**Governance Committee**

**Policy for Identifying and Evaluating Candidates for the Board**

The Governance Committee will observe the following procedures in identifying and evaluating candidates for election to the Board of Directors for the Alliance for the Chesapeake Bay.

1. It is the view of the Board and the Alliance that the continuing service of qualified incumbents promotes stability and continuity on the Board, contributing to the Board's ability to work as a collective body and providing the Alliance with the benefit of familiarity and insight on its mission, strategy, and affairs. Accordingly, the process of the Committee for identifying nominees shall reflect the practice of directors serving a 3-year term and being renominated for another 3-year term when (a) such director continues to satisfy the criteria for membership, (b) the Committee believes that such director continues to make contributions to the Board, and (c) such director consents to continue their service on the Board.

2. Consistent with this Policy, in considering candidates for election to the Board, the Committee will first determine the incumbent directors whose initial terms expire during the year and who wish to continue their service on the Board. The Committee will evaluate the qualifications and performance of each such director, and will:

* consider if the director continues to satisfy the minimum qualifications for director candidates adopted by the Committee;
* review assessments of the performance of the director during the preceding term; and
* determine whether there exist any special, countervailing considerations against re-nomination of the director.

3. If the Committee determines that an incumbent director consenting to re-nomination continues to be qualified and has satisfactorily performed their duties as director during the preceding term and there exist no reasons, including considerations relating to the composition and functional needs of the Board as a whole, why in the Committee's view the incumbent should not be re-nominated, the Committee will, absent special circumstances, recommend the incumbent director to the full Board for re-election.

4. The Committee will identify and evaluate new candidates for election to the Board for the purpose of filling vacancies arising by reason of the resignation, retirement, removal, death or disability of an incumbent director or a decision of the directors to expand the size of the Board.

5. The Committee will solicit recommendations for nominees from persons that the Committee believes are likely to be familiar with qualified candidates, including members of the Committee, the Board, and management of the Alliance. The Committee believes that the Board should represent a range of backgrounds to ensure the benefit of diverse perspectives and will work closely with the Diversity, Equity, and Inclusion Committee to proactively identify candidates from a wide variety of backgrounds, including race, gender, ethnic and cultural diversity.

6. As to each recommended candidate that the Committee believes merits consideration, the Committee will

* utilize the Statement of Interest to assemble information concerning the background and qualifications of the candidate, including any relationship between the candidate and the person or persons recommending the candidate;
* determine if the candidate satisfies the minimum qualifications for election as director;
* consider the extent to which the membership of the candidate on the Board will promote diversity among the directors;
* determine if the candidate possesses any of the qualities or skills that under the skills matrix should be possessed by one or more members of the Board; and
* consider the contribution that the candidate can be expected to make to the overall functioning of the Board.

7. It is appropriate for the Committee to solicit the views of the Executive Committee, other members of the Board, the Chief Executive Officer, and other members of senior management, as appropriate, regarding the qualifications and suitability of candidates to be nominated as directors.

8. The Committee will endeavor to be as inclusive as possible in the interview process and provide an opportunity for all members of the Board to interview any proposed candidate.

9. Based on all available information and relevant considerations, the Committee will recommend a candidate to the Board for election who, in the view of the Committee, is most suited for membership on the Board.

10. The Committee shall maintain appropriate records regarding its process of identifying and evaluating candidates for election to the Board.