

**McKenna Foundation**  
**Nominating & Governance Committee Charter**

**I. Purpose**

The Nominating & Governance Committee (the “Committee”) will assist the Board of Trustees (“Board”) of the McKenna Foundation (“Foundation”) by identifying and recruiting new Board members, as needed. The Committee will also keep the Board informed of any issues related to corporate governance.

**II. Committee Membership**

The Committee will consist of three (3) trustees, including the most recent past Chair, and two (2) non-officer trustees appointed by the current Chair. If no past Chair serves as a trustee, three (3) non-officer trustees will be appointed by the current Chair. A trustee must serve on the Board for at least two (2) years before the trustee is eligible to serve on the Committee.

**III. Committee Meetings**

The Committee will meet at such times and places and by such means as the Committee Chair determines. The Committee will report regularly to the Board, as necessary, about its activities. A majority of the members of the Committee shall constitute a quorum.

**IV. Key Responsibilities**

In addition to the responsibilities outlined in the Foundation Bylaws, the Committee will undertake the following responsibilities, which are set forth as a guide. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee’s purposes or assigned by the Board:

- **Nominating Slate of Trustees and Officers**
  - Oversee the nomination and election of trustees and officers to ensure that individuals are nominated and elected by the Board according to the Bylaws;
  - Identify and recruit new Board members, as needed, to ensure board membership remains at the required level according to the Bylaws;
  - Periodically evaluate current Board makeup and recruit new trustees according to Board needs, area of expertise desired and/or connection to the New Braunfels community;
  - Strive for the Board to be comprised of individuals who are representative of the New Braunfels community;
  - Solicit suggested nominations of successor trustees and officers to be elected from the Board;
  - Interview each potential board candidate;
  - Nominate successor trustees for each vacancy on the Board; and

- Deliver to the full Board a recommended slate of trustees and officers to be elected at least twenty (20) days prior to the annual meeting.

- **Governance**

- Maintain a list of the terms of trustees and officers, when each trustee and officer was elected or appointed, and when each term ends;
- At least every two years, review and recommend revisions to the Foundation's Certificate of Formation, Bylaws and Committee Charters;
- Develop and oversee Board policies and procedures related to governance matters, including any policies or procedures related to Board governance principles and Conflicts of Interest. All such policies will become effective only after the vote of the full Board. The Committee will review such policies at least every two years; and
- Address conflicts of interest pursuant to the Foundation's conflict of interest policy;

- **Other**

- Maintain minutes of meetings and periodically report Committee actions and make such recommendations, as the Committee deems appropriate;
- Arrange for and plan Board education and development presentations and/or activities;
- Provide oversight to staff for development of new trustee orientation to ensure that trustees receive education on their duties and responsibilities;
- Communicate regularly with the new board member to ensure they are engaged in and learning about the Foundation; and
- Regularly report to the Board.