



William & Flora Hewlett Foundation
Nominating and Governance Committee Charter
Adopted: July 9, 2018

I. Purpose

The Nominating and Governance Committee (the “Committee”) has the primary responsibility to canvass and recommend prospective candidates to fill vacancies on the foundation’s Board of Directors and to develop recommendations about governance for the full board’s approval. It shall also, after consultation with the president and chair of the board, recommend candidates from among the directors to serve on the board’s standing committees and to serve as chairs of each committee. The Committee shall also recommend prospective candidates to serve as committee advisors, such as advisors to the investment or audit committees.

II. Status

The Committee is a permanent standing committee of the board, authorized in section 6.6 of the foundation’s Amended and Restated Bylaws.

III. Authority and Responsibilities

In addition to its primary responsibilities, the Committee also has responsibility for:

- planning for board succession and evaluation;
- the orientation and regular self-evaluation of directors;
- reviewing and, when necessary, making recommendations regarding the foundation’s bylaws and the board’s policies and procedures (except when those duties have been assigned to another committee); and
- other duties as prescribed by the board.



IV. Membership

The Committee must comprise no fewer than three voting members. In addition, the president of the foundation and the chair of the board shall serve as ex officio non-voting members of the Committee. Except for the ex officio non-voting members of the Committee, Committee members may be replaced by action of the board.

V. Meetings

The chair of the Committee shall preside at each meeting of the Committee and, in consultation with the president, set the length of each meeting and the agenda of items to be addressed at each meeting. The chair of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. In the absence of the chair, the other members of the Committee may appoint another member of the Committee to preside at a meeting.

The Committee shall meet at least once annually before the annual board meeting or more frequently if circumstances dictate. Meetings may be held in person or by conference telephone at the discretion of the chair of the Committee. The Committee shall maintain minutes or other records of its meetings and activities. The Committee shall, through its chair, present to the board its nominations for directors and chairs and members of committees sufficiently in advance of any meeting at which those nominations are to be considered and otherwise report its decisions and actions to the board no later than the next regular board meeting.

The presence of a majority of the Committee's voting members constitutes a quorum at each Committee meeting. Members are deemed present if (a) present in person, or (b) able to hear and communicate with the other members through telephonic or other means of communication. Each Committee member has one vote, and the majority vote of a quorum is the act of the Committee. Alternatively, the Committee may take action without a meeting in accordance with the provision for unanimous written consent of the foundation's Amended and Restated Bylaws.