

**GORDON AND BETTY MOORE FOUNDATION  
NOMINATING COMMITTEE CHARTER  
(EFFECTIVE AS OF AUGUST 2013)**

The Board of Trustees (the "Board") of the Gordon and Betty Moore Foundation (the "Foundation") hereby establishes the following guidelines for the composition, role, and responsibilities of the Nominating Committee (the "Committee") which may going forward be referred to as the "Nominating and Governance Committee". Terms used in this Charter with an initial capital letter and not otherwise defined in this Charter shall have the meaning ascribed to them in the Bylaws of the Foundation (the "By-Laws").

**COMPOSITION OF THE COMMITTEE**

The Committee shall be composed of three or more members.

Article II, Section 5(b)(v) of the Bylaws provides that the members of the Committee shall be appointed

*. . . by resolution adopted by a majority of the Trustees then in office. At least one-third of the members of the Committee shall be Family Trustees, whose appointment must be approved by the Family Members, and a majority of the members of the Nominating Committee shall be Independent Trustees.*

The Committee shall designate the Chair of the Committee.

**PURPOSE**

The Committee is appointed by the Board to:

- Carry out the responsibilities of the Nominating Committee as provided in the Bylaws.
- Perform the customary functions of a nominating committee of a corporate Board of Directors, including identifying individuals qualified to become Board members, consistent with the By-Laws and criteria approved by the Board.
- Perform such customary functions of a governance committee of a corporate Board of Directors as are applicable to the Foundation consistent with the By-Laws and criteria approved by the Board.

**MEETINGS**

The Committee shall meet as often as may be deemed necessary in its judgment, either in person or telephonically, and at such times and places as the Committee shall determine. The special quorum requirements of Article III, Sections 8(a) and

(b) of the By-Laws regarding Family Trustees apply to the Committee. The Committee shall make regular reports to the Board with respect to its activities.

## **RESPONSIBILITIES**

The Committee shall perform the responsibilities assigned to it under Article II, Sections 5(b)(v), (vi), (vii) and 5(c) of the Bylaws as follows:

*v. Nominating Committee. . . .*

*Committee shall be responsible for recommending for approval by the full Board of Trustees: (a) nominees (other than as to the Family Trustees which is governed by Article II, Section 5(b)(vi) and Article III, Section 2) for the Board of Trustees, who must be approved by the Family Members; (b) motions, if any, to remove a Trustee, which must be approved by the Family Members (in addition to the right of the Family Members to remove Trustees without such a motion by the Nominating Committee or approval by the full Board of Trustees); (c) appointment of officers; and (d) establishment and composition of Board Committees. The Nominating Committee shall also consult with and advise the Family Members concerning the appointment of new or successor Family Members and Family Trustees.*

*vi. Elections. . . .*

*If the authorized number of Family Trustees exceeds the number of Family Members, the Family Members, in conjunction with the Nominating Committee, may elect, from among the members of the Moore Family, the person or persons to serve as Family Trustees, in addition to the Family Members, within the then-authorized number of Family Trustees and otherwise consistent with the terms of these Bylaws.*

*vii. Future Generation of Family Trustees. When the Founders' grandchildren (and successive generations) have reached an age where they could benefit from learning about the Corporation and about service on a foundation board, the Board of Trustees may elect, upon the recommendation of the Nominating Committee with the approval of the Family Members, one grandchild (or great grandchild, etc.) at a time to serve one non-renewable two year term as a Trustee of the Corporation.*

*(c) Protection of Basic Structure. . . .*

*If the action of the Family Members would result in a Board of Trustees without a majority of Independent Trustees, the Independent Trustees shall, in consultation with the Nominating Committee and the Family Members, have the power to elect, by two-thirds vote of the remaining Independent Trustees, a new Trustee or Trustees to preserve the independent majority.*

In furtherance of its responsibilities under the By-Laws, the Committee shall:

1. Establish criteria and qualifications for Board membership, including standards for assessing independence. These criteria and qualifications shall include, among other things, those required by Article II, Section 5(a) of the Bylaws:
  - o *A majority of the members of the Board of Trustees shall be independent persons of the highest integrity, selected for their wisdom, experience and judgment and their interest in the work of the Corporation and in contributing to a collegial effort to make a real and lasting, measurable difference in the world.*
2. Assess the contributions and independence of incumbent directors periodically and upon the expiration of their respective terms and determine whether to recommend them for reelection to the Board.
3. Review with the Board periodically and in conjunction with the annual meeting to assess the individual skills, experience and characteristics needed for the Board and the overall composition of the Board to ensure that the Board has the balance of knowledge, experience, skills, expertise and diversity of background and experience required for the Board to fulfill its duties.
4. Manage the process for the review, selection, interview and recruitment of candidates for Trustees by the Committee, the Board and the Family Members.
5. Advise and support the Family Members in the discharge of their duties as necessary or requested from time to time.
6. In coordination with the respective Board committee chairs, assess periodically the structure, charters and composition of the committees of the Board and recommend to the Board any changes deemed appropriate.
7. In coordination with Board Committee chairs, periodically evaluate the functions of Board committees and recommend to the Board candidates for appointment to the Compensation, Audit, Nominating and Investment Management Committees and their committee chairs and consider periodic rotation of committee members.
8. Recommend the appointment and reappointment of officers of the Foundation.
9. Monitor the functions and activities of the Board and its committees and initiate such recommendations to the Board for improved governance of the Foundation as the Committee may deem to be necessary and appropriate.
10. Oversee regular programs of orientation for new Trustees and continuing education for all Trustees on governance issues and other topics related to the Board's function.
11. Develop and implement such actions, procedures and policies as it may deem necessary to carry out its functions under this Charter.

12. Assess periodically the quality and effectiveness of the performance of the Committee and its members, its charter, structure and composition and report thereon to the Board including recommending such action by the Board as necessary to improve.
13. Periodically evaluate the Foundation's Articles of Incorporation and Bylaws and other governing documents, and recommend to the Board any proposed amendments or modifications.
14. Periodically evaluate the Foundation's Code of Conduct, and other significant policies (unless the responsibility therefore is allocated to another Committee of the Board) and recommend to the Board any appropriate amendments or modifications to such policies.
15. Periodically review and recommend to the Board such adjustments as needed benefits which are or should be accorded to non-Trustee Members of Board Committees.
16. Review and reassess periodically the adequacy of this Charter and recommend any proposed changes to the Board for approval.
17. The Board shall periodically review the performance of the full Board and of each of its committees, assisted in such review by the Nominating Committee and by each of the Committees after conducting their own self- assessments.

## **AUTHORITY**

The Committee has authority to take all appropriate actions necessary to discharge its responsibilities. Such authority includes but is not limited to the power to:

- Retain outside counsel, advisors, consultants, search firms or others as it determines appropriate to advise or assist in the performance of its functions. The Committee shall have sole authority to retain and terminate any search firm to be used to identify Trustee candidates, including sole authority to approve the search firm's fees and other retention terms.
- Seek any information it requires from employees or external parties. Employees and external parties will be directed to cooperate and comply with the Committee's requests.
- Meet with the Foundation officers or outside counsel.