



## **NOMINATING COMMITTEE CHARTER**

### **Purpose of Committee**

The Nominating Committee (“Committee”) is a committee of members elected at the annual stockholders’ meeting to select and nominate qualified candidates for stockholder consideration at the shareholders meeting to serve on the Board of Directors of Southwest Georgia Farm Credit, ACA (“Association”) and to serve on the Nominating Committee for the following year. The Committee shall operate in accordance with the Bylaws of the Association applicable statute and FCA regulations.

The Committee shall have the authority to review lists of Association members who are eligible to serve as directors or Nominating Committee members. The Committee may utilize the assistance of an outside consultant to identify, evaluate and nominate qualified candidates for election to the Board of Directors and Nominating Committee. The Committee shall have unrestricted access to members of administrative support and relevant information. The Committee shall operate under the powers and authority enumerated in the By-Laws of the Association.

### **Committee Membership**

The Committee shall consist of four (4) members and two (2) alternates, all of whom shall be member/borrowers of the Association’s voting stockholders. Nominating Committee members will name a Chairman, Vice Chairman, and Secretary annually.

### **Committee Duties and Responsibilities**

The responsibility of the Committee is to implement the policy and procedure consistent with relevant laws, regulations and Association Bylaws for conducting all nomination processes for filling stockholder-elected director positions on the Board of Directors and Nominating Committee positions.

To this end, the Committee will:

1. Endeavor to assure representation from all areas of the Association territory and strive to cover all types of agriculture and agri-business represented by the membership.
2. Evaluate the qualifications of all director candidates to make sure candidates meet the requirements in the Director Qualification Policy
3. Ascertain the availability, willingness and eligibility of members to serve, and then submit a slate of candidates for the Board of Directors and ensuing year Nominating Committee.

Every aspect of the nomination process must assure impartiality. To the extent permitted by law and regulations, Association officers, employees and agents may provide administrative assistance to the Committee but may not nominate candidates or provide any opinion to the Committee. This assistance will include providing the following:

- A current list of Association stockholders
- Association Bylaws
- Director Qualification Policy
- Impartial Director Election Policy
- Copy of the Current Board Self-Evaluation

The Association will require a signed pledge of confidentiality prior to releasing information to Committee members.

Committee members should recuse themselves whenever their participation in Committee activities presents a conflict of interest or the appearance thereof.

### **Committee Meetings**

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A majority of the Committee shall constitute a quorum for transacting the business of the Committee. Except due to their death, disability, resignation or removal, members of the Committee shall serve until their terms have expired. The term of each Committee member shall be one (1) year or the election of a new Committee at the Association's annual stockholders' meeting.

The Committee shall assemble as necessary, but no less than two (2) times during any term. Minutes of each meeting are to be prepared and reported to the Board at its regularly scheduled meeting and maintained as corporate records.

At least annually the Board of Directors will review, update and approve the Committee Charter.