

**The Arch Foundation for the University of Georgia
NOMINATING & GOVERNANCE COMMITTEE CHARTER**

The Nominating and Governance Committee was established pursuant to Section 7.5 of the Foundation's Bylaws. The purpose of this Charter is to set forth the precise functions of the Committee. The Committee will obtain the Board of Trustees' approval of this Charter and review and reassess this Charter annually.

I. Purpose of Committee

The purposes of the Nominating & Governance Committee (the "Committee") of the Board of Trustees (the "Board") are to identify and recommend qualified individuals to the Board for nomination as members of the Board, and its committees and the Foundation's volunteer officers and to consider, develop, and make recommendations to the Board regarding matters of governance.

II. Committee Membership

Members are appointed for one year terms, commencing July 1. The Chair of the Nominating & Governance Committee may not serve longer than four (4) consecutive one-year terms.

III. Committee Authority and Responsibility

The Committee shall:

1. Identify and review candidates for the Board and recommend to the full Board candidates for election to the Board.
2. Review from time to time the appropriate skills and characteristics required of Board members in the context of the current composition of the Board, including such factors as business experience and personal skills in fundraising, technology, finance, investment, marketing, financial reporting and other areas that are expected to contribute to an effective Board.
3. Make recommendations concerning the composition, functions, and duties of the committees of the Board.
4. Oversee the evaluation of the Board.
5. Identify and review candidates for the Foundation's volunteer officers and recommend to the Board candidates for election to those positions.
6. Consider and if appropriate approve requests by the Foundation's paid staff officers to serve on the Boards of other for profit or non-profit organizations.
7. Periodically review the Foundation's By-Laws and if appropriate recommend to the Board any changes to those By-Laws the Committee believes to be desirable.

8. Oversee compliance with ethical standards.
9. At least annually report its activities and findings to the Board.

IV. Committee Meetings

The Committee will meet as often as it deems necessary or appropriate, either in person or telephonically and at such times and places as the Committee determines without management. The Committee Chair shall prepare or approve an agenda in advance of each meeting.

V. Resources and Authority of the Committee

The Committee shall have the resources and authority it deems appropriate to discharge its duties and responsibilities, including the sole authority to select, retain, terminate and approve the fees and other retention terms of special or independent counsel, or other experts or consultants, without seeking approval of the Board or management.