

SAN DIEGO OPERA ASSOCIATION

CHARTER OF THE NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

I. STATEMENT OF POLICY

The Nominating Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of the San Diego Opera Association (the “**Association**”) has the responsibility and authority to (i) identify and recommend to the Board individuals qualified to serve as officers of the Association; (ii) identify and recommend to the Board director nominees for each election of directors; (iii) develop and recommend to the Board criteria for selecting qualified director candidates and (iv) recommend to the Board committee member appointments and removals.

II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS

The Committee shall be appointed annually by the Board, upon the recommendation of the Nominating Committee, and shall be comprised of at least three (3) directors, a majority of whom must be determined by the Board to be “independent” under the Association’s Corporate Governance Guidelines.

Each member of the Committee shall serve until his or her successor is duly elected and qualified or until such member’s earlier resignation, removal or death. Any member of the Committee may be removed or replaced by the Board. Unless a chairman is elected by the full Board, the members of the Committee may designate a chairman by majority vote of the full Committee membership. The Chair shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting.

In fulfilling its responsibilities, the Committee shall, to the extent permitted by law, be entitled to establish and to delegate any or all of its responsibilities to one or more subcommittees of the Committee.

III. MEETINGS

The Committee shall meet as often as it deems necessary to fulfill its responsibilities hereunder and may meet with management or individual directors at such time as it deems appropriate to discuss any matters before the Committee. The Committee may request that any employee of the Association attend any of its meetings or meet with any Committee member. The Committee shall meet periodically in executive session without the presence of management.

Formal action to be taken by the Committee shall be by unanimous written consent or by the affirmative vote of a majority of the Committee members present (in person or by telephone conference call) at a meeting at which a quorum is present. A quorum shall consist of at least a majority of the members of the Committee. Any actions taken by the Committee during any period in which one or more of the members

fail for any reason to meet the membership requirements set forth above shall still constitute duly authorized actions of the Committee for all corporate purposes.

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITY

The Committee shall have the following authority and responsibilities, subject to such modification and additional authority as the Board may approve from time to time:

A. Nominating Authority and Responsibilities

1. Identify and recommend to the Board individuals to serve as officers of the Association.
2. Identify and recommend to the Board nominees for each election of directors.
3. Determine criteria for selecting new directors, including desired board skills and attributes, and identify individuals qualified to become directors, as needed.
4. Consider any nominations of director candidates validly made by the Association's members.
5. Identify and make recommendations to the Board concerning qualifications, appointments and removals of Board committee members.
6. Oversee succession planning for the Association's officers.

B. General Authority and Responsibilities

1. Regularly report to the Board on the Committee's activities, recommendations and conclusions.
2. Review and reassess the Charter's adequacy at least annually and recommend any proposed changes to the Board for approval.

Approved: May 23, 2011