

The Investor Stewardship Group, Inc.

Nominating Committee Charter

As of June 16, 2020

Purpose

The Nominating (the “Committee”) is appointed by the Board of Directors (the “Board”) of The Investor Stewardship Group, Inc. (“ISG”) (1) to make recommendations to the Board with respect to nominations for directors submitted by members; (2) to serve as a liaison between the Governance Advisory Council and the Board in matters relating to the internal governance of ISG; and (3) to recommend to the Board the criteria for membership to ISG.

Committee Membership

The size of the Committee shall be determined by the Board in its sole discretion.

The members of the Committee shall be appointed annually by the Board and will serve at the Board’s discretion. Committee members may be removed from the Committee by the Board at any time, with or without cause and any vacancies will be filled through appointment by the Board.

The Board shall appoint one member of the Committee as its Chairperson.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities. The Committee Chairperson shall preside at each meeting. In the event the Committee Chairman is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

Committee Authority and Responsibilities

1. The Committee shall review nominations for directors as submitted by members in accordance with ISG’s Corporate Governance Guidelines and make a recommendation to the Board with respect to such nominations.
2. The Committee shall be a liaison between ISG’s Governance Advisory Council (the “GAC”) receive the GAC’s recommendation with respect to the GAC’s responsibilities as outlined in its charter, as may be amended from time to time, including ISG’s governance structure, the process for joining councils, the process for new and ongoing membership qualifications, and the GAC’s assessment of ISG’s governance and effectiveness. The Committee will consider any such recommendations and make a recommendation to the Board.
3. The Committee shall review and reassess the process and criteria for new members to join ISG and recommend any proposed changes to the Board for approval.
4. The Committee shall make regular reports to the Board.

5. The Committee shall periodically review and reassess the adequacy of this Charter, the charters of other committees and council formed by the Board and recommend any proposed changes to the Board for approval.
6. The Committee shall periodically review its own performance.
7. The Committee may form and delegate authority to subcommittees when appropriate.