

**Virginia Medical Group Management Association**  
**Nominating Committee Charter**  
(June 2020 / Reviewed & Revised Nov. 2021)

**Purpose, Authority, and Duties**

The purpose of the Nominating Committee (“Nominating Committee” or Committee”), a Board Committee, as defined in Virginia Medical Group Management Association’s (“VMGMA” or “Association”) Bylaws serves to ensure effective governance of the Association by recommending to the Board appropriate candidates to serve as directors of the Association.

**Mission**

The primary mission of the Nominating Committee is to assist in the identification and vetting of candidates to serve as members of VMGMA. The Nominating Committee also aims to provide a means by which the Board can stay abreast of potential members and the qualifications such members possess. The Committee seeks to nominate candidates that may contribute to the overarching goals and mission of the Association.

**Report and Accountability**

The Nominating Committee shall provide reports to and shall advise the Board on potential candidate information, as may be appropriate from time to time. The Nominating Committee may work with other committees from time to time.

**Governance**

The Committee is overseen and has delegated authority as an authorized committee by the Virginia Medical Group Management Association Board of Directors.

The Nominating Committee shall be composed of the following: the Vice President, Secretary and (1) additional Board Member. The Vice President shall serve as Chair the committee. If the Vice President position is vacated for any reason, the Secretary shall be appointed by the Board to serve as the new Chair and an additional Board Member will be appointed to the Committee.

**Operating Responsibilities**

The Nominating Committee shall be responsible for, including but not limited to, the following:

1. The Committee shall seek input from the membership for the positions with consideration of the skill sets desired for the open Director positions.
2. The Committee shall take into consideration the diversity of the membership and each candidate shall be chosen without regard to race, creed, color, gender, age, national origin, religion or disability.

3. The Committee shall also take into consideration the geographic distribution of its membership and attempt to ensure fair balance in the geographic representation on the Board.
4. The Committee shall submit the slate of candidates to the Board prior to the scheduled election.
5. The Nominating Committee shall present to the Board of Directors at least one nominee for each position that is vacant or about to expire unless the members have previously approved the reduction in the number of Directors.
6. Review and reassess, on at least an annual basis after Nominating Committee has met, its own performance and the adequacy of this Charter, and recommend any proposed changes to the Board.

### **Goals**

The Nominating Committee shall:

- Identify initial slate of candidates;
- Inquiry into the background and qualifications of the initial slate will be conducted through resume(s) and letter(s) of interest;
- Discuss the initial slate and determine one or more preferred candidates;
- The preferred candidate or candidates will be interviewed by the Chair of the Nominating Committee;
- Meet to consider and approve the final candidate(s);
- Notify Board of the final candidate(s) to be put before membership for vote.

### **Quorum**

One more than fifty percent (50%) of the then current voting Members of the Committee, either in person or by electronic vote as deemed appropriate by the Board and legal counsel, shall constitute a quorum for the transaction of business at a meeting of the Educational Committee.

### **Meetings**

The Nominating Committee shall meet from time to time as deemed necessary either in person or by electronic means to carry out its functions as described in the Bylaws and as more particularly described herein.

For Emergency situations, the Nominating Committee shall:

- Meet upon demand and make decisions on behalf of the Board where rapid action is necessary.

### **Attendance**

In the absence of extenuating circumstances, a committee members' attendance will be considered unsatisfactory if the member misses one (1) or more meetings of the committee.

### **Voting**

Each voting member of the committee shall have one (1) vote to adjudicate authoritative actions of the committee, or to make formal recommendations for review and ratification by the VMGMA Board of Directors.

### **Minutes**

The Committee shall keep minutes of its meetings and a full account of its transactions. The Executive Director shall be responsible for the recording of all minutes of every meeting of the committee. However, in the event the Executive Director is not available, the Chair of the Committee may appoint an individual to take minutes of the meeting. In the absence of the Executive Director, the individual taking minutes shall ensure that the minutes are legible and will forward the minutes to the Executive Director for preparation and posting.

### **Procedure**

The Nominating Committee shall follow all procedures followed by the Board in conducting its affairs, including but not limited to preparing written agendas and maintaining written minutes, and shall otherwise conduct itself as required by §13.1-869 of the Code of Virginia.

*- End of Charter - Addendum to Follow -*

## **Addendum**

### **Candidate Criteria**

The Nominating Committee shall seek candidates to serve as directors of the Association who possess the background, skills and expertise to make a significant contribution to the Association and its members.

Desired qualities to be considered include one or more of the following:

- Leadership experience in business or administrative activities;
- Breadth of knowledge about issues affecting the Association; and
- Ability to contribute special expertise to Board or committee activities.

All directors should have:

- Personal integrity;
- Loyalty to the Association and concern for its success and welfare;
- The ability and willingness to apply sound and independent judgment;
- Time available for meetings and events on Association matters;
- The commitment to serve as a director for a reasonable period of time; and
- The willingness to assume the fiduciary responsibilities of a director.