

**PRESBYTERIAN CHURCH (U.S.A.), A CORPORATION**  
**NOMINATING, GOVERNANCE, AND PERSONNEL COMMITTEE**  
**CHARTER**

The Nominating, Governance, and Personnel Committee (the “NGP Committee”) is composed of five Directors who are elected by the Board. The Chair(s) of the Board is not eligible to serve on this Committee.

The NGP Committee is responsible to the Board for oversight of the nominations process for board committees and officers of the Corporation, various human resource functions, and governance matters. Among the specific areas of the NGP Committee’s oversight and function are the following:

**Board Composition**

- Conferring with the General Assembly Nominating Committee and the entities that recommend nominations of Directors as specified in the Corporation’s bylaws regarding the skills, experiences, diversity, and inclusion needed among nominees for the Corporation’s Board;
- Nominating the Chair and Vice Chair or Co-chair(s) of the Board from among the Directors of the Board with such nomination(s) to be presented to the Board, at a regularly scheduled meeting or at a special, called meeting, for approval before June 1 of each year in which nominations are needed given current terms and the requirements of the Bylaws;
- If a nomination for Chair, Vice Chair, or Co-Chair(s) is needed due to a vacancy, such nomination would be presented to the Board at the next regularly scheduled meeting or at a special, called meeting, and the term related to the nomination would correlate with the term of the vacancy being filled; and
- In consultation with the Chair or Co-chairs of the Board, nominating Directors to serve on standing Committees of the Corporation’s Board.

**Corporate Officers**

- Managing searches and making recommendations to the Board for senior officers of the Corporation;
- Receiving reports of the performance of senior officers of the Corporation from the President of the Corporation;
- In consultation with the President of the Corporation, nominating persons to serve as other officers of the Corporation;
- Reviewing compensation levels for senior officers and highly compensated staff of the Corporation to ensure reasonableness; and
- Conducting annual performance reviews of the President of the Corporation, consistent with the personnel policies of the Corporation, and recommending the President’s salary.

**Personnel**

- In consultation with the Corporation’s management, recommending to the Board personnel policies and practices, salary ranges, and staffing rationales for the Corporation;
- Annually reviewing compensation plan and bringing recommendations to the Board;
- Ensuring that the Corporation’s personnel policies and practice, salary ranges, and staffing rationales reflect the Corporation’s commitment to diversity and inclusiveness;
- Recommending to the Board ratification of the housing allowance for all employees of the Corporation who are Ministers of Word and Sacrament; and
- Performing other personnel assignments from the Board.

**Presbyterian Church (U.S.A.), A Corporation  
Nominating, Governance, And Personnel Committee Charter**

**Governance**

- Recommending to the Board methods and processes for developing healthy, supportive relationships among the Board members, the Board and officers and employees of the Corporation, and the Board and other PCUSA entities and agencies;
- In consultation with the Audit, Legal, and Risk Management Committee, reviewing and making recommendations for changes to the Corporation's governance structures, documentation, and practices;
- Reviewing and recommending to the Board appropriate standing Committees to ensure the Board's work is efficient;
- Reviewing and recommending strategies, policies, and methods to build a highly effective Board; and
- Ensuring that the Board has adequate resources and training to fulfill its duties.

The NGP Committee shall review this charter and perform a committee self-evaluation annually and shall report the results of such reviews to the Board.