

THE HAVEN

BOARD GROWTH & ADVANCEMENT COMMITTEE

I. PURPOSE

The Board Growth & Advancement Committee (the “Committee”) is responsible to the Board of Directors (the “Board”) of The Haven (“the Haven”) to conduct the annual Director and Board self-assessment, Board orientation & education programs, the nominating and vetting of potential new Board candidates, and/or other non-Board member committee volunteers, and related matters. The Committee leads the Board’s candidate engagement efforts and makes recommendations to the Board on membership and serves as the nominating committee of the Board.

The Committee is responsible for assessing the composition of the Board and evaluates and proposes candidates for service as successors to the Board members. The Committee reviews issues relating to the governance of The Haven, including reviewing and making recommendations to the Board for proposed changes to the operations, policies, and procedures of the Board and proposed changes to the Bylaws and Committee Charters.

The Committee is responsible to the Board for overseeing the review and recommendations of policies and procedures to enhance the quality, efficiency and effectiveness of the Board and the Board’s compliance with governance and fiduciary duty standards. The Committee’s activities shall include: (a) establishing and maintaining standards of Director conduct; (b) developing and facilitating Director recruitment; (c) developing a nomination process and procedure; (d) recommending Directors and Officers for Board election; (e) ensuring that Directors have adequate orientation and ongoing education; (f) assessing the performance of the Board and individual Directors; (g) periodically reviewing and ensuring compliance with the Bylaws and other Board policies; (h) assessing and reviewing conflicts of interest of Directors, with final approval by the Board as required; (i) assessing the adequacy of the Bylaws, policies and procedures of the Board to ensure best practices and Board compliance, and, as may be necessary, recommending to the Board, Director disciplinary actions pursuant to Board compliance.

II. COMMITTEE MEMBERSHIP

(a) **Membership/Structure.** Pursuant to the Bylaws, the Committee shall consist of at least two (2) Directors, not including the President and CEO who is a non-voting ex officio member and such other members as the Board Chair determines is appropriate, in consultation with the President and CEO.

(b) **Chair.** The Chair of the Committee shall be appointed by the Board from among its number who are the Committee members, and serve at the pleasure of the Board Chair, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings and determine the Committee's information needs, except as otherwise provided by the Board or the Committee Charter. The Chair shall have the power to select from the Committee, a Vice Chair, who shall serve in Chair’s absence. In the absence of the Chair and only at a Chair-recognized duly convened meeting, the Vice Chair shall serve as Chair of such meeting.

III. COMMITTEE MEETINGS

The Committee shall meet at least three (3) times a year and as circumstance or the Chair dictates, the Committee may establish its own schedule of such meetings. The Committee may also act by the unanimous consent document¹ of its members.

Notice of meetings shall be given to all Committee members, or may be waived, in the same manner as required for meetings of the Board. Meetings may be held as provided in the Board Bylaws. Minutes of meetings shall be kept, together with supporting back-up materials, and filed with the Secretary of the Board.

In addition to Committee meetings, the Chair, at its discretion, may convene meetings of members of the Committee that are comprised solely of Directors with the aid of the President and CEO. Such meetings may be construed to be a matter of extreme confidentiality as these relate to Executive Session matters of the Board.

IV. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes in such manner as the Committee determines is appropriate:

1. Ensure that the Bylaws and Board policies reflect best practices on the role of the Directors, and are in keeping with The Haven's mission and purposes.
2. Determine the composition of the Board and regularly review the Board profile to assess its timely needs and its capacity for effective action.
3. Develop nomination and election procedures and processes, identify prospects to be included in a candidate pool and maintain an active list of candidates from which the Committee can select credential-effective persons.²
4. Provide for an orientation program for all new Directors that informs candidates of the operational Bylaws, The Haven's policies and procedures as they relate to Directors, and other matters determined to be relevant to Directors.
5. Develop and oversee an assessment of the Board and Directors, to occur every 12-18 months.
6. Ensure that key policies and documents (including the Bylaws, any code of conduct that is established, the conflicts of interest of interest policy and Committee charters) are reviewed by the Directors on an annual schedule, and that such documents are accessible on the Board portal.

¹ Document(s) received via mail, electronic copy from a Committee member or other express communication means.

² The Committee understands that, pursuant to the Board Bylaws of The Haven (Section 2.03(a)), the number of Directors is not in excess of 30 active persons nor less than 15 active persons.

7. Present for election at the annual meeting of the Board the slate of Directors and Officers as candidates necessary to fill any vacancies.

8. Conduct, at least every two years, a self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter, and recommend to the Board such amendments of this Charter as the Committee deems appropriate. This evaluation will be conducted in accordance with any "Committee Guidelines" as may be prepared and adopted by the Board.

9. Delegate responsibilities to subcommittees as the Committee Chair may deem appropriate, in their sole discretion.

10. Report regularly to the Board any Committee findings, recommendations and actions and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.

11. Undertake such other responsibilities as the Board may delegate or assign to the Committee from time to time.

This Board Growth & Advancement Committee Charter was adopted by the Board of Directors of The Haven on _____, 2023.

By _____
Its _____