

East Palo Alto Academy Foundation

Nominating and Governance Committee Charter

Adopted: October 22, 2021

Last Updated: February 11, 2025

The Nominating and Governance Committee is a committee of the Board of Directors (“Board”) of East Palo Alto Academy Foundation (“EPAAF”) established to discharge the board’s responsibilities regarding development and management of the board in a manner consistent with the EPAAF’s mission and values and applicable legal and regulatory requirements. The purpose of the committee is to onboard, support, and develop board membership that reflects a diverse set of talents, skills, and perspectives, working together to fulfill the mission of EPAAF. The committee will help to develop policies, recruit board members, and take the lead in board training, evaluations, and succession planning, to ensure that the board performs optimally.

Committee Membership and Operations

- The Nominating and Governance Committee shall meet at least three times annually, or more frequently as circumstances dictate.
- A majority of the Nominating and Governance Committee members will constitute a quorum. Any vote by the Nominating and Governance Committee will require a vote of a majority of the committee members present at a meeting at which a quorum is present.
- The Nominating and Governance Committee will report its activities to the Board on a regular basis and keep minutes.
- The Executive Director or designee will serve as the Nominating and Governance Committee staff liaison.
- The Nominating and Governance Committee will review this charter periodically and recommend any proposed changes to the Board of Directors for review.
- The Board will appoint members of the Nominating and Governance Committee, with renewable annual terms.
- Terms shall be staggered to ensure continuity of the committee membership.
- The Nominating and Governance Committee shall comprise at least three members. Two or more of the committee members will be Directors.
- The chair of the Nominating and Governance Committee shall be a Director and shall lead the meetings of the committee. In the absence of the chair, committee members shall nominate another member to lead a meeting.
- The Board may remove any Nominating and Governance Committee member from the committee at any time, with or without cause.

Responsibilities

- Review periodically the Board's composition and identify, recruit and recommend candidates for Board membership.
- Review periodically and make recommendations to the Board regarding the size, structure, processes, and practices of the Board and Board committees.
- Recommend to the Board new nominees for appointment to each committee in consultation with respective committee chairs. Recommend Board member committee assignments and recommend the chair of each committee to the Board of Directors.
- Review periodically and make recommendations to the Board regarding the selection of, and succession process for, the chair of the Board and other Board officers.
- Oversee orientation, education and self-assessment programs for Board members.
- Monitor Board member engagement. Make recommendations on how to improve meeting effectiveness and overall Board member engagement.
- Recommend/support training opportunities for Directors to enhance their contributions.
- Review periodically EPAAF's bylaws, conflicts of interest policy (along with the Audit Committee), committee charters, record retention policy, and other governance policies and practices and make recommendations to the Board as appropriate.