



Food Allergy Research & Education (“FARE”) Governance & Nominating Committee

Mission

FARE’s mission is to improve the quality of life and the health of individuals with food allergies, and to provide them hope through the promise of new treatments.

The Governance & Nominating Committee

The Board of Directors of FARE established a Governance & Nominating Committee of the Corporation to support the Board in fulfilling its responsibility to identify, vet and approve candidates as Officers and Directors of the Corporation.

Structure and Operations

- **Composition and Qualifications:** The Committee will be comprised of current or immediate-past members of the Board. The Chair of the Committee is the Board Governance Chair. In addition to the Chair, the current Chair of the Board will serve on the Committee. Additional members of the Committee will be appointed by the Board. As required, the Committee may seek advice from individuals with needed subject matter expertise who are not members of the Board or the Committee, provided that participation in formal deliberations and voting shall be limited to the independent members of the Committee.
- **Appointment and Removal:** All members will be appointed for a term of one year with the option to serve additional terms as needed. Any member of the Committee may be removed, with or without cause, by a vote of the Board.

Meetings

The Committee will meet at least twice annually, or more frequently as circumstances dictate.

Duties and Responsibilities of the Governance & Nominating Committee

In order to support the board of directors in fulfilling its fiduciary duties to appoint the best-qualified candidates for the Officers and Directors of FARE’s Board of Directors, the Governance & Nominating Committee will:

- Develop a Strategic Board Member Recruitment Process to be adopted by the Board;
- Ensure Board composition reflects factors that impact the Corporation’s sustainability and mission effectiveness;
- Annually, establish selection criteria based on Corporation strategy and Board composition needs. Criteria will include but is not limited to the following:

- MDs or PhDs, in field of study/practice aligned with food allergy research, diagnostics, therapeutics, or quality of life/care for patients
- Successful serial entrepreneurs in technology, medical, or other relevant fields
- Philanthropists providing significant support to research related to food allergy or health/wellbeing
- Retired CEOs or other senior leaders at Fortune, Pharmaceutical or consumer packaged goods companies
- Cultivate and compile a list of candidates for Director or Officer roles, reviewing candidates against the selection criteria established by this Committee to develop a slate of nominees that represents those criteria for board selection;
- Vet all candidates to ensure that they have the proper competencies, experience and willingness to fulfill their duties and responsibilities as Board directors;
- Upon the resignation or removal of an Officer or Director, recommend a candidate to fill the vacancy to the Board if required; and
- Accomplish additional tasks as charged by the Board.

FOOD ALLERGY RESEARCH & EDUCATION
CHARTER TO ESTABLISH THE GOVERNANCE & NOMINATING COMMITTEE

Adopted by the Board of Directors on **Month X**, 2019

The Board of Directors of Food Allergy Research & Education (the “Corporation”) hereby establishes a Governance & Nominating Committee (the “Committee”) of the Corporation to support the Board in fulfilling its responsibility to identify, vet and approve candidates as Officers and Directors of the Corporation.

The Committee will:

- Develop a Strategic Board Member Recruitment Process to be adopted by the Board;
- Ensure Board composition reflects factors that impact the Corporation’s sustainability and mission effectiveness;
- Annually, establish selection criteria based on Corporation strategy and Board composition needs;
- Cultivate and compile a list of candidates for Director or Officer roles, reviewing candidates against the selection criteria established by this Committee to develop a slate of nominees that represents those criteria for board selection;
- Vet all candidates to ensure that they have the proper competencies, experience and willingness to fulfill their duties and responsibilities as Board directors;
- Upon the resignation or removal of an Officer or Director, recommend a candidate to fill the vacancy to the Board, if required;
- Operate under a charter and review annually for adequacy and recommend any necessary changes for approval to the Board; and
- Accomplish additional tasks as charged by the Board.

The Governance & Nominating Committee will be comprised of current or immediate-past members of the Board. The Chair of the Committee is the Board Governance Chair. In addition to the Chair, the current Chair of the Board will serve on the Committee. Additional members of the Committee will be appointed by the Board. All members will be appointed for a term of one year with the option to serve additional terms as needed. Any member of the Committee may be removed, with or without cause, by a vote of the Board. The Chair of the Committee will set the agendas for and chair Committee meetings.

The Committee shall meet at least twice annually, or more frequently as circumstances dictate.