

CHARTER

NOMINATING COMMITTEE

February 4, 2016

Overall Roles and Responsibilities

The Nominating Committee (the “Committee”) is a standing committee of the Global Board of Directors (the “Global Board”) of the Association and is established to support the Global Board in fulfilling its responsibility to identify and nominate qualified candidates to serve as directors of the Global Board. Each year the Committee will develop a slate of nominees for presentation to the Global Board for consideration and nomination.

Specific Responsibilities

The specific responsibilities of the Committee include:

- Solicit nominations for directors of the Global Board in accordance with the Bylaws of the Association and policies and procedures adopted by the Global Board
- Review nominations received against the selection criteria established by the Committee each year and develop a slate of nominees that collectively represents such criteria for presentation to the Global Board
- Ensure selection criteria identifies, considers and discloses any direct or indirect interlocks or business relationships of nominated individuals with existing Global Board members through system, network or contract affiliations.
- Vet all candidates as possessing the competencies, experience and willingness to serve effectively
- Prepare a list of individuals to be considered for election to the Global Board
- Ensure Global Board composition reflects factors that impact the Association’s sustainability and effectiveness, including increased diversity and inclusion
- Review the Committee Charter annually for adequacy and recommend any necessary changes for approval by the Global Board
- Produce a written report of Committee meetings for the Global Board with documented recommendations and decisions.

Meetings

The Committee will meet at least annually and as often as its chair or a majority of its members deems necessary or appropriate, either in person, telephonically or electronically, and at such times, places and manner as its chair may determine.

Members

The committee will include a chair that shall be a member of the Global Board and at least three other members. Members of this committee shall typically include persons with executive experience in large, complex organizations, trade exchange owners, industry leaders, and/or those with backgrounds in the barter and exchange industry. Committee members must understand and respect the confidential, sensitive nature of discussions on nomination evaluation. The Chair of the Global Board is an *ex-officio* member of the Committee.