

MARIN AGRICULTURAL INSTITUTE  
**Governing Committee Charter**

**1. Purpose**

The purposes of the Governing Committee are to oversee and manage the process of obtaining proper nominations for all Nominated Directors to serve on the Board of Directors of Marin Agricultural Institute (the “Corporation”).

**2. Composition**

The Governing Committee will be a Board committee composed of five current directors, the majority of whom may not be Nominated Directors. No current Nominated Director may be appointed to the Governing Committee if he or she may be subject to nomination and reelection within six months of his or her appointment to the Governing Committee. Any such current Nominated Director should abstain from any vote on any appointment to any Nominating Committee.

Members of the Governing Committee shall be appointed by a majority vote of the directors then in office. The Board of Directors can remove a member of the Governing Committee by the vote of a majority of directors then in office.

In the event that a member of the Governing Committee ceases to serve as a director of the Corporation, he or she will cease to serve as a member of the Governing Committee.

Members of the Governing Committee serve for renewable three year terms.

**3. Meetings**

The Governing Committee will meet as frequently as necessary to accomplish its purposes. An act of the majority of the members of the committee present at a meeting at which a quorum is present is an act of the committee. A majority of committee members then serving on the committee represents a quorum of the committee.

**4. Responsibilities and Duties**

In addition to such other responsibilities as the Board of Director may delegate, the Governing Committee shall be responsible for appointing all members of the three Nominating Committees: farmer, food purveyor, and artisan. For more information regarding the formation, composition, and duties of the Nominating Committees, please see *Nomination Committees Policy*. The provisions of the Nominating Committees Policy related to formation, dissolution, selection, and composition of the Nominating Committees are incorporated in this charter by this reference.

The Governing Committee also provides guidelines to the Nominating Committees regarding the evaluation of candidates for Nominated Directors and advises the Nominating Committees regarding the needs of the Board of Directors regarding nominees’ expertise, geographic

diversity, and other director qualities needed to maintain a balanced and capable Board of Directors.

The Governing Committee shall annually review the *Nominating Committees Policy and Procedure*, and update that policy as it deems necessary.

## **5. Annual Committee Performance Evaluation**

The Governing Committee shall perform a review and evaluation, at least annually, of its performance and its members, including reviewing the compliance of the Governing Committee with this Charter. In addition, the Governing Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Governing Committee considers necessary or valuable.

## **6. Amendments to Charter**

Any changes to this Governing Committee Charter shall require the vote of a majority of the directors then in office.

MARIN AGRICULTURAL INSTITUTE  
**Nominating Committees Policy and Procedure**

**1. Background**

Pursuant to Article IV, Section 4.B.i of the Bylaws of the Marin Agricultural Institute (the “Corporation”), “[t]he directors then in office shall elect nine Nominated Directors, as follows. Seven directors shall be elected from among nominees proposed by nonvoting members in the farmer class; two directors, one from each class, shall be elected from among nominees proposed by members in the food purveyor and artisan classes, respectively.”

**2. Purpose of Policy**

The purposes of this Policy are (1) to set forth the criteria for selection and composition of Nominating Committees who will implement Article IV, Section 4.B.i of the Corporation’s Bylaws and (2) to establish procedures for nominating candidates for Nominated Directors to the Corporation’s Board of Directors.

**3. Nominating Committees**

A. Formation and Dissolution. Each of the farmer, food purveyor, and artisan classes of members will have its own “Nominating Committee,” whose members will be appointed by the Governing Committee, as authorized by the Governing Committee Charter. The Nominating Committees will be ad hoc committees formed and composed as needed to fill imminent vacancies in the positions of Nominated Directors on the Corporation’s Board of Directors.

No fewer than six months prior to the expiration of the term of any Nominated Director, or immediately upon occurrence of a vacancy in the office of any Nominated Director, the Governing Committee will form and appoint members to a Nominating Committee composed of members of the appropriate membership class, as described below.

Each Nominating Committee will dissolve upon the acceptance by the Board of Directors of its nomination(s), unless the term of another Nominated Director of the same class will expire within six months, in which case the Nominating Committee will continue to serve in order to nominate candidates for the soon-to-be-vacant directorship.

B. Selection and Composition. The Governing Committee will select members of each Nominating Committee from a pool of self-nominated members of the Corporation in the appropriate class. The Governing Committee will evaluate the interested members, based on the criteria set forth below, and will appoint Nominating Committee members.

Members can express interest in joining a Nominating Committee by checking a interest box on their annual membership application or by responding in writing to a reminder note sent by Corporation staff prior to the selection of the Nominating Committees.

Each Nominating Committee shall consist of three to five members of the Corporation in the respective membership class who are in good standing at the time of their appointment. Members of a Nominating Committee cannot be expected to seek election or appointment to the Board within the next six months. However, at all times, at least one of the members of each Nominating Committee must be a current or recently former director of either the Corporation or Marin Farmers Markets. In the case of the artisan and food purveyor Nominating Committees, the director or former director committee member does not have to have been nominated for his or her directorship by the artisan or food purveyor members.

If fewer than three members in the relevant class express interest or meet the criteria for serving on a Nominating Committee in formation, the Governing Committee will be responsible for recruiting qualified members for that Nominating Committee. In the case that fewer than three qualified members commit to serving on a Nominating Committee in formation, members of the Governing Committee will take on the responsibilities of such Nominating Committee in consultation with the qualified members willing to commit to serve, until at least three qualified members may be appointed to such Nominating Committee.

The Governing Committee can remove any member of any Nominating Committees at any time, with or without cause.

#### **4. Nomination of Nominated Director Candidates**

A. Nomination Process. Each farmer, food purveyor, and artisan Nominating Committee shall nominate candidates for director to the Board, no later than two months prior to the expiration of a director's term, or immediately upon occurrence of a vacancy among the Nominated Directors, as follows:

- (i) Each Nominating Committee shall consider at least one candidate for each director vacancy in such committee's respective class (e.g., farmer, food purveyor, artisan), based upon criteria provided by the Governing Committee and based upon the Nominating Committee's review of such persons' résumés, letters of interest, and other relevant information.
- (ii) Each Nominating Committee shall interview candidates under consideration and determine, by a vote of a majority of committee members present at a meeting at which quorum is present, which candidate(s) will be nominated by such committee to the Board of Directors.
- (iii) A representative from each Nominating Committee shall attend the next meeting of the Board of Directors to present his or her committee's nomination(s).

A majority of the respective Nominating Committee's members then serving will constitute a quorum of that Nominating Committee.

B. Nominated Director Candidate Criteria. Subject to the guidance of the Governing Committee, each Nominating Committee is free to nominate whomever it determines will best serve the needs of the corporation.

**5. Annual Policy Review**

The Governing Committee shall perform a review, at least annually, of the adequacy of this policy and make such improvements to it as the Governing Committee considers necessary or valuable.

**6. Amendments to Policy**

Any changes to this *Nominating Committees Policy and Procedure* shall require the vote of a majority of the members of the Governing Committee then serving.