

Nominating Committee Charter

1. Purpose

The Nominating Committee (the “Committee”) will assist the Board of Directors (the “Board”) of the Humane Society of the United States (the “HSUS”) in identifying appropriate individuals to become directors and recommending Board candidates for election as directors.

2. Composition

The Committee will consist of at least three members appointed by the Board and will consist entirely of independent directors, as defined in the HSUS’s Governance Principles. The Board will appoint one of the Committee members to serve as Chair after nomination by the Chair of the Board. The Board may remove a member from the Committee at any time, with or without cause.

3. Responsibilities

The Committee’s specific responsibilities include:

- a. Periodically considering the composition of the Board as a whole in terms of skills, knowledge, experience, and other relevant factors, including diversity and age, and identifying current and future needs that should be met through the election of new directors;
- b. Establishing criteria for identifying and evaluating Board candidates and assessing the qualifications of Board candidates relative to those criteria;
- c. Considering the results of Governance Committee’s end-of-term evaluations in deciding whether to recommend incumbent directors for re-election to the Board;
- d. Recommending to the Board individuals to be elected as directors, including as necessary to fill vacancies and newly created directorships;
- e. Evaluating and identifying individuals to serve as Board Leadership and making recommendations to the Board about the appointment of Board Leadership;
- f. Recommending committee members to the Board for appointment;
- g. Overseeing the onboarding and orientation process for new directors;
- h. Recommending the Humane Leadership Council Liaison to the Board for approval;
- i. Coordinating as appropriate with the Governance Committee in support of its responsibilities overseeing the performance evaluation process regarding end-of-term evaluations for directors, including providing information regarding the Committee’s evaluation criteria, analyses, and processes;

- j. Periodically evaluating the nomination process and recommending changes to the Board as appropriate; and
- k. Performing such other duties and responsibilities as the Board may determine from time to time.

4. Meetings and Operation of the Committee

The President and Chief Executive Officer (“CEO”) is the Committee’s principal point of contact with management. The Corporate Secretary will schedule meetings, prepare agendas and take minutes for the Committee. The Committee may request that the CEO provide additional staff support.

The Committee will meet as often as may be deemed necessary or appropriate in its judgment, either in person or telephonically, and at such times and places as determined by the Chair of the Committee.

The majority of the members of the Committee will constitute a quorum and the vote of the majority of the members of the Committee present at a meeting at which a quorum is present will be the act of the Committee.

Minutes of Committee meetings will be prepared, furnished to Committee members for review, and approved by the Committee, all in a timely manner. The Committee will report regularly to the full Board with respect to its activities.

5. Subcommittees

The Committee may delegate its duties and responsibilities to one or more subcommittees, consisting of one or more members of the Committee, as it determines appropriate.

6. Annual Self-Evaluation and Charter Review

The Committee will annually evaluate its performance and the adequacy of this charter and recommend changes to the Board as appropriate.

Adopted by the Board June 6, 2019, January 19, 2021

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