

Coalition for Green Capital Nominating and Governance Committee Charter

Summary

The Nominating and Governance Committee of the Board of Directors of the Coalition for Green Capital (the “Committee”) reviews and makes recommendations to the Board of Directors (the “Board”) with respect to size, structure, composition, processes and practices of the Board and committees of the Board following best practices in non-profit governance. The Committee also reviews the bylaws and governance policies of the Coalition for Green Capital (the “Organization”) and makes recommendations to the Board for modification, as needed, and has such other duties deemed necessary by the Board or its Chairman, as authorized the Organization’s bylaws.

The Committee has the authority to undertake the specific duties and responsibilities described below and the authority to undertake such other duties as are assigned by law, the Organization’s articles of incorporation, its bylaws, or by the Board.

Committee Composition

The Committee shall consist of at least three (3) members, all of whom are current members of the Board. Members of the Committee shall be recommended by the Chair of the Committee and elected by the Board.

The Chairman of the Board is an *ex officio* member of the Committee. The Chair of the Committee shall be appointed by the Chairman of the Board.

Authority, Duties and Responsibilities

Nominates Board Candidates for Consideration by the Full Board

Directors will be accountable to the mission of the Organization, the communities that the Organization intends to serve and the requirements of various funding sources. In this regard, the Committee is responsible for nominating Board candidates for Board consideration/approval. Specifically, the Committee will:

- Develop overall strategic priorities for the composition of the Board
- Identify gaps that are priorities for filling Board seats
- Identify potential candidates for the Board
- Assign responsibilities for vetting, meeting/courting potential candidates
- Make recommendations to the Board
- Supervise the onboarding of new Board members once elected by the Board

To the extent possible, the Board as a whole will reflect the range of experiences that are core to the Organization’s strategy and mission and in line with the intent of the Greenhouse Gas Reduction Fund provisions of the Inflation Reduction Act.

The Committee should consider the following list of attributes in order to meet its accountability requirements:

- Race/Ethnicity
- Gender
- Age
- Location
- Financial Services (traditional) experience
- Financial Services (green bank) experiences
- Financial Services (community) experiences
- Environmental justice and equity experiences
- Climate mitigation policy experience
- Energy policy expertise
- Environmental policy expertise\
- Environmental health expertise (especially air pollution)
- Federal and/state government experience (previous)
- C-suite service (public, private, non-profit)
- NGO governance experience
- Corporate/NGO audit and finance committee experience
- Strategic communications experience/expertise
- Green technology expertise/experience
- Experience in BIPOC entrepreneurship
- Elected office (previous)

Develops Board Policies

The Organization’s Board shall follow the best practices in non-profit governance. The Committee will make recommendations in this regard to be considered by the full Board. The types of polices to be consider will include, but not be limited to:

- Conflict of interest
- Board member compensation
- Term limits
- Confidentiality
- Performance expectations (e.g., meeting participation)
- Committee structures and committee charters including but not limited to:
 - Audit and Finance
 - Governance
 - Executive
 - Credit/Investment
 - Enterprise Risk Management
- Document retention

Addresses other Board Requirements as Necessary and Appropriate, e.g.:

- Preparation of a Board manual
- Design of on-boarding process for new Board members
- Review and evaluation of appropriate level of D&O insurance
- Review organization bylaws and recommend changes as necessary and appropriate

Evaluates CEO Performance and Succession

One of the most fundamental roles of any Board is to take whatever measures are necessary to ensure the success of the Chief Executive Officer and/or President of the organization and to evaluate their performance. In that regard, the Committee will:

- Develop policies and practices that ensure the CEO is supported and has the resources to succeed
- Develops a CEO evaluation process
- Develops a succession planning process
- Leads and CEO replacement/recruitment process if and when needed

Addresses Mission, Values, Culture, Strategy

It is incumbent on any Board and CEO and/or President to have in-place an organizational mission, a set of values reflecting that mission, a culture that supports those values, and an overall strategy that incorporates these considerations into the operation of the organization. In this regard, the role of the Committee is to establish the policies and procedures by which the CEO and other staff, as appropriate, and the Board articulate and internalize the Organization mission, value, culture.