

The Philanthropy Connection, Inc.

Governance & Nominating Committee Charter

I. Composition

The Governance & Nominating Committee shall consist of not fewer than two (2) members of the Corporation's Board of Directors (the "Board"), none of whom shall be employees of the Corporation and each of whom shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Governance & Nominating Committee.

A chairperson of the Committee (the "Chairperson") may be designated by the Board. The Chairperson shall determine the agenda for and the length of meetings and shall have access to management and to information relating to the Committee's purposes. The Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

II. Purpose

The Governance Committee shall provide assistance to the Board in fulfilling the Board's responsibilities to support the Corporation's charitable mission in matters relating to corporate governance. The role of the Committee includes:

- developing and overseeing implementation of policies and procedures regarding Board size, leadership and composition, recommendations of candidates for nomination to the Board and to be officers of the Corporation ("Officers"), Board guidelines and conflicts of interest;
- determining qualifications and characteristics needed by Directors;
- identifying, screening and reviewing individuals who are qualified to serve as Directors or Officers;
- recommending to the Board candidates for nomination and appointment to the Board and its committees;
- assisting in orientation programs for newly appointed Directors;
- evaluating the effectiveness of Directors and the Board as a whole; and
- reviewing on a regular basis the overall governance of the Corporation and recommending improvements when necessary to the Board.

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records,

facilities and personnel of the Corporation. The Corporation shall provide adequate resources to support the Committee's activities. Further, the Governance Committee shall adopt such policies and practices as it deems appropriate to perform its duties.

III. Committee Meetings

The Committee shall meet on a regularly scheduled basis, at least two (2) times per year and additionally as circumstances dictate.

IV. Responsibilities and Duties

The Committee shall undertake the following responsibilities, which are set forth as a guide. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes or assigned by the Board from time to time. To fulfill its purposes, the Committee shall:

- Oversee the process of selection and nomination of Directors and Officers, including the qualifications or criteria that are desirable with respect to Board membership and to serve as Officers;
- Identify, screen and review individuals qualified to serve as Directors and Officers, consistent with qualifications or criteria approved by the Board and recommend to the Board candidates for nomination and appointment or renewal;
- Review annually the relationships between Directors, the Corporation and members of management and recommend to the Board whether each Director qualifies as "independent" of management;
- Review annually with the Board the composition of the Board as a whole, including whether the Board reflects an appropriate balance of independence, sound judgment, business specialization, technical skills, diversity, fundraising and development ability, geographic representation and other desired qualities;
- Review periodically the size of the Board and recommend to the Board any appropriate changes;
- Coordinate and oversee a periodic self-evaluation of the role and performance of the Board, its committees, individual Directors and management;
- Coordinate and oversee the orientation and training of new Directors, including identification of experienced Directors as appropriate mentors for new Directors;
- Periodically review the Corporation's committee structure and organizational documents, and recommend to the Board amendments as the Committee deems appropriate;

- Maintain minutes of meetings and regularly report to the Board on Committee findings, recommendations and actions, and any other matters the Committee deems appropriate or the Board requests;
- Review disclosed potential conflict of interest relationships and transactions, and, in accordance with the Corporation's Conflict of Interest Policy, determine whether a conflict of interest does in fact exist.
- Review and reassess, at least annually, the adequacy of this Charter and make recommendations to the Board, as conditions dictate, to update this Charter.