

FOOD BANK OF THE SOUTHERN TIER

Board of Directors

Committee Description

NOMINATING & CORPORATE GOVERNANCE COMMITTEE

PURPOSE:

The Nominating & Corporate Governance Committee (NCGC) is responsible for the on-going recruitment, education and nomination/re-nomination of new and existing Directors of the Food Bank of the Southern Tier's (FBST) Board of Directors (BOD). The NCGC will establish and maintain an orientation and continuing education program for the BOD. It is responsible for monitoring the overall effectiveness of the BOD and its Directors and of governing in compliance with all laws, regulations and best practices pertaining to corporate governance. The committee shall seek, nominate, provide relevant knowledge to, and evaluate performance of Directors; assist the Chairperson in appointment of members of committees of the Board; and oversee corporate governance practices of the Board and its committees.

RESPONSIBILITIES:

In fulfilling its charge, the NCGC is responsible for the following activities and functions:

Nominating

- Plan Directors' recruitment, orientation, education, and evaluation of overall BOD effectiveness.
- Review the participation of Directors prior to reappointment.
- Identify and select candidates for committees of the BOD using criteria for BOD services as a guide.
- Nominate/re-nominate Directors for election thereof at BOD meeting.
- Nominate/re-nominate BOD officers in consultation with the Executive Committee.
- Review future board leadership needs (committee chairs and officers), identify potential candidates for appropriate grooming and training for these positions, and recommend same to the Executive Committee.
- Maintain an awareness of the needs of the BOD.
- Plan for orientation and education of Directors and non-Directors of BOD committees. Provide an orientation program for new Directors.
- Facilitate a biennial Director and BOD self-evaluation by each Director.

Corporate Governance

- Review and check on update of policies and procedures, descriptions and tracking calendars of BOD and each of its committees.
- Consider and recommend appropriate goals and objectives to improve BOD effectiveness.
- Review and recommend to the BOD policies and practices pertaining to corporate governance.

COMPOSITION:

The Nominating & Corporate Governance Committee shall consist of at least the Chairperson, the Food Bank President/CEO, and up to four (4) Directors plus additional independent non-director members. It shall nominate Directors and officers for election at the Annual Meeting, and at other meetings when vacancies are to be filled.

MEETING SCHEDULE: NCGC meets six times a year and additionally as needed.

LIMITS OF AUTHORITY: NCGC submits recommendations to the BOD.

Date Developed: June 16, 2006 – final draft approval
Source: Board Source, St. Joseph's Hospital
Reviewed: December 2, 2010; October 6, 2012; February 2015