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|  | Memorandum |

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| TO: | TCA Board of Directors |
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| FROM: | Gregory Riegle, Chair, TCA Nominating Committee |
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| CC: | Members, TCA Nominating Committee |
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| DATE: | March 18, 2024 |
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| RE: | Nominating Committee |

Section 5.01b of our bylaws, establishes a Nominating Committee as a Standing Committee.   That Committee was seated in late 2023 to undertake a series of necessary organizational governance matters pertaining to: (1) interviewing Board members with expiring terms; (2) making recommendations on renewal terms; (3) evaluating general issues and opportunities with respect to Board engagement; and (4) evaluating ways to continue to strategically grow the Board in a manner that reflects the TCA’s mission and Strategic Plan.   The Committee is diverse in its composition and included members from the public and private sectors.  I am privileged to Chair the Committee.  Other members include Hillary Zahm, Carmen Romero, Rebecca Moudry, Suzie Battista and Alex Iams.

The course of the Committee’s work revealed that addressing the defined objectives of the Nominating Committee invariably touches on broader organizational governance matters and other organizational objectives. There is need and benefit in better defining the work of the Nominating Committee to address and provide recommendations related to Governance matters that logically extend from the process of managing the composition of the Board.

We respectfully suggest the standing Nominating Committee be “rebranded” as the Nominating and Governance Committee and that in keeping with organizational best practices, its purpose, scope and charter be defined with more precision to address and provide appropriate recommendations on matters that include the following:

1. Develop a board member recruitment and engagement strategy, taking into account desired skill sets, diverse perspectives and organizational expectations on matters of diversity, inclusion and equity
2. Continual identification and recruitment of candidates for the board, committee and officer positions consistent with such strategy
3. Review and define objective expectations for Board service and evaluate options and strategies to optimize Board member engagement
4. Develop and implement orientation and onboarding strategies
5. Periodically review the governing documents of the organization and whether they are consistent with applicable laws and actual or desired organizational practices; recommend amendments to such governing documents, as necessary
6. Develop and review other governance policies to guide effective oversight and thoughtful planning
7. Review the performance of the board and committees, including the effectiveness of meetings, and make recommendations, as appropriate
8. Ensure timely and compliant elections of board members and officers
9. Recommend retention and re-election of incumbent board members, as appropriate
10. Recommend the request for resignation or removal of a board member, as appropriate
11. Evaluate other governance, regulatory or compliance matters as warranted

Thanks for your consideration and thanks to all the Committee members for an extraordinary amount of work in a short time!

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