

## **IAVI Board of Director's Nominating Committee Charter**

The Board of Directors of the International AIDS Vaccine Initiative has established a Nominating Committee, hereinafter referred to as the "the Committee", with the following mission, membership, and scope of work.

### **Mission**

The Nominating Committee is charged with maintaining the size and composition of the Board in such a way as to ensure that it contains the necessary expertise to meet current and future obligations for advice and oversight. The Committee will actively seek prospects from a broad range of sources to ensure that the Board has the best possible candidates from which to choose.

### **Membership**

The Nominating Committee will consist of three to five members representing a range of experience and having contacts with diverse networks. Members of the Committee are proposed by the Chair and voted on by the Board. The Chair of the Board, and the CEO are considered ex officio members of the committee. The Chair of the Board will designate the Chair of the committee. The members of the committee will serve for a single term of three years. The committee will be staffed by a designated member of the IAVI staff.

### **Scope of Work**

1. Advise the Board on strategy for recruiting Board membership, identifying gaps and future needs, and prioritizing criteria for recruitment.
2. Develop and maintain a list of prospects, through consultation with Board members, staff, and other networks, that meet the identified criteria.
3. Gather information on Board candidates to determine suitability for Board membership.
4. Recommend candidates to the full Board for consideration, providing background information, as well as a discussion of alternate candidates.
5. Keep track of Board terms and inform Chair and CEO regarding those members coming up for renewal or rotation off.
6. Monitor Board member attendance, advising the Chair when action is needed.