



THE RESEARCH FOUNDATION FOR THE STATE UNIVERSITY OF NEW YORK NOMINATING COMMITTEE CHARTER

PURPOSE

The purpose of the Nominating Committee (the "Committee") is to support the Board of Directors (the "Board") in fulfilling its responsibility to seek and nominate qualified candidates for election to the Board.

COMMUNICATIONS

Any and all communications or inquiries by or on behalf of the Committee shall be made by the Committee as a whole through its Chair, the Secretary, the President of the Corporation, or the President's Delegate (s) to the Committee and not by individual Committee members.

COMMITTEE MEMBERSHIP AND MEETINGS

The Committee shall be comprised of not less than three (3) Directors.

The Committee shall meet as required to fulfill its obligations, but in no event less than annually. Meetings may be held at the call of the Committee Chair or a quorum of the Committee members. Meetings may, at the discretion of the Committee, include members of management, independent consultants, and such other persons as the Committee shall determine.

The Committee shall fix its own rules of procedure, which shall be consistent with the By-laws of The Research Foundation for The State University of New York ("Corporation").

DUTIES AND RESPONSIBILITIES

The Committee will perform its duties in accordance with the Corporation's mission. The Committee shall have the following duties and responsibilities:

1. Nominate replacement Directors to fill Board vacancies
2. Nominate replacement Directors to fill Committee vacancies;
3. Nominate replacement Directors to fill Board leadership positions;
4. Approve non-voting, non-fiduciary advisory representatives to the Board and Committees;
5. Assess Board membership needs and nominate Directors and Committee members. The

Committee shall review, among other relevant factors, whether the director nominee (i) possesses personal and professional integrity, (ii) has good business judgment and relevant experience, (iii) will be an effective participant in conjunction with the Board or Committee, and (iv) has the requisite degree of independence;

6. Conduct an evaluation of current Directors, Officers and Committee Members who are nominated to serve renewal terms. Such evaluation shall consider and review, among other relevant factors, the individual's meeting attendance and performance, length of service and the experience, skills and contributions that the individual brings to the Corporation;
7. Make recommendations to the Board about exercising the Board's authority to determine the number of its members;
8. Annually review and recommend to the Board any changes in the nominations process and related matters as may be appropriate or required by applicable laws or rules;
9. Review the Committee's performance annually, periodically assess the adequacy of its committee charter, and recommend changes to the Board as appropriate;
10. Perform any other activities consistent with this Charter that the Board deems appropriate; and
11. Have authority to retain consultants or other professionals and experts to assist in carrying out the Committee's duties and responsibilities, including authority to approve the associated fees and other retention terms; provided, however, that prior to any such retainer, the Committee shall provide to the Chief Financial Officer, Secretary, and General Counsel or their designees written notification of the intended terms and any associated contracts of agreements for review and approval of the form of the agreement.

Approved: February 1, 2018

Date: February 1, 2018

Replaces Version Dated November 5, 2013