



ASPNR NOMINATING AND GOVERNANCE COMMITTEE CHARTER

I. Purpose of the Nominating and Governance Committee

The purpose of the nominating and governance committee is to help the board of directors develop effective governance for the ASPNR. The nominating and governance committee adds value by institutionalizing best practices in three areas: strategic recruitment, effective board engagement, and intentional succession planning. The nominating and governance committee is generally responsible for reviewing the governance structures and practices of the organization and reporting its findings and recommendations to the board of directors. Its chief responsibilities are to determine the membership of the board, succession planning for the board and measure the quality of performance of the board as a whole as well as of the individual board members.

II. Role of the Nominating and Governance Committee

The nominating and governance committee acts on behalf of the board of directors: (1) to serve as the liaison between the board of directors and the management company regarding corporate governance, ethics and conflict policies, as well as board member selection, evaluation and benefits; (2) to serve as the liaison between the board of directors and the ASPNR membership regarding corporate governance, ethics and conflict policies, as well as board member selection, evaluation and benefits; (3) to review the performance of the management company and recommend management agreements and compensation; and (4) to exercise such authority as is delegated to it from time to time by the board of directors.

III. Composition of the Nominating and Governance Committee

The president shall identify the chair and members of the nominating and governance committee with the approval and authority of the board of directors. The chair of the nominating and governance committee shall be an ASPNR board member. The nominating and governance committee shall be comprised of at least three (3) members of the board of directors exclusive of the president, with the president serving as an *ex officio* member of all committees, unless otherwise provided by the board of directors. The nominating and governance committee may include up to but not more than ten (10) general members of the ASPNR who are in good standing and who are not serving on the board of directors, each of whom shall be appointed by the president with the approval of the board of directors. The president may designate one or more alternate members of the nominating and governance committee; these alternates may replace any absent or disqualified member at any meeting of the governance committee. The chair, each other member, and each alternate of the nominating and governance committee shall serve for a term of one (1) year or until he or she resigns, is removed, becomes disqualified or until his or her successor is duly elected and qualified. A term of office shall be defined as the interval from the end of one (1) Annual ASPNR

Conference and Business Meeting through the end of the next Annual ASPNR Conference and Business Meeting.

IV. Principal Responsibilities and Accountabilities of the Nominating and Governance Committee

- A. Selection and performance assessment for members of the board of directors;
- B. Recruitment of members for the board of directors;
- C. Succession planning for the board of directors;
- D. Nominations of officers to serve on the board of directors;
- E. Performance and compensation of the management company, accountants and advisors;
- F. Compliance with the ASPNR bylaws and governing documents;
- G. Recommend to the board of directors, modifications to the articles of incorporation, corporate bylaws and other governance documents of the ASPNR.
- H. Consider, recommend and report to the board of directors, nominations for election to the board of directors.

The nominating and governance committee shall exercise such additional authority as may be delegated to it from time to time by the board of directors.

V. Prohibited Powers

The nominating and governance committee shall not have the power or authority to:

- A. Amend the articles of incorporation or bylaws of the ASPNR;
- B. Amend the charter of any committee of the board of directors; and
- C. Take any action delegated by charter to any other committee of the board of directors.

VI. Meetings of the Nomination and Governance Committee

The nominating and governance committee shall hold meetings as necessary or desirable for the purpose of transacting such business as may properly come before the committee. Minutes of all meetings shall be taken and shared with the board of directors promptly after approval. Meetings of the nominating and governance committee shall be called by the president or the chair of the committee on twenty-four (24) hour notice to each member, either personally, by electronic mail or mail. Notices of each meeting of the nominating and governance committee shall be provided to each committee member, alternate committee member, and ex-officio committee member, as applicable, by the chair of the committee or, upon the chair's request, by the secretary

of the ASPNR, and shall specify the date, place and hour of the meeting. Individuals who are not members of the committee may be requested to attend a meeting and, in that event, an invitation to do so will be provided by the chair of the committee or, upon the chair's request, by the secretary of the ASPNR. Unless required by statute or the bylaws, the notice need not state the nature of the business to be conducted at the meeting. At least a majority of the persons entitled to vote at a meeting of the nominating and governance committee shall constitute a quorum for the transaction of business and the acts of a majority of the members present at any meeting at which a quorum is present shall be the acts of the nominating and governance committee. Any action which may be taken at a meeting of the nominating and governance committee may be taken without a meeting if a consent or consents in electronic mail or writing setting forth the action so taken shall be approved by a majority of the members of the committee and shall be filed with the secretary of the ASPNR. If any notice of a meeting is required as aforesaid, then attendance at the meeting or a waiver in electronic mail or writing approved by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. One or more members of the nominating and governance committee may participate in a meeting of the nominating and governance committee by means of web conference, telephone or similar communications equipment, whereby all persons participating in the call can hear each other. Provided that all notice requirements for holding the meeting have been met, action may be taken at such a web conference or telephone meeting to the same extent and in the same manner as if all persons participating were physically present at the same location. The agenda for meetings of the nominating and governance committee will be developed by the chair of the committee. The nominating and governance committee may invite any director, ASPNR member, outside advisor or other individual who is not a committee member to attend committee meetings, but such invited persons shall not have voting power and will not be regarded as a committee member.

VII. Resources and Authority of the Nominating and Governance Committee

The nominating and governance committee, as necessary, may retain experts or advisors through the committee, that the committee reasonably believes to be necessary to fulfill its duties. Any activities by the nominating and governance committee that will incur new fees, including but not limited to the retention of experts or advisors, must be pre-approved by the board of directors.