

*Santa Fe Conservation Trust*  
**Governance & Nominating Committee**  
**CHARTER**

**Section I—PURPOSE:**

The Governance & Nominating Committee (Committee) is responsible for assessing and nominating members of the Board of Directors (Board) of the Santa Fe Conservation Trust (Trust); making recommendations regarding the Board's composition, operations and performance; overseeing the succession planning process for the Trust's Executive Director; developing corporate governance principles; and in general, taking a leadership role in shaping the corporate governance of the Trust.

**Section II—COMPOSITION:**

The Committee shall be comprised of three or more Directors as determined and appointed by the Board Chair. Also as appointed by the Board Chair, up to two independent community members who do not serve on the Board may be appointed. Up to a total of six members may be appointed to the Committee. The members of the Committee may be removed, with or without cause, by the Board Chair at any time..

The Chairperson shall be appointed by the Board Chair. The Chairperson will chair all regular sessions of the Committee and will set the agenda for the Committee meetings.

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.

**Section III—MEETINGS:**

The Committee shall meet as frequently as circumstances dictate. Meetings of the Committee may be held at any time in person or by such electronic means as permit all participating in the meeting to communicate with each other simultaneously. The Committee shall meet as needed with the Executive Director and such other Executive Officers and others within the Trust as it determines appropriate to fulfill its responsibilities hereunder.

**Section IV—RESPONSIBILITIES AND DUTIES:**

The following responsibilities and duties shall be the common recurring activities of the Committee in carrying out its responsibilities as outlined in the Purpose statement. These responsibilities and duties should serve as a guide, with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board Chair as related to the purposes outlined in the Purpose statement of this Committee Charter.

To fulfill its responsibilities and duties, the Committee shall:

- 1) Make recommendations regarding the size and composition of the Board, addressing without limitation:
  - a. The absolute numbers of Board members, and
  - b. The structure of committees formed by the Board.
- 2) Identify strong and capable individuals believed to be qualified candidates for Board membership, evaluate such individuals, and recommend selected nominees to the Board. In doing so, the Committee shall be authorized to, without limitation:
  - a. Determine the desired qualifications and criteria for Board members, including skill, experience, qualities, desired diversity and other needs,
  - b. Oversee due diligence as to candidates for nomination or re-nomination as Board members, and
  - c. Submit list of recommended candidates to the Board at least ten (10) day prior to the Trust Annual Meeting, pursuant to the Bylaws.
- 3) Nominate the slate of officers to the Board annually, pursuant to the Bylaws. [*“At least ten day before the annual meeting, the recommendations of the Nominating Committee shall be mailed to the Board of Directors.”*]
- 4) Regarding “Conflict of Interest” requirements for current Board members and selection of candidate Board members:
  - a. Recommend to the Board definitions of “independence” and “conflict of interest” for Board members, as well as guidance on the time commitments and other outside directorships which might interfere or conflict with Board membership, and
  - b. Circulate to each Board member a copy of the corporate Conflict of Interest statement and retain a signed annual statement of agreement with such from each Director.
- 5) Conduct a biannual (every two years) self-evaluation of the overall effectiveness of the Board. This evaluation (and resulting recommendations) shall address, but is not limited to the following:
  - a. The Board’s size, structure, composition and operation,
  - b. The Board’s independence, commitment and accountability,
  - c. The Board’s involvement in setting the Trust’s strategy and monitoring its execution,
  - d. The Board’s oversight of management and monitoring of management succession planning,
  - e. The Board’s focus on the most critical issues and risks, and
  - f. The clarity between the roles of the Board and management.
- 6) Develop and recommend to the Board a set of corporate governance guidelines and keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.
- 7) Consider the adequacy of the constituent documents of the Trust including policies, procedures, Bylaws and Articles of Incorporation on a regular basis.

- 8) Oversee the development and implementation of an effective orientation program for new Board member.
- 9) Educate the full Board on new Board policies, procedures, guidelines or other new governance matters should they arise. .
- 10) Oversee the evaluation of management.
- 11) Ensure that an effective Executive Director succession plan is in place.
- 12) Assess and recommend to the Board a successor to the Executive Director in the event of a vacancy of the position, unless the Board designates another Committee for this purpose.
- 13) Report regularly to the Board:
  - a. Following meeting of the Committee,
  - b. With respect to such other matters as are relevant to the Committee's discharge of its responsibilities, and
  - c. With respect to such recommendations as the Committee may deem appropriate.
- 14) Maintain minutes or other records of meetings and activities of the Committee.

Updated: May 23, 2016