

STAR ISLAND CORPORATION COMMITTEE CHARGE

Committee Name: Nominating Committee

Role:

The Nominating Committee is charged with identifying leadership for the SIC. Specifically, the Committee should promote and enhance the flow and continuity of leadership on the SIC Board and on the Permanent Trust.

Responsibilities and Activities:

In order to further the Goals and Objectives of the Star Island Corporation's Strategic Plan, as adapted and amended from time to time, the Nominating Committee will:

- Identify qualified Shoalers to serve on the SIC Board of Directors and on the Permanent Trust.
- Work closely with the Membership Committee, the Committee on Appointments, the Board of Directors, Conference Leadership, the Chief Executive Officer, and others to achieve its goal of identifying leadership for the SIC.

In order to fulfill its role in promoting and enhancing continuity of leadership, the committee will define a process that includes:

- Ensuring consultation with the Board, Committee Chairs, especially Committee on Appointments and Membership Committee, conference leadership, Chief Executive Officer, Senior Staff, and others to gather suggestions for potential Board and Permanent Trust members for the current cycle and the future.

The Committee will:

- Evaluate its own functioning, by reviewing this committee charge on an annual basis.
- Form a Special Nominating Committee on an annual basis, comprised of the chair(s) of the Nominating Committee, the Clerk of the SIC, the Board representative from the ISA,UU and the SIUCC, and a member of the Board for the purpose of nominating a President and Vice President for the SIC Board.
- Maintain a spreadsheet of Shoalers who have been recommended for leadership positions.
- Identify, evaluate, and present nominees to the SIC Corporation for positions on the Permanent Trust.

In accordance with the Corporation bylaws (Article VI §4), the Nominating Committee shall:

- Identify, evaluate, and present nominees to the annual meeting for treasurer, clerk, and the board of directors, including those individuals eligible for re-nomination.
- Submit a report to the SIC Clerk together with a brief biographical sketch of each nominee not later than February 15 of the year. A copy of such report shall be sent to each SIC member with the notice of the Annual Meeting.

- Require that the chair/co-chairs (or a designated representative) be present at each SIC Annual Meeting to present nominations for Treasurer, Clerk, and Board Directors to the SIC and Trustees to the Star Island Permanent Trust.

In accordance with the Corporation bylaws (Article III §3(c)), the Nominating Committee shall convene a special committee to nominate Board members for the offices of President and Vice President of the SIC Board.

This special committee shall be chaired by the chair of the nominating committee, and composed of the presidents of the associated organizations, the clerk of the board and an additional member of the board so designated each year by the board prior to the annual meeting.

In the event that the Nominating Committee is co-chaired by 2 individuals, they will share 1 vote.

The special committee shall be convened at a time such that the Board can be advised of its nominees at least 15 days prior to the meeting at which the election for President or Vice President will take place.

Expectations of Members:

- Understand the committee’s responsibilities and activities and their relationship to the Star Island Corporation’s Strategic Plan.
- Attend meetings (in person and/or video conference).
- Participate in activities and tasks needed to fulfill the role of the committee.
- Be an Ambassador for the committee and its work.
- Review and honor the behavioral covenant for the Nominating Committee
- Develop knowledge of the essential characteristics and leadership skills potential candidates must possess;
- Develop knowledge of Shoalers across conferences so that diversification and representation issues are attended to as candidates are identified;
- Develop ability to interview prospective candidates to explain duties and terms of the Board, and to determine interest in serving.

Member Terms:

Members have three-year terms that may be renewed for one additional three-year term, unless otherwise approved by the Board. After being off the committee for one-year former members may be approved for a new term.

Committee Composition:

The composition of the committee is specified in the Corporation Bylaws. Article VI Section 4 specifies that:

- (a) The nominating committee shall consist of nine members of the corporation, at least a majority of whom shall be neither present members of the board of directors nor members of the board of directors within the past three years.
- (b) The board shall propose candidates for the nominating committee to be elected at each annual meeting of the corporation by the membership. Three members of the nominating committee shall be elected at each annual meeting for terms of three years. Members of the corporation can also nominate candidates for the nominating committee at the annual meeting.
- (c) In the event there are more nominees than are needed for the number of

vacant positions, those candidates receiving the highest number of votes at the annual meeting shall be deemed elected. No member shall serve for more than two consecutive terms as a member of the nominating committee. Vacant positions on the nominating committee may be filled by action of the board until the next annual meeting.

The Board may appoint a Board Liaison as a non-voting member and the CEO may appoint a Staff Liaison as a non-voting member. The committee chair(s) may also recommend advisors with specific experience or knowledge. Advisors are non-voting and must be approved by the Board.

Meeting and Reporting

The Committee will maintain documents sufficient to its functioning including the Nominating Process document, job descriptions (Board member, President of the Board, Vice President of the Board and member of the Permanent Trust), list of potential Board candidates, meeting minutes, and reports.

The nomination process will proceed as follows:

Summer: Identify vacancies and the members who are eligible for re nomination to the SIC Board and the Permanent Trust for the coming year.

Early Fall: Create a list of people to be interviewed by committee members. This list includes, but is not limited to, current Board members, the CEO, Committee Chairs, and members of the Permanent Trust. Develop interview questions to include in an electronic survey, conduct follow-up interviews as needed.

Mid- Fall: Compile information from surveys and follow-up interviews and select potential nominees. Contact these individuals to determine skills and interest in serving. Collect letters of interest from the nominees. For those individuals being considered for re-nomination to the Board and Trust, compile information from interviews to assess performance.

Late Fall: Select final candidates and contact them to let them know of their nomination. Contact those not selected to let them know they were not selected and to determine if they are interested in serving in the future.

By February 15: Send annual report with the nominations to the Clerk and to the SIC office for formal presentation and vote at the SIC Annual Meeting.

Special Provisions:

A chair/co-chairs will be nominated pursuant to the process approved by the board in February 2015, and approved by the corporation members at the annual meeting.¹ The chairperson's responsibilities include:

- Scheduling and conducting the meetings of the committee;
- Reviewing the SIC Board and Permanent Trust term information to generate a list of the committee's work for the year;
- Maintaining the documents of the Committee;
- Maintaining confidentiality of all information collected in the interview and selection process;
- Completing the report for the SIC Annual Meeting in accordance with the Corporation Bylaws;
- Scheduling and conducting the meetings of the Special Nominating Committee

Footnotes:

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That process states, “The corporation membership will appoint the Chair of the Nominating Committee, by a vote at the Annual Meeting. Said Chair will be brought forward by the Committee on Appointments after consultation with the Board President, the Board liaisons and the CEO.”
[provide Nominating Committee an opportunity to add their input and feedback in their own leadership- Nom Comm voted on 12.7.22 to propose this addition]

Nominating Committee sent suggested changes via current chair to BOD President, most recently on 2.24. 23 for BOD to consider. – KVL 2.27.23 updated to track changes - PAC accepted all changes as written as voted by the board on 3/4/23 and confirmed by KB on 8/9/23

Board Approval date:

Committee Review Date: 12/13/23