AMERICAN CANCER SOCIETY, INC. ("SOCIETY")

NOMINATING COMMITTEE CHARTER

I. Purpose of Committee

The Nominating Committee (the "Committee") supports the Society's Board of Directors (the "Board") in fulfilling its responsibility for the review of candidates nominated to the Board, including Officers, Directors, and Directors-at-Large. The Committee also reviews individuals nominated to Honorary Life membership of the American Cancer Society. The Committee will develop a slate of nominees for each category for presentation to the Board for approval.

II. Committee Membership

The chair of the Committee will alternate annually between the Immediate Past President and the Immediate Past Chair of the Board. The Committee is composed of the Immediate Past Chair of the Board and the Immediate Past President, one representative from each Division, and up to four additional members. The Chair of the Board and President will serve as non-voting members. All members must be either current or former members of the Board of Directors half of whom will be from the Medical Profession and half from the laity. The membership is appointed by the Chair of the Board and President and approved annually by the Board. Members of the Committee will serve one-year terms, each commencing no later than November 15th of each year and ending when his or her successor is chosen and qualified. No member will serve more than three one-year terms as a voting member.

III. Committee Authority and Responsibility

The Committee will:

1. Prepare a slate of nominees for election as Officers, as well as Directors and Directors-at-Large to fill the positions of those Directors and Directors-at-Large whose terms are expiring at the end of the fiscal year;

2. Review the credentials of all candidates for members of the Board of Directors;

3. Review nominations of individuals to Honorary Life Member status of the American Cancer Society;

4. Consider such factors as it deems appropriate and in the best interests of the Society, including diversity;

5. Annually review Nominating processes and develop a skills profile of the current Board, identifying gaps in expertise and representation needed on the Board;

6. Operate under a charter, which will be approved by the Board of Directors, and will review the charter annually for adequacy and recommend any necessary changes to the Board of Directors;

7. Periodically evaluate Board structure and composition to ensure the Board is as effective as possible in governing the organization; and

8. Accomplish additional tasks as charged by the Chair of the Board.

IV. Committee Meetings

The Committee will meet at least annually and as often as it deems necessary or appropriate, either in person, telephonically or electronically, and at such times, places and manner as its Chair may determine. The Chair will prepare and/or approve an agenda in advance of each meeting and communicate meeting details in a timely fashion.

V. Committee Reports

The Committee will produce written reports at the conclusion of each meeting, which will include an attendance record, a copy of the agenda and a full report of the Committee discussions with documented recommendations and decisions. These reports will be completed no more than three weeks following the meeting and forwarded to the Committee membership and the Office of Strategic Governance and Corporate Affairs for proper filing. All Committee reports, if not confidential, will be posted on “The Link” under the Volunteer Committees Community so all Board members will have access to the reports.

VI. Committee Evaluation

The Committee will conduct routine performance evaluations, which evaluate the performance of the Committee in relation to the requirements of this Charter and such other matters as the Committee may deem appropriate. The performance evaluation should recommend to the Governance Committee any changes and examine the impact of these changes on other committee charters and/or governance processes in place and forward a recommendation to the Board. Changes to the Committee Charter and/or membership composition require Board approval. The performance evaluation by the Committee will be conducted in such manner as the Committee deems appropriate.