



Southern Nevada Community Health Center
Nominating-Nominations Committee Charter
(As approved by the Governing Board on 10/17/2023)

Committee Purpose:

The Nominating-Nominations Committee (the "Committee") supports the Board in fulfilling its responsibility to identify candidates to serve as Community Health Center ~~Directors and Officers~~Board Members.

Scope of Duties and Responsibilities:

The Committee will review and, as necessary, update the Board Recruitment and Retention Plan (the Plan). Consistent with the criteria set forth in the Plan:

- Recommend to the Board criteria for identifying and evaluating candidates for the Board
- Identify, recruit, and review the qualifications of candidates for the Board.
- Conduct a periodic evaluation of the Board's effectiveness and performance.
- Perform such other duties and responsibilities as are consistent with the purpose of the Nominating-Nominations Committee or the as the Board deems appropriate.

Additional Authority:

The Committee has the authority to take any actions it considers appropriate to fulfill the above duties and responsibilities, including without limitation, the authority invite such experts and other advisors as it deems appropriate to assist it in the performance of its functions. The Committee shall present nominations for Board vacancies and for the offices of Chair, First Vice-Chair, and Second Vice-Chair at each Annual Meeting and at other times when vacancies occur in the offices

Where appropriate and practical, the Committee may interview prospects to ensure compliance with membership requirements. Nominations may be made from the floor during scheduled Committee meetings. New Board members shall be elected by the Board.

The Nominations Committee shall also provide a recommendation to the Board regarding the number of Board members.

Composition:

The Committee shall be appointed by the Board and shall be comprised of ~~at least~~ three (3) Board members. Ex-Officio membership consists of the Board Chair and the Chief Executive Officer. Committee members serve at the discretion of the Board.

Meetings:

The Committee shall meet as deemed necessary to carry out its responsibilities. Meetings may be called by the Chair~~man~~ of the Committee or any two members thereof. Meetings shall be held at such time and place as may be specified in the notice of meeting. Meetings will be held and posted consistent with Nevada's Open Meeting Law.

Voting and Quorum:

~~Voting on Committee matters shall be on a one vote per member basis.~~ At all meetings, a majority of the total number of members of the Committee shall constitute a quorum for the transaction of business; and, the act of a majority of the members present at any meeting at which there is a quorum constitutes the Committee's action or decision.

~~The committee members shall have one vote each. Proxy voting is not allowed. Ex-officio members shall not vote and do not count toward quorum. Committee members who are Community Health Center or Health District staff shall be ex-officio non-voting members of the Committee.~~

Board members who are not ~~also~~ Committee members may attend Committee meetings but may not vote.

Reports:

All actions authorized or taken by the Committee shall be reported to the Board no later than the next succeeding meeting of the Board.