



## **Nominating, Governance & Compensation Committee Charter**

### **Committee Responsibility**

The Nominating, Governance & Compensation Committee (the "Committee") is responsible for assisting the Board of Directors of Global Oncology, Inc. (GO) to ensure the effectiveness of the overall governance of GO.

### **Membership**

Committee members will be chosen from among sitting members of the Board of Directors, with a preference for Board members who have experience serving on other nonprofit boards. The Board shall approve or ratify all Committee appointments. Committee members serve at the pleasure of the Board.

The Committee shall consist of members who are independent with respect to the Committee's responsibilities. An individual shall not be considered independent for purposes of this Committee: (a) if the individual or a family member: (i) is paid staff of GO; or (ii) provides services to GO for pay or otherwise conducts paid business with GO; or (b) if GO's Executive Director participates or recently participated in employment or compensation decision making affecting the individual or an immediate family member. Other relationships may be determined by the Board or Committee to be not independent. Committee members shall comply with GO's Conflict of Interest Policy in dealing with Committee matters.

The Board or the Committee shall designate a Chairperson of the Committee. The Board may remove a Chairperson.

### **Duties and Responsibilities**

The following shall be the principal duties and responsibilities of the Committee.

- Review and evaluate, on an ongoing basis, the overall effectiveness of GO's governance, in light of prevailing best practices in the nonprofit field.
- Review and evaluate GO's governance structure, committee structure, governance documents, committee charters, and governance procedures.
- Review and evaluate the governance practices and performance of the Board, its Committees, and Directors.
- Oversee the Board self-evaluation process.

- Recruit and nominate candidates for the Board, including development of Director qualification standards and recruitment criteria.
- Nominate candidates for Board officer positions and provide such nominations to the entire Board of Directors at least one week prior to the date of the Directors meeting at which the office is to be voted. (Officer candidates shall recuse themselves from all deliberations and voting in respect of their own nominations.)
- Advise the Board with respect to membership of Board Committees.
- Arrange and provide orientation and, as appropriate, training and continuing education of Directors, Officers, and Committee chairs and members.
- In collaboration with the Executive Administrator, oversee implementation of and compliance with the Organization's Conflict of Interest Policy, including: (i) requiring timely and appropriate disclosure by Directors, Officers, and GO committee members of all related party matters; (ii) the collection, review and compliance with conflict of interest certifications and disclosures; (iii) the provision of training with respect to said Policy; and (iii) periodic review of the Policy and the implementation of and compliance with the Policy.
- Review and make recommendations on issues of conflict of interest, independence, or ethics.
- Oversee responsible succession planning for Board Offices and Committee chairs.
- Review and approve the Organization's goals and objectives relevant to the compensation of the Organization's key executives, including annual performance goals and objectives.
- Review and authorize any employment, compensation, benefit or severance agreement with key executives.
- Evaluate at least annually the performance of the key executives against the Organization's goals and objectives, including the annual performance objectives and, based on this evaluation, determine and approve (or recommend to the Board for approval in the case of the CEO) the compensation level (including any incentive awards and any material perquisites) for the key executives, reviewing as appropriate, any agreement or understanding relating to their employment, incentive compensation, or other benefits based on this evaluation.
- Determine and approve the compensation level (including any incentive awards and any material perquisites) for other members of management of the Organization as

the Committee or the Board may from time to time determine to be appropriate.

- Review on a periodic basis the Organization's management compensation programs, including any management incentive compensation plans as well as plans and policies pertaining to perquisites, to determine whether they are appropriate, properly coordinated and achieve their intended purpose(s), and recommend to the Board any appropriate modifications or new plans or programs.
- Review and recommend to the Board incentive compensation plans of the Organization and any modifications of such plans and review at least annually the awards made pursuant to such plans.
- Review and recommend to the Board any changes in employee retirement plans or programs, and other employee benefit plans and programs.
- Such other matters as the Board may from time to time determine.
- Periodically review the adequacy of this Charter.

In so doing, it shall be the responsibility of the Committee to maintain regular and open communication among the Committee, the Board of Directors, the Officers, other GO committees, and the Management of GO.

### Meetings of the Committee

The Committee shall meet at least three times each fiscal year and at such other times as it deems necessary or as otherwise directed by the Board. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Participation in meetings of the Committee may be by telephone. The Committee may meet in executive session. A Committee member, with assistance of staff if available, shall have responsibility for maintaining a record of the Committee's proceedings and actions. The Committee shall regularly report its activities to the full Board in writing.

### Adoption of Charter

The Board of Directors adopted this Charter on July 25, 2017