



# Charter

## Nominations Committee

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### Type

Mandated standing committee per Co-op bylaws section 6.05.

### Accountability

The Nominations Committee serves under the general direction of the Co-op Board. The committee has no independent authority to direct the General Manager or any Co-op staff, or to commit any of the Co-op's resources.

### Purpose

Provide support to the Board to perpetuate a strong, stable, and well-informed Board, recruiting and educating prospective candidates for the Board and assisting in recruitment for Board committees.

### Specific Duties

1. Establish and maintain a recruiting plan to develop and attract strong candidates for the Board.
2. Establish and maintain a candidate recommendation procedure for Board approval that is open to all qualified members, ensures fair consideration of prospective candidates' skills and background, while practicing the values of diversity, inclusion and equity. Require a letter of interest from prospective candidates as part of the application process.
3. Establish and maintain an education program for prospective candidates. Program may include reading the Board Director job description and roles and responsibilities, reading our bylaws and attending two Board meetings.
4. Coordinate and conduct timely communications with members interested in being a Board director, including Board members up for re-election, to ensure deadlines are met and interested members receive feedback on committee decisions.
5. Recommend a slate of qualified candidates to the Board for the annual election of Board directors and provide a short introductory paragraph about each of the prospective candidates to the Board prior to the meeting at which the Board votes on nominations
6. Establish and maintain a procedure for recommending potential appointees to fill Board vacancies. This includes:
  - a. Contact any previously unelected or qualified but un-nominated candidates to ask if they are interested in appointment.
  - b. Outreach to all qualified members to solicit additional interested members if less than three prospects are available per 6.a.
  - c. Review the potential interested members, including conducting the committee's standard interview process and reviewing letter of interest, as well as resume or references if provided.
  - d. After identifying two or more interested and qualified candidates to fill a Board vacancy, present these names and their letter of interest (or a short introductory paragraph about each of the candidates), and resume or references, if available, to the Board and to the Board Administrator to arrange an opportunity for Board members to meet them prior to the Board meeting where they will be recommended by the committee for Board consideration and appointment.

### Chair

A Board Member appointed annually by the Co-op Board.

### **Committee Make-up**

The committee chair, an additional Board member, the Board Administrator, and any number of active members as determined by the committee chair. The Board Administrator shall serve as a nonvoting member on the committee to provide continuity, administrative support, and expertise in the Co-op's nominations policy. Committee members are selected through an interview process with the committee chair(s). Committee members may not be running in the upcoming election or applying to fill a board vacancy while serving on the Nominations Committee.

### **Meetings**

The committee will meet as often as deemed necessary for its functions.

### **Budget**

Included with the budget established for the Co-op Board.

### **Removal**

Non-directors serving on a committee of the Board of Directors shall conform to the standards of conduct applicable to Board members set forth in California Cooperative Law and the cooperative's governance policies, even though such persons are not members of the Board of Directors. Should any non-director committee member fail to conform to these requirements they may be removed from the committee by the executive committee of the Board of Directors following a 15 day notice to the committee member of the proposed removal, including an opportunity to be heard by the executive committee at least 5 days before the proposed removal becomes effective.