

SAR Board of Directors
Governance and Nominating Committee Charter
Adopted by the Board August 10, 2013

1. Purpose of Committee

The purposes of the Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of SAR are to (1) identify for the Board and assist the Board in implementing non-profit organization governance practices appropriate for SAR, (2) assist the Board in evaluating the Board, its individual members, and its committees, (3) lead the recruitment process for potential new Board members including assistance to the Board in evaluating the needs of the Board and competencies of potential members, nominate officers for appointment by the Board, and conduct orientation of new Board members.

2. Membership

The Committee will consist of 3 to 5 members appointed by the Board in accordance with the Bylaws.

3. Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

1. Establishes an effective communications network to keep board members apprised of activities through tools such as newsletters, board and committee minutes, media reports, phone calls, and thank you notes.
2. Identifies the needs of the Board in terms of skill sets, demographics, networks, and interest in relationship to the perceived long-term needs of SAR.
3. Encourages existing Board members to provide names of potential candidates for addition to the Board and to develop relationships with prospective Board candidates.
4. Evaluates candidates for Board membership and advises the Board in respect to the evaluations.
5. Nominates candidates for Board membership to be considered and voted upon by the Board.
6. Provides candidates with information about SAR to permit them to understand SAR and what is expected of Board membership, and to make an informed decision before joining the Board.
7. Nominates candidates for election by the Board as Chair, Vice Chair(s), Secretary, and Treasurer.
8. Develops and conducts orientation of Board members and Board officers, Board member continuing education and training, and a mentorship program pairing experienced Board members with new Board members.
9. Conducts annual Board performance self-evaluation and governance process evaluation as part of Board education and performance enhancement, and advises Board of appropriate revisions to the governance process.

10. In cooperation with the Board Chair, meets annually with each Board member to assess his or her continuing interest in board membership and term of service. Works with each board member to identify the appropriate role he or she might assume on behalf of the organization.
11. Analyzes regularly the performance of members of the Board and consults with those not performing adequately. Evaluates and recommends to the Board the resignation of individual directors for appropriate reasons, as determined by the Committee in its discretion.
12. Review potential or actual conflicts of interest between Board members and between SAR and other organizations on which a Board member of SAR may serve, in accordance with SAR's Bylaws and Policy on Conflicts of Interest.
13. Conducts evaluations of principal governance policies, Board processes and Board committee structure, responsibilities, and composition; and makes recommendations for updates as needed to the Board.
14. Works with corporate counsel to periodically review the appropriateness and effectiveness of the articles of incorporation and bylaws of the organization and recommending changes when appropriate. This includes, with the assistance of counsel, changes in applicable laws and regulations as they may relate to board conduct and governance practices. Keeps Board advised on relevant developments in corporate governance and how they may affect SAR.
15. Fulfills additional tasks as charged by the Board or the Chair of the Board.

4. Structure and Operations

The Committee will meet at least two times a year, with additional meetings as deemed necessary or desirable by its chair.

The Committee may invite members of SAR staff and other persons to attend meetings, which may be a continuing invitation, as its chair may deem desirable or appropriate. Members of the Committee may participate in a meeting of the Committee by conference call or similar communications technology in accordance with the Restated Bylaws.

The Committee chair will prepare or approve an agenda in advance of each meeting and communicate meeting details to the Committee membership in a timely fashion, including the provision of any support materials to be reviewed prior to meeting.

The Committee chair will arrange for minutes to be taken at each meeting.

At the conclusion of each meeting, the Committee will produce a written report based on the minutes (or a copy of the minutes), which will include an attendance record, a copy of the agenda, and a full account of the Committee discussions, with documented recommendations and decisions. The report, or a copy of the minutes, will be submitted to the Committee no later than three weeks after the meeting.

SAR NOMINATING COMMITTEE
ADDENDUM: STRATEGY, OFFICERS, GIFTS
10.23.08

STRATEGY: The Nominating Committee will prepare and implement the policy, plan, and procedures for Board development in these steps:

1. **NEEDS ASSESSMENT:** Identifying the needs of the Board in terms of skill sets, demographics, networks, and interests in relationship to the long-term needs of the institution.
 - The composition of the Board requires careful and ongoing attention.
 - The SAR long-term plan indicates areas of expertise that will be needed from the Board.
 - Demographic balance is desirable—age, ethnicity, gender, geography.
 - An annual inventory of skills, experience, networks, and interests reveals strengths and weaknesses in the composition of the existing Board, and focuses recruitment on filling current gaps and meeting future needs.
 - Organizational tools such as a matrix can be useful in conducting the annual inventory and outlining the Board's current and ideal portfolios, listing such information as years served, class of member, year of election for additional term, year they must rotate off; and characteristics such as expertise or substantive knowledge in specific fields—investment, finance, marketing, planning, law, art, fundraising, connections, donors, architecture, development, scholarship, etc.
 - To guide scouting and recruitment efforts, each year the Committee conveys to full Board a target list of qualities needed in new members

2. **SELECTION CRITERIA:** Identifying the key qualities and characteristics of ideal Board members.
 - Overall interest, knowledge and enthusiasm for SAR
 - Ability to support fundraising efforts in general, and to participate 100 percent in the annual operating gift (\$10,000 "give or get") in particular
 - Specific value to the Board
 - Qualities that fill gaps in current Board (expertise, geography, diversity, etc.)
 - The most important consideration when deciding whether a candidate is correct for SAR is identifying a match between SAR's mission and the individual's personal interests/skills.

3. **SCOUTING:** Encouraging existing Board members to continually provide names of candidates who fulfill the needs of the Board

4. CULTIVATION: Developing relationships with prospective Board members
 - Although the Nominating Committee and the Development/Advancement Committee take the lead in cultivating potential Board members, this process involves the entire Board, as well as the President/CEO.
 - Invite prospects to a variety of SAR functions—social, academic, arts, and membership activities, engage them in conversation, and introduce them to other Board members, staff members, and resident scholars and artists.
 - The President's Council is an important tool for developing relationships with key prospects and grooming potential Board members by deepening their involvement with SAR. The Council also provides an important opportunity for the Board to assess the working styles of prospects and to evaluate their "fit" with SAR.

5. VETTING AND EVALUATION: Assessing the profile of candidates for Board membership
 - Thorough vetting and evaluation should occur *before* a prospect is nominated for Board membership.
 - Sample questions for the Committee to ask themselves about a prospect include: Have they demonstrated interest in SAR? Have they previously donated to SAR? Will they be able to attend meetings? Do they have knowledge of fundraising? Do they have a special interest in an SAR program? Do they help balance the Board portfolio? Do they have a network of donor prospects? Have they been in leadership roles in other organizations? What is their motivation for wanting to serve as a Board member? What are their concerns or questions about SAR? What do they hope to get out of their experience?
 - The Board member who suggests a prospect writes a brief bio and provides the Committee with a CV of the candidate. An individual Board member can be assigned as a mentor to take responsibility for thoroughly introducing a prospect to SAR and other Board members.
 - Key prospects watch the SAR DVD.
 - Key prospects have a private meeting/lunch/coffee with the President/CEO and some of the Committee members.

6. DUE DILIGENCE: Providing candidates with the information they need about SAR, and about what is required of Board members, in order to make an informed decision, so candidates are not surprised when they join the Board
 - What is the history and mission of SAR?
 - What is the financial condition of SAR?
 - What are the bylaws, budget, and strategic plan of SAR?
 - What are SAR's programs and major goals?

- What is a Board member's job description?
 - How long is a Board member's term?
 - Who are the leaders of SAR?
 - How many meetings is a member expected to attend, what committees might they be expected to serve on, and dates of the two board meetings?
 - What is the annual operating gift expected of Board members?
7. **NOMINATION:** Selecting and presenting a roster of candidates for Board membership and a slate for Board officers, to be voted on by the Board
- The Committee should be able to state clearly why someone is being nominated to serve on the Board, or to serve as an officer.
 - The Committee reviews all potential candidates, talks informally with Board members and potential candidates, and presents a roster of vetted prospective board members and a slate of officers to the full board. If the process has been open and careful, the Board adopts the roster of candidates and the slate of officers for a vote.
 - Paper ballots are mailed to each Board member in the spring of each year, allowing time to find additional candidates should someone not be elected.
8. **ORIENTATION:** Assisting in the orientation for new Board members after election
- Introduction to committees
 - Calendar of meetings and events
 - Introduction to board members and staff
 - Briefing on programs
 - Briefing on strategic plan
 - Process for making annual contribution
 - A copy of SAR board bio book
 - SAR centennial history book

BOARD OFFICERS

Chair: The Chair manages the Board and serves as the primary liaison between the Board and the President/CEO. The Chair works with the President/CEO and Director of Executive Services to create an agenda for the two annual board meetings. The Chair runs the two annual meetings and conducts executive sessions. The Chair works in consultation with the President/CEO to select committee chairs and makes committee assignments.

Vice Chair: The Vice Chair provides additional leadership, substituting for the Chair when that person is unavailable, and sometimes leading special projects.

Treasurer: The Treasurer assumes the primary role in SAR's financial oversight.

Secretary: The Secretary ensures that Board-related documents (primarily minutes of Board meetings) are accurate and prepared in a timely manner. The Secretary takes minutes when the Board goes into executive session at the March and August board meetings, and when the Executive Committee goes into executive session.

ANNUAL OPERATING GIFT

By serving on the Board, we publicly show our support of SAR's mission, vision, and values. Our belief in SAR translates into an annual operating gift. Board members should consider SAR a top priority for charitable giving.

Each member is expected to "give or get" \$10,000 yearly—to make a contribution of that amount, or to raise that amount from other sources (individual donors, foundations, businesses, etc.).

Endowment gifts and special project gifts are over and above the Board member's annual \$10,000 contribution.

Board participation in annual giving is expected to be 100 percent. If a Board member "gets" the \$10,000 gift, they are expected to write a nominal check to ensure 100% giving participation.