



VAIL VALLEY FOUNDATION

Nominating Committee Charter

October 20, 2017

Vail Valley Foundation Mission

To enhance and sustain the quality of life in the Vail Valley through leadership in the arts, education and athletics.

Committee Purpose

To identify, evaluate, recruit and recommend to the Board Executive Committee for Board Executive Committee approval, new Board members and/or new non-Board committee members, along with a recommendation to the Board Executive Committee for initial Board committee assignments for new Board and or new non-Board committee members, with a focus on gender and age balance, as well as ethnic diversity across the Board and its committees in alignment with the best practices of both the Board Excellence Committee and the Executive Committee. Existing Board Members may select their Board Committee assignments (except for the Executive Committee and Compensation Committee) with approval from each respective Committee Chair, and will not require Nominating Committee review or approval.

Committee Structure

The Nominating Committee is a committee of the Vail Valley Foundation Board of Directors. It shall consist of a chair selected by the Chair of the Board or the Executive Committee; a vice chair recommended by the committee chair and approved by the Executive Committee; and committee members recommended by the Nominating Committee (working in conjunction with the committee chair) and approved by the Executive Committee. Members of this committee shall be limited to directors of the Board. The size is determined by the committee chair but generally, it should include at least four members in addition to the chair, and no more than 12 members. The committee chair will serve a term of four years with a one-time, four-year extension by approval of the Executive Committee. Members shall serve a term of four years with unlimited extensions. This committee will make best efforts to meet four times per year but not less than three. The committee chair will provide a short report of committee work and outcomes at the Board meetings in July and December.

Committee Authority and Chair Responsibilities

The Nominating Committee has the authority to provide guidance and direction, and where appropriate or requested by the President, decision making for VVF staff. The committee chair shall be responsible for succession planning to ensure qualified leadership and active committee members in the future. When in question, it will be the responsibility of the committee chair to: a) determine if proposed action(s) of the committee require Executive Committee and/or Board approval; and b) to work with the President and Chair of the Board to follow through on presenting such items for approval to the Executive Committee and/or Board. The committee chair has the authority to create subcommittees or ad hoc committees of any size or duration, which shall not require a charter, and select the members of such committee(s).

Committee Duties and Responsibilities

- Help the VVF create a sustainable organization by bringing new, active and engaged men and women onto committees and/or onto the Board itself.



- As needed or as requested by the committee chair, Nominating Committee members will help to identify and meet with prospective Board or committee candidates and provide positive or negative feedback regarding such candidates to the Nominating Committee.
- Attend all scheduled meetings either in person or telephonically.
- Research and bring forward possible Board and/or Non-Board committee candidates to the Nominating Committee.
- In collaboration with the Board Excellence Committee and per approval of the Chair of the Board and Executive Committee, establish best practices and general parameters specific to how individuals can become Board members, committee members, members of subcommittees and/or ad hoc committees.

Staff Liaison

Mike Imhof

Charter Review

The Nominating Committee will review, assess, and if needed, update this charter every two years. Any changes shall be reviewed by the Board Excellence Committee and approved by the Executive Committee.