WOODBURY COMMUNITY FOUNDATION

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Effective November 2025

1. Purpose and Scope

The Governance & Nominating Committee oversees the Board of Directors of the Woodbury Community Foundation including composition and functioning by identifying, evaluating, and recommending qualified individuals for board membership. This ensures the board maintains diverse perspectives and necessary skills, while also upholding best practices in governance policies and procedures that effectively guide the foundation's mission and strategic direction.

2. Authority

Oversee activities associated with WCF directors, leadership and personnel while identifying best principles, practices, and standards in upholding a high standard of excellence as a community foundation organization.

3. Membership

Membership is appointed by the board of directors with the advice of the Governance and Nominating Committee consistent with bylaws on an annual basis. The committee shall consist of approximately 5-7 individuals and comprised of no less than 50% of members of the board. The committee chair is typically the outgoing board chair who also serves on the Executive Committee. For making formal recommendations to the board, quorum shall consist of at least 3 members with no less than 2 being members of the board. The committee seeks individuals with experience in organizational leadership and governance.

4. Responsibilities

The responsibilities of the committee shall include:

a. **Board Succession Planning:** Identify and develop a pipeline of qualified candidates to fill future board vacancies, ensuring a smooth transition of leadership and maintaining a diverse range of skills and experiences on the board. Routinely review director participation and engagement,

b. **Director Compliance:** Ensure all directors have completed the necessary background checks, disclosures, confidentiality and conflict of interest forms,
c. **Director Orientation and Education:** Help orient new directors, provide tools and resources, engage industry speakers, produce and maintain the materials necessary to enable effective governance,
d. **Board Recruitment:** Sourcing, vetting, and nominating individuals for board positions based on their qualifications, experience, and alignment with the foundation's strategic goals,
e. **Governance Policies:** Developing, reviewing, and recommending the adoption of policies to promote sound governance practices,
f. **Accreditation:** As directed by the board, research and manage and pursue accreditation of the foundation by third parties, including, for example, the Charities Review Council,
g. **Stewardship of Corporate Governance:** Providing general oversight of the organization's governance framework and philanthropic practices,
h. **Governance Transparency:** Ensure availability to the public the foundation's three (3) most recently filed annual returns with the IRS, Articles of Incorporation, as well as its application for tax exemption and related correspondence and attachments.

5. Meetings

The committee meets monthly and as needed, either in person or by video call. Meeting agendas are developed and shared with committee members before each meeting. Meeting minutes are recorded and reviewed and approved by the committee at it's subsequent meeting.

6. Reporting

The committee provides monthly briefings of its activities to the Executive Committee, and every other month reports to the full Board of Directors. Any matters the committee has approved require subsequent approval by the Board of Directors (or the Executive Committee in certain circumstances on behalf of the Board).

7. Review and Amendments

This charter is reviewed by the committee at least annually, may be amended with consensus of the committee members, and is subject to further approval by the Board of Directors. A copy of this charter shall be maintained in the WCF's digital archive and be made publicly available on the WCF's website.