

MACOORA Nominations Committee and Annual Election Policy  
Approved September 18, 2009

*Background: In June 2009, the MACOORA Board of Directors met and concluded that the composition and functions of the nominations committee and the procedures for conducting an annual election should be clearly delineated, with a comprehensive list of responsibilities for the former and a streamlined process for the later. The Board established a membership committee, comprising Board members and staff: Krauthamer, Yapalater, Titlow, and Kelly. Committee recommendations were presented, discussed, amended and voted on by the Board of Directors on September 18, 2009. Nominations committee and annual election policy containing the following recommendations was approved.*

*1) The nomination committee shall comprise 5 members, although the committee will stand with a minimum of three members. Two committee members (or forty percent of the committee) will comprise [non-Board] members of the regional association who represent stakeholders, users, and/or association members. Three committee members shall be from the Board of Directors. The Vice-Chair of the Executive Committee shall be the Chair of the committee. No members of the committee shall be eligible to run for a Board position in the year that they serve.*

*2 Approximately six months prior to the annual election [April/May], but no later than four months prior to the annual election [June or July, depending on the date of the annual election], the Vice-Chair of the Executive Committee shall appoint a nominations committee. The Vice Chair will consider that the nominating committee represents a number of different perspectives. At her/his discretion, the Vice Chair will select two Board Directors who are not intending to run for office in that year, based on their willingness to serve. Concomitantly, a call will be made to all MACOORA members who are not intending to run for office in that year to voice interest on being on the nominations committee. The committee chair, at her/his discretion, will select two members, based on their willingness to serve. At a minimum, the nominations committee will stand with a minimum of three members.*

*3) The primary duty of the committee is to lead the recruitment and vetting process for suitable members for the board. The nominations committee shall carefully vet candidates using selection criteria. A final ballot of screened candidates shall be presented to the Board for final approval no later than 6 weeks prior to the election date.*

*4) The election ballot will be conducted electronically, starting no earlier than 3 weeks prior to the election. An onsite ballot will be conducted at the annual meeting for members who did not vote electronically.*

*5) Board-appointed positions shall be made immediately following (but closely concurrent) to the election, so that the Board can ascertain the candidate who best completes and complements the Board.*

*6) The bylaws section on the election will be reviewed and amended to reconcile inconsistencies with this policy. In addition, bylaws changes will seek to remove language that the Board of Directors has an additional approval process after the election is conducted:*

*“Article IV, Section 3: Board Elections by Members. With the exception of (a) the maximum of three (3) additional director positions that may be named by the Board of Directors as set forth in Section 1 of this ARTICLE IV and (b) the five (5) directors filling the five sub-region specific*

*director positions, the directors shall be elected by the Members at the annual meeting (such Member-elected directors being hereinafter referred to as “at-large directors”). The at-large directors shall be elected by plurality vote with each Member being permitted to cast a total number of votes equal to the number of open at-large director positions, but a Member may cast no more than one vote for any one candidate. At the annual meeting, after all at-large director positions are filled, Members representing a sub-region with an open sub-region director position shall elect a director to fill that sub-region’s director position, subject to approval by majority vote of the other directors.”*

### Composition of the Nominating Committee

Boards establish a nominating committee to conduct searches for appropriate candidates and transition the new board members into their roles as directors. A comparison was made of small associations’ committee compositions (see Appendix 1).

1) The nominating committee shall comprise 5 members.

Due to some members’ concerns that there is a lack of transparency in the selection method, it is important that the nominations committee have representation from non-Board members. To that end:

2) Of the five committee members, two of the five shall come from outside of the Board of Directors. The forty percent of non-director committee members shall represent stakeholders, users and/or members.

3) As is common among professional societies, the Chair of the nominations committee shall be the Vice-Chair of the Executive Committee of the Board of Directors.

4) Due to obvious conflict-of-interest, no committee member may be on the slate for a Board position in the year that they serve on the committee.

### Appointing a Nominations Committee

Approximately six months prior to the annual election [April/May], but no later than four months prior to the annual election [June], the Vice-Chair or the Executive Committee shall appoint a nominations committee. The Vice Chair will consider that the nominating committee represents a number of different perspectives. At her/his discretion, the Vice Chair will select two Board Directors who are not intending to run for office in that year, based on their willingness to serve. Concomitantly, a call will be made to all MACOORA members who are not intending to run for office in that year to voice interest on being on the nominations committee. The committee chair, at her/his discretion, will select two members, based on their willingness to serve. At a minimum, the nominations committee will stand with a minimum of three members.

### Nominating Committee Duties and Responsibilities

The primary duty of the committee is to lead the recruitment process for suitable members for the board. The committee should:

1) Develop a list of selection criteria for each board position— Board position requisites and responsibilities. A sample compilation of selection criteria is in Appendix 2.

2) Analyze the composition of the standing board's members' skills and anticipated future needs of the board—skill set requirements of the candidate. As an example, the 2009-1020 Slate is in Appendix 3

3) Develop a pool of candidates generated from within the nominating committee and from solicitations from the membership. Due to conflict of interest, members of the nominating committee are ineligible for nomination to elected office

4) Screen suitable candidates according to the selection criteria and required skills set

5) Approach candidates and secure a commitment to be placed on the ballot

6) Recommend successful candidates to the Board of Directors. Ideally, there should be two candidates per position.

7) Seek Board approval via vote

Because the bylaws do not specify membership in the MACOORA association as a prerequisite for sitting on the board, the nominations committee shall accept non-member nominations.

### **Providing Information to Prospective Members**

When suitable candidates have been identified, the nominating committee shall initiate discussions with them to gauge their interest, provide answers to any questions or concerns, and secure a commitment of their willingness to be placed on the ballot.

For this reason, nominating committees often provide candidates with information about the board and the organization, including:

- the organization's bylaws, annual report, promotional brochures or newsletter
- a summary of the strategic plan, business plan, SWOT analysis or other organization descriptors
- board member job descriptions and a list of the board's duties. See Appendix 4 for a list of job description information

### **Election Process**

The election ballot shall be conducted electronically, starting no earlier than 3 weeks prior to the election. An onsite ballot will be conducted at the annual meeting for members who did not vote electronically. Care shall be taken to amend bylaws for consistency with the electronic ballot process.

### **Appointment Process**

According to the bylaws, "With the exception of (a) the maximum of three (3) additional director positions that may be named by the Board of Directors as set forth in Section 1 of this ARTICLE IV and (b) the five (5) directors filling the five sub-region specific director positions, the directors shall be elected by the Members at the annual meeting (such Member-elected directors being hereinafter referred to as "at-large directors")".



A list of potential appointed candidates shall be submitted directly to the Chair, Board of Directors. Immediately following the election, the Board shall appoint a Director, by majority vote.

However, in the case of a vacancy due to resignation or other factors, the Board has the option to appoint a Director at any time.

Appendix 1.

The following scenarios represent the composition of various small 501C3 organizations.					
<b>Nominating committee description</b>	This committee consists of five persons, and the immediate past President serves as the Chair	The Nominating Committee consists of five persons selected annually, including (1) a Chair and two members appointed by the Board of Directors, and (2) two additional members elected by the membership at large. Members of the Nominating Committee are ineligible for nomination to elected office by the Nominating Committee on which they are serving	The membership of this committee consists of one Board member, who chairs the committee, and non-Board members from four member states	The Nominating Committee is appointed by the Executive Board for a term of one year, running from one annual meeting to the next annual meeting. The committee consists of a chair and at least two other members, and shall represent different geographical regions	The Committee shall have a Chairman and a minimum of two (2) other directors, all of whom shall be appointed by the Board
<b># of members</b>	5	5	5	3	3

Appendix 2. Selection Criteria

1. Does the candidate truly have the time to devote to board?
2. Does the candidate understand the commitment and expectations of the position
3. Does the candidate's career experience correspond to the function and mission of the board?
4. What specific achievements in the candidate's professional experience (i.e., management of task forces, project development, policy development or implementation, curriculum development, teaching/instructional experience etc.) correspond to the function and mission of the board?
5. Is the candidate well-known and respected in their own region
6. What is the candidate's overall interest and enthusiasm in serving on the board
7. What is the candidate's team work skills
8. What is the candidate's ability to think for the future
9. What is the candidate's ability to support fundraising
10. What is the candidate's ability to influence others

Appendix 3. 2009-2010 Slate

POSITION	Nov. 2009- Nov. 2010	Nov. 2010- Nov. 2011	Nov 2011- Nov 2012	Nov 2012- Nov 2013	Nov 2013- Nov 2014
<b>At-Large</b>	Atkinson	Atkinson	OPEN: Need two candidates		
<b>At-Large</b>	Titlow	OPEN: Need two candidates			
<b>At-Large Chair</b>	Thoroughgood	Thoroughgood	OPEN: Need two candidates		
<b>At-Large</b>	OPEN: Need two candidates				
<b>At-Large</b>	OPEN: Need two candidates				
<b>At-Large</b>	Glenn	Glenn	OPEN: Need two candidates		
<b>At-Large</b>	Boicourt	Boicourt	OPEN: Need two candidates		
<b>Board- Appointed</b>	Yapalater	OPEN: three year appointment at the discretion of the Board. Yapalater eligible for re-appointment			
<b>Board- Appointed</b>	OPEN: two year appointment at the discretion of the Board		OPEN: three year appointment at the discretion of the Board		
<b>Board- Appointed</b>	Bruno	OPEN: three year appointment at the discretion of the Board. Bruno eligible for re-appointment			
Sub-Region Ma & RI Bays & Shelf	Brown	OPEN: Need two candidates			
Sub-Region Delaware Bay	Tudor	OPEN: Need two candidates			
Sub-Region New York Bight	OPEN: Need two candidates. one year only	OPEN: Need two candidates			
Sub-Region Chesapeake Bay	OPEN: Moser: incumbent Need additional candidate				
Sub-Region LI Sound	OPEN: Need two candidates				

Appendix 4.

JOB DESCRIPTIONS FOR THE BOARD OF DIRECTORS

- the position title, clearly stated;
- the authority granted to the position in relation to the type of board
- clearly defined responsibilities and expectations of the director
- details on how the director is elected or appointed, the length of the term, any opportunities for a second term, and the process for departure from the board
- an outline of the director's general duties
- an outline of the qualifications required for the position, including any specialized skills
- highlights of the expected benefits the member will gain from his or her position, such as development opportunities and personal and professional satisfaction; and
- an acknowledgement of the time commitments and any expected financial obligations.