



## **Private Directors Association – Chicago Chapter Nominating & Governance Committee Guidelines (Approved by the Executive Committee February 2026)**

### **Purpose of the Committee**

The Nominating and Governance Committee (the "Committee") is a volunteer working committee of Chicago Chapter (the "Chapter") of the Private Directors Association, NFP (the "PDA"). The Committee's purposes are to:

- identify appropriate candidates to fill officer positions for the Chapter. Recommendations of the Committee shall be presented to the Executive Committee of the Chapter (the "Executive Committee") for approval; and
- ensure all Chapter committees established by the Executive Committee (collectively, the "Committees"), and the Chapter President and Vice President (collectively the "Officers") can perform their respective duties in an efficient and effective manner. The Committee is responsible for ongoing oversight and guidance concerning any of the Committees' governance issues, including matters that relate to governing the Chapter.

### **Committee Membership, Organization and Meetings**

- The Committee will be led by a Chair (the "Committee Chair") and supported by a Vice Chair. The Chair and Vice Chair work together to ensure the effectiveness of the committee while encouraging orderly succession. Both shall serve on the Chapter Executive Committee.
- The Committee shall meet on a regular basis as determined by the Committee Chair. The Committee may meet in person, by telephone or by electronic means at times and places to be determined by the Chair. A majority of the members of the Committee shall constitute a quorum for Committee action at any meeting of the Committee, and the act of the majority of Committee members present and voting at a meeting at which a quorum is present shall be the act of the Committee.
- Each member of the Committee shall be a member in good standing of PDA and the Chapter and shall continue as a member until the end of the PDA fiscal year (currently December 31st. Committee members are generally expected to serve a minimum 2–3-year term.
- Each member of the Committee shall:
  - strive to attend not less than 75 percent of Committee meetings scheduled for the year;
  - work in a collaborative manner with other committees and the PDA; and
  - agree to and abide by the PDA Code of Conduct.

Members shall not receive compensation for the performance of their duties on the Committee.

The Chair shall:

- be recommended by the Committee to the Chapter President and approved by the Executive Committee;

- commit, prior to becoming Chair, to (i) serve a term of at least two years as Chair and an additional one-year term as immediate past chair to facilitate a smooth transition, (ii) assist in identifying a successor Chair, and (iii) communicate periodically with current and incoming Committee members the Committee's and such members' expectations, responsibilities and priorities;
- set the agenda and, when present, preside over Committee meetings;
- participate in Chicago Chapter Executive Committee meetings; and
- as needed, report orally or in writing to the Executive Committee on relevant matters discussed at the most recent Committee meeting and prepare reports or summaries of each meeting.

## **Duties and Responsibilities**

### *Nominations for Biannual Slate*

- Develop recommendations for the Chapter President for the slate of Officers and as needed chairs of the committees for the PDA fiscal year biannually (the "Biannual Slate") or whenever they may occur and present to the Executive Committee for ratification.
- Identify and review the qualifications of, and recruit candidates for the Biannual Slate from the Chapter. Such identification shall include a solicitation of recommendations for candidates from the Chapter membership at large.
- Review all recommendations (including those from Committee members) along with any information the Committee deems relevant to making its decisions.
- Discuss interest in serving with potential candidates.

### *Governance*

- Annually review and recommend to the Executive Committee any policies and practices regarding Chapter governance issues.
- Remain current and offer expertise to the Executive Committee on governance topics.
- Review as needed all committees and, after input from the affected committee, recommend to the Executive Committee changes in the number, structure, responsibilities and guidelines of such committees.
- Consider any changes proposed by any of the committees to their respective guidelines and, if appropriate, recommend such changes to the Executive Committee.

### *General*

- Review annually the performance of the Committee.
- Review these Guidelines annually and seek approval of any proposed changes by the Executive Committee.
- Actively recruit, assimilate, engage members of the Committee and maintain an updated roster of active Committee members.