

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.