**Fauquier Chamber of Commerce**

**Governance and Nominating Committee**

**Purpose:** The Governance and Nominating Committee (the “Committee”) would be a committee of the Board of Directors, with responsibility for review of the efficient and effective practices of general governance. The Committee makes recommendations on matters to the by-laws of the organization, along with recommendations on the size, composition, members and the officers of the Board.

The Committee will bring stability and longevity to the Chamber along with the development of future leaders. To ensure our leadership is a representation of our members, our mission and our values.

**Committee Membership and Leadership:** The Committee chairperson would be the Chairperson of the Board of Directors. The Committee would additionally be made up of the following members, all of which would be voting members of the Committee:

* President/CEO of the Chamber
* The Immediate Past Chair
* 3 At Large Members of the Board of Directors – these will be selected and voted on annually by the Board of Directors at its November Board meeting and will serve for a term of 1 year
* 2 former Chairperson’s of the Board (not currently serving on the Board) – the former Chair’s must be members or employed by members of the Chamber that are currently in good standing, as well as, they must be currently active in the Chamber. Additionally, these former Chair’s will be selected and voted on annually by the Board of Directors at its November Board meeting and will serve for a term of 2 years.

**Meetings:** The Committee meets every other month (but no less than 4 times annually), and additionally if necessary at the call of the Committee Chairperson. A meeting schedule would be established for each board year by December of the preceding year and distributed to all committee members. In addition, the Committee Chair may invite on an as needed basis other individuals who can assist in the work of the Committee. All members of the Committee will be required to acknowledge the sensitive and confidential nature of the information reviewed by the Committee, and will agree to maintain that confidentiality.

**Committee Authority and Responsibilities:** Develop and recommend position descriptions and set expectations for the Board Members, the Chairperson, and Board Officers.

Review the organizations By-laws at least annually and make recommendations for changes, if necessary, to the full Board for discussion and approval.

Oversee and make recommendations to the Board for the Board’s recruitment, nomination, and selection processes that include

* A policy on Board Member recruitment, nomination and selection
* Procedures for recruitment, nomination and selection
* Establishment of selection criteria for Board Members.
* Procedures for recruitment, nomination and selection of Board Officer positions

Oversee and make recommendations to the Board for Board vacancies

* Identification, recruitment and vetting of prospective Board Members
* Evaluation of the performance of Board members eligible for reelection
* Submitting to the Board nominations for election and reelection of Board members

Oversee and make recommendations to the Board for Board Officer Positions

* Identification and vetting of nominated Board Members for Officer Positions
* Evaluation of the performance of nominated Board Members for Officer Positions
* Submitting to the Board nominations for election of Board Officer Positions

**ARTICLE II. OF THE CHAMBER BY LAWS**

BOARD OF DIRECTORS

Section 1. Size of Board:

A Board of Directors consisting of at least eleven (11) not more than twenty-four (24) voting members shall govern the Chamber.

Section 2. Ex-Officio Members:

The Immediate Past Chairman of the Board of Directors of the Chamber shall hold a voting, ex-officio seat on the Board. The Board of Directors shall have the authority to establish additional non-voting, ex-officio seats on the Board for organizations whose areas of responsibility relate to or affect the mission of the Chamber. Ex-officio members, other than the Immediate Past Chairman of the Board of Directors, have all the privileges of Board of Directors members except the right to vote. The Board of Directors shall confer or revoke ex-officio positions on the Board by a majority vote of the Board of Directors.

Section 3. Terms and Limits:

New members of the Board of Directors shall be representing a Chamber member in good standing. New members of the Board of Directors shall be elected annually by the Chamber membership for a term of three (3) years to commence at the beginning of the calendar year immediately following the election. Former members of the Board of Directors shall be eligible for re-election for a consecutive three (3) year term if nominated to do so by the Governance and Nomination Committee (GNC) and subsequently elected to the Board of Directors by the membership. Former members of the Board of Directors who have served two (2) consecutive three (3) year terms shall be eligible for re-election after being off the Board of Directors for at least one year. A Board of Directors member whose second (2nd) term is expiring may be elected to serve an additional one (1) year term; provided, however, not more than one (1) such “additional year” Board of Directors member shall be nominated in any one (1) year.

Section 4. Election:

a. The Board of Directors shall appoint a GNC (see Article V Section 4 for committee membership, leadership and procedures). The GNC, at least sixty (60) days prior to the Annual Membership Meeting, shall submit to the board nominations for election and reelection of Board members. The new elections to the board shall be from the membership of the Chamber, one (1) member for each vacancy on the Board of Directors.

b. The GNC committee shall make an effort to provide for broad representation on the Board of Directors, reflecting the diversity in nature of business, geographic location and community involvement of the Chamber membership.

c. The GNC shall present a slate of nominees to the Board of Directors for its review and approval. The Chairman of the Board shall present the GNC’s slate of nominees, which has been approved by the Board of Directors at any regular or special meeting of the Chamber membership held no less than thirty (30) days before the Annual Membership Meeting.

d. Following the meeting at which the slate is adopted and not less than fifteen (15) days before the Annual Membership Meeting, the President shall provide to all Chamber members the adopted slate.

e. The slate of nominees corresponding with the number of Directors to be elected will be presented at the Annual Membership Meeting and adopted by vote.