

**GLOBAL PAINT FOR CHARITY, INC.**

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**MINUTES OF THE MEETING OF THE  
NOMINATING & GOVERNANCE COMMITTEE**

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**HELD ON MARCH 14, 2017**

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The meeting (the “Meeting”) of the Nominating & Governance Committee (the “Committee”) of Global Paint for Charity (“GPC”) was held telephonically at 11:30 a.m. EST on March 14, 2017. Messrs. Ted Williams, Tom Gregory, James Tompkins, and Cliff Stanford attended the Meeting, with Mr. Stanford serving as Secretary of the Meeting. Mr. Tomkins called the Meeting to order at 11:[●] a.m. EST.

**Board Composition Discussion**

The Committee discussed the composition of the Board of Directors of GPC (the “Board”) and its preferences for the specific characteristics and areas of expertise that should be represented on the Board. These preferences included diversity and expertise in marketing, logistics/distribution, and networking/fundraising. Given that various Committee members have relationships with individuals who might meet some of the aforementioned preferences, the Committee established a procedure to permit the Committee member with the closest tie to a potential candidate to make the introduction between GPC and such candidate. The Committee will invite the candidate to lunch at Alston & Bird LLP to exchange information and gauge potential interest in and fitness for serving as a director of the Board. All current directors shall be invited to these lunches, but the calendar date shall be set in accordance with the availability of Messrs. Stanford and Rony Delgarde and the Committee member making the introduction.

The Committee then reviewed previously-distributed background materials on Cheri Phyfer, Jon Bridges, and Vickie Irwin, whom Messrs. Williams and Tomkins had suggested as potential director candidates, and approved a duly made and seconded motion to extend lunch invitations to all three in accordance with the procedure outlined above.

There being no further business, the Board adjourned the Meeting at 11:50 a.m.

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Mr. Cliff Stanford  
Secretary of the Meeting