

**INTERNATIONAL ASSOCIATION OF FEMINIST ECONOMICS  
BOARD OF DIRECTORS  
NOMINATING COMMITTEE CHARTER**

**I. PURPOSE AND POWERS**

A. The Nominating Committee (the “Committee”) shall assist the Board of the International Association for Feminist Economics (“IAFFE”) in: (1) developing and overseeing implementation of policies and procedures regarding recommendations of candidates for nomination to the Board and election as an officer; (2) determining qualifications and characteristics needed by directors and officers; (3) identifying, screening and reviewing individuals who are qualified to serve as directors or officers; and (4) recommending to the Board candidates for nomination and appointment to the Board and election as an officer.

B. The Committee is authorized to carry out the following activities and other actions reasonably related to the Committee’s purposes or assigned by the Board from time to time to the extent permitted by applicable law, regulations, the Articles of Incorporation, and the bylaws, as amended from time to time. Those activities include, but are not limited to:

1. Overseeing the process of selection and nomination of directors and officers, including the qualifications or criteria that are desirable with respect to Board membership and officer positions;
2. Identifying, screening and reviewing individuals from the membership who are qualified to serve as directors and officers, consistent with qualifications or criteria approved by the Board, including the Board approved matrix (attached in Exhibit A) of demographic and diversity attributes and skills, experiences, and core competencies, and recommend to the Board candidates for nomination and appointment or renewal by the following process:
  - a. Request input from committee members and IAFFE’s membership, including through the newsletter and IAFFE listserv, during the period of January through April;
  - b. The Nominating Committee Chair shall ask proposed candidates if they would be willing to serve if chosen and elected and request a brief biography for the board to review;
  - c. Prepare a preliminary slate of director and officer candidates and any alternates by June 1 of each year, subject to the Board’s determination of the number of candidates for election to the Board or any elected officer position;
  - d. Subject to the Board’s determination of the number of candidates for election to the Board or any officer position, present the preliminary slate to the Board for its review at the IAFFE Annual Conference of each year; such slate to be approved at the meeting of the Board immediately prior to each annual meeting of members and shall include nominations made by any member, by a petition signed by at

least twenty-five (25) members of the Association, and delivered to the Secretary on or prior to May 15; and

- e. Ensure that all members in good standing as of the Record Date, as defined in the Second Amended and Restated Bylaws of IAFFE (“IAFFE Bylaws”), receive sufficient information regarding each candidate (through the newsletter or a separate mailing), giving due consideration to the timing requirement as set forth in the IAFFE Bylaws for submission of ballots. An electronic ballot process, arranged by the Secretary of the Board, will be used to administer voting.
3. Reviewing annually the composition of the Board as a whole, including whether the Board reflects the appropriate balance of diversity, fundraising and development ability, geographic representation and other desired qualities.

C. Additionally, the Committee shall:

1. oversee the work of any newly created member advisory committees whose purpose relates to the Nominating Committee. The Board shall approve the creation and charge of any new member advisory committees;
2. appoint or reappoint annually, within 30 days of the IAFFE annual meeting, members to serve on those member advisory committees over which the Committee has oversight responsibility. In making such appointment or reappointments, the Committee shall consider the opportunity for broad participation by members to serve on the advisory member advisory committees; and
3. fill vacancies on such member advisory committees arising throughout the year and may, at any time, designate one or more IAFFE members as alternate members of any member advisory committee who shall be available to fill any such vacancies; and
4. oversee the work of any subcommittee created by this Committee, such subcommittee to consist of some smaller subset of the Committee.

D. In fulfilling its duties hereunder, the Committee shall have the sole power to retain and terminate such consultants or advisors as it shall deem necessary or appropriate, including the authority to approve the compensation and other terms relating to the retention and termination of such consultants and advisors, subject to the availability of funds therefore specifically allocated in advance for the Committee’s use by the Board.

## **II. Committee Membership**

A. The Committee shall consist of at least three IAFFE Board members and such number of non-Board members as the Board may determine from time to time, consistent with Art. 5, Section 1 of the Second Amended and Restated Bylaws of IAFFE (“IAFFE Bylaws”). Each Committee member shall be appointed by the Board for renewable annual terms.

B. The members of the Committee shall be appointed or reappointed at the meeting of the Executive Committee or the Board immediately prior to each annual meeting of members of IAFFE, subject to their election as directors and/or officers at such annual meeting.

C. Each member of the Committee shall continue as a member thereof until the appointment of her successor by the Executive Committee, or until, if earlier, her death, resignation, or removal as a director of IAFFE; provided, however, membership on the Committee shall automatically terminate upon a member ceasing to hold the position in IAFFE that qualified such member for the Committee. If any vacancy shall occur in the Committee for any reason, including an increase in the number of members thereof, the vacancy may be filled at any meeting of the Board or Executive Committee.

D. The Chair of the Committee shall be designated by the Board.

E. The Secretary of the Committee shall be designated by the Committee members.

F. The Committee may maintain such subcommittees as necessary.

### **III. Committee Meetings**

A. The Committee shall meet at least two times per year and additionally as circumstances dictate.

B. The Committee may hold its meetings at such time or at such place as it shall determine from time to time. Written notice of such meetings shall be given on at least seven (7) days' notice, unless such notice has been waived. Notice of the written agenda for such meetings shall be provided to each member of the Committee, without exception, not later than the close of business on the third (3<sup>rd</sup>) day next preceding the day of the meeting. Written notice of the time and place for special meetings of the Committee, along with a statement of the purpose(s) of such meeting, shall be given on at least five (5) days notice, unless such notice has been waived.

C. Whenever written notice is required to be given to any member of the Committee, it may be given to the person either personally or by sending a copy thereof by first class or express mail, postage prepaid, by email, by facsimile transmission or as otherwise permitted by the Act. Any requirement of furnishing prior notice of any meeting shall be deemed to have been waived by any member of the Committee who signs a waiver of notice before, at its commencement or after such meeting, or who attends such meeting without protesting (either prior to or at its commencement) the lack of notice to such member with respect to such meeting.

D. If the Chair of the Committee is not present at any meeting of the Committee, the members of the Committee shall appoint an acting Chair for such meeting.

E. The following procedures shall apply to all Committee meetings:

1. A quorum for meetings shall be a majority of the members, present in person or by telephone or other telecommunications device permitting all persons participating in the meeting to speak and hear each other.

2. The affirmative vote of a majority of the members of the Committee present at a meeting at which a quorum is present shall be the act of the Committee.

3. The Committee may act by unanimous written consent signed by each member of the Committee.

4. The Committee Secretary, such person to be designated by the Committee members, shall keep minutes of its proceedings (including unanimous written consents); these shall be submitted to the IAFFE Office no later than the earlier of (i) thirty days after any Committee meeting or (ii) prior to the two regularly scheduled Board meetings.

5. The Board or any member of the Committee shall have the authority to call meetings of the Committee.

F. The Committee shall provide a brief report on its activities to the Board six (6) weeks prior to each of the two regularly scheduled Board meetings, focusing on major issues and concerns raised during Committee meetings and a summary of motions passed

APPROVED AND ADOPTED by resolution of the Board on January 7, 2018.

  
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Secretary

EXHIBIT A

IAFFE Board Skills Matrix (Approved in January 2016)

**Name**

**Demographic & diversity attributes**

Gender

Nationality/Country of Origin

Ethnicity/race

Age decade -- e.g. 20's, 30's, etc.

**Skills, experience & Core competencies**

Belief in/Support of Mission

Mission-related scholarship

Mission-related teaching

Nonprofit finance/risk management

Nonprofit governance

Development/Fundraising/Philanthropy

Organizational leadership

Strategic Planning

Additional skills (e.g legal, PR, IT, marketing)