidates should also have a sphere of influence in the Greater Philadelphia region, and possess exemplary personal integrity and reputation.

The candidate being recommended by the Nominating Sub-Committee to serve as President of the FOEW should, in addition to the other criteria for board membership, be a senior executive and possess a significant sphere of influence in the community.

The Governance Sub-Committee shall have the following power, authority and responsibilities:

1. At least annually, review and make recommendations with respect to the corporate governance guidelines applicable to the FOEW, the Bylaws of the FOEW and charters of the committees of the FOEW.
2. Make regular reports to the Board about such reviews and recommendations, but in no event less than once per year.

Structure and Meetings

The sub-committee chair, after consultation with the other members of the sub-committee that she chairs shall (i) determine the dates, times and places for meetings of the sub-committee; and (ii) set the agendas for each such meeting.

The chairs of the sub-committees shall preside at each meeting of their respective sub-committees, except that, in the absence of the sub-committee chair at any particular sub-committee meeting, the sub-committee member designated by the sub-committee chair (which may include the Committee chair) shall preside at such meeting. A majority of the total number of sub-committee members then comprising the sub-committee shall constitute a quorum for the transaction of sub-committee business. All matters to be decided by the sub-committee shall be decided by the affirmative vote of a majority of the sub-committee members present in person or via phone at a duly called meeting of the sub-committee assuming there is a quorum present in person or via phone. Voting by email after a meeting is permitted.

The sub-committees shall hold as many meetings as the sub-committee chairs, in consultation with the Committee Chair, determines are warranted in order for their sub-committee to fulfill their mandate, except that the Nominating Sub-Committee shall hold no fewer than three (3) meetings per year.

Operating Policies

1. The Committee will determine its rules of procedure in accordance with the FOEW's Bylaws. The chairperson of each Subcommittee shall determine whether it is necessary for the Subcommittee to keep minutes of all meetings and, if necessary, the chairperson shall designate such individual to record the minutes.
2. The chairperson of the Committee will report to the Board on an as needed basis regarding the significant actions taken by and the activities and findings of the Committee and its subcommittees, as well as any recommendations for action by the Board when appropriate.

Adopted by the Board of Directors this 19th day of May, 2015.