**CULTURAL COUNCIL OF GREATER JACKSONVILLE**

**CHARTER OF THE GOVERNANCE COMMITTEE**

**STATEMENT OF PURPOSE**

The purpose of the Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of the Cultural Council of Greater Jacksonville (the “Company”) is to represent and assist the Board in performing its responsibilities with respect to identifying and nominating candidates for election as Directors to the Board and Officers of the Company and, overseeing the Company’s corporate governance practices. The Committee’s role includes a particular focus on: (1) selecting, recommending to the Board for nomination, and evaluating directors (including developing the criteria for those matters); (2) assessing director independence and conflict of interest issues; (3) recommending policies regarding Board structure, composition, committees, and size; and (4) performing a leadership role in shaping the Company’s corporate governance.

**COMPOSITION**

The Committee shall be comprised of its Chair and may include no more than five (5) Directors of the Company, provided that the Committee shall have a minimum of three (3) members at all times. The Chair of the Board shall appoint the Chair of the Committee and the Committee members with approval by the Board. Committee members will serve until their successors are appointed. All Committee members shall be free of any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member or advisor or give the appearance of lack of independence.

**OPERATIONS**

Meetings. The Chair, in consultation with the other Committee members, shall determine the schedule and frequency of Committee meetings. Notice of meetings of the Committee shall be given to the Committee at least five (5) days prior to the meeting.

Any Board Member who is not a member of the Committee may attend Committee meetings as an observer. Other observers may attend meetings under exceptional circumstances and contingent upon Committee Chair approval.

Agenda. The Chair shall develop the Committee’s agenda for each Committee meeting, including the number of vacancies to be filled. The agenda and all pertinent information concerning the business to be conducted at each Committee meeting shall, to the extent practicable, be delivered to all Committee members sufficiently in advance of each meeting to permit meaningful review.

Reporting. The Committee formally reports to the Board. The Committee shall keep minutes of its meetings and regularly report on its meetings and other activities to the Board at the direction of the Board.

Voting. A majority of the Committee members, present and voting, shall constitute a quorum. The Chair should aim for consensus on all decisions. If consensus cannot be reached, majority and minority positions shall be reported to the Board.

Delegation of Authority. The Committee shall have the power to delegate on an exceptional basis its authority and duties to the Committee chair or individual Committee members as it deems appropriate.

Amendment. This Charter may only be amended or varied by resolution of the Board.

**RESPONSIBILITIES AND AUTHORITY**

The Committee has the following responsibilities and authority:

**Directors**

1. Establish processes and procedures for the selection and nomination of directors, and develop and recommend criteria for identifying and evaluating Board candidates to the full Board for approval. These processes and procedures to include:

* Prior to the Annual Meeting of the membership, the Committee shall prepare a proposed slate of Directors, such slate to contain at least one name for each vacancy to be filled at the Annual Meeting.
* Members of The Cultural Council shall be entitled to submit names to the Committee for consideration, and the nominees shall be selected by the Committee from among those names and others proposed by members of the Committee.
* Each of the persons nominated shall have given prior consent to the proposal of his or her name and shall have agreed to serve as a Director if elected and all such nominations shall be placed before the membership at the election to be held at the Annual Meeting.
* There shall be no nominations from the floor, nor write-in or proxy ballots.

1. Review the independence and qualifications of and identify individuals qualified to become directors, consistent with criteria approved by the Board, and recruit candidates for the Board.

1. Assess the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.

1. Recommend to the full Board candidates for election or reelection as directors at each annual meeting of members, and candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.

1. Recommend to the full Board policies regarding Board structure, composition, and size.
2. Make recommendations to the full Board regarding overall committee structure, composition, functions, and committee charters. In consultation with the Chairman of the Board, consider periodically recommending to the Board the rotation of directors among committees.
3. Recommend to the full Board policies and procedures relating to director conflicts of interest and how specific conflicts should be resolved.

1. Develop, administer and oversee processes for evaluating the effectiveness of the full Board and its committees.

1. Oversee the Company’s orientation program for new directors and director participation in programs for Board development and education.

1. Assess the adequacy of this charter at least biennially and recommend changes to the full Board, and carry out an annual evaluation of the Committee’s performance.

1. Discharge any other duties or responsibilities delegated to the Committee by the Board.

**Officers**

Establish processes and procedures for the selection and nomination of the Officers of the Company, and develop and recommend criteria for identifying and evaluating officer candidates to the full Board for approval. These processes and procedures to include

* Not less than five (5) days prior to the Annual meeting, the Committee shall prepare and furnish in writing to each of the Directors a proposed slate of Officers.
* Each of such nominees shall have given prior consent to the proposal of his or her name and shall have agreed to serve in the respective positions if elected by the Board of Directors.
* There shall be no nominations from the floor, or write-in or proxy voting.

**Approved by the Board of Directors \_\_\_\_\_\_\_\_\_\_, 2017**