**Nominations & Governance Sub-Committee**

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This charter (the “Charter”) sets forth the duties and responsibilities and governs the operations of the Nominations & Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Social Venture Partners Portland (SVPP or the Organization), a nonprofit corporation organized and existing under the Oregon Nonprofit Corporation Code.

1. **Committee Purpose**

The primary purpose of the committee is to Identify and assist in recruiting outstanding individuals who qualify to serve as Board members and to recommend that the Board select a slate of director nominees for election by SVPP Directors at each annual meeting in accordance with SVPP’s Bylaws; (2) to recommend directors for appointment to each Board committee; (3) to review the performance of the Board and its committees and make appropriate recommendations; and (4) to oversee SVPP’s governance guidelines and periodically re-evaluate such governance guidelines for the purpose of suggesting changes if appropriate.

**II. Committee Meeting**

The Committee will meet for six months each year.

**III. Committee Responsibilities**

The committee’s primary duties and responsibilities are as follows:

1. The Committee will actively seek, interview and evaluate individuals qualified to become board members for recommendation to the Board.
2. The Committee will have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms.
3. The Committee will periodically review and assess the performance of the Board and its committees and report such assessment, including any recommendations for proposed changes, to the Board. The Committee should seek comments from each of the directors or committee members, as the case may be, with respect to such assessment.
4. The Committee will make periodic reports to the Board regarding the Committee’s evaluation of the Board members, its committees and members thereof and the corporate governance guidelines of the Company.
5. The Committee will periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board.

**IV. Committee Membership, Organization and Reporting Structure**The Committee will consist of at least two members and a maximum of five members. The members of the Committee will be appointed and replaced by the Board on the recommendation of the current Committee. The Board shall designate the Chairman of the Committee.

**V. Performance Evaluation**

The Committee shall prepare an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this Charter.

**VI. Amendment**

This Charter shall not be amended except upon approval of the Board. Adopted by the Board on \_\_\_\_\_\_\_\_\_\_\_.

**Committee Chair:** Michael Philips