

## **NOMINATING COMMITTEE CHARTER, POLICIES & PROCEDURES**

### **FOR EDUCATIONAL AND INSTITUTIONAL COOPERATIVE SERVICES, INC.**

#### **I. PURPOSE**

The purpose of the Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of E&I Cooperative Services, Inc. (the ‘Cooperative’) is to identify qualified candidates to fill open Board positions who have the needed expertise, background, affiliations, leadership skills and geographic representation as identified by the Board.

#### **II. OPEN BOARD POSITIONS**

There are five (5) types of open Board positions that may require the need for a Nominating Committee, as follows:

1. Position held by an existing director on the Board whose three (3) year term is expiring at the next annual meeting but is still eligible to stand for reelection as they have not completed their third – 3 Year term (**“Incumbent Director”**)
2. Position held by an existing director appointed by the Board to fill a vacant position whose term is expiring. (**“Appointed Director”**)
3. Position held by an existing director on the Board who will be completing their third 3-Year term at the next annual meeting and cannot stand for reelection per the Policy Statement (**“Expiring Director”**)
4. Position held by an existing director on the Board who is or will be retired prior to the expiration of their term, or has chosen not to run for reelection, or was not affirmed by the Board (**“Retiring Director”**)
5. The Board has elected to add a new board position in accordance with the Bylaws and Policy Statement (**“New Director”**)

#### **III. INCUMBENT and APPOINTED DIRECTORS**

At least twelve (12) months before the next annual meeting, the Secretary or their designee shall submit to the Board, the names of those directors whose terms will expire at the next annual meeting and whether they may stand for reelection according to the Policy Statement on term limitations. No later than 30 days after notification from the Secretary or their designee, if there are Incumbent and/or Appointed Directors, the Chair of the Board, shall discuss with those members of the Board whose terms will not expire (“non-expiring Board”) at the next annual meeting if the Incumbent and/or Appointed Directors should be permitted to stand for reelection at the next annual meeting. The Chair of the Board shall direct the non-expiring directors to vote on each Incumbent and Appointed Director. A two-thirds affirmative vote of the non-expiring Board is required to permit an Incumbent Director to stand for reelection and the Appointed Director’s name to be submitted to the Committee for their consideration.

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If the Board affirms an Incumbent Director standing for reelection, the Chair of the Board shall contact the Incumbent Director to confirm their desire to stand for reelection. If all the Incumbent Directors agree to stand for reelection and there are **no other open** director positions to be filled, the Chair of the Board will:

- Notify the Board that all the Incumbent Directors have agreed to stand for reelection and having no open positions to fill that a Nominating Committee will not be formed for that year.
- Notify the Secretary no later than seventy-five (75) days prior to the Annual Stockholders Meeting for preparation of the ballots.

If the Board affirms an Appointed Director standing for reelection, the Chair of the Board shall contact the Appointed Director to confirm their desire to stand for reelection. If the Appointed Director agrees to stand for reelection, the Chair of the Board will submit their name to the Committee for the Committee's consideration.

In the event, an Incumbent Director and/or Appointed Director is not affirmed by the Board or elects not to stand for reelection, the Incumbent and/or Appointed Director's position will be treated as a Retiring Director.

#### **IV. EXPIRING, RETIRING and NEW DIRECTOR POSITIONS**

If there are any Expiring, Retiring or New Director Positions to be filled at the next annual meeting, the Chair of the Board will create a Nominating Committee for that year to identify qualified candidates.

#### **V. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of five members as follows:

- One current Board director, selected by the Chair of the Board from among the members of the Board, shall serve as the current year chairperson.
- The prior year Committee chairperson, if available. If not available, the Chair of the Board shall select another current Board director from among the members of the Board. with the intent that this person would serve as Chairperson the following year. Three members from member institutions appointed by the Chair of the Board.
- The members appointed to the Committee should be representative of the membership. As an example, members should be from small, medium, large, public, private, etc. institutions.

The above members shall be appointed at least eight (8) months before the next annual meeting, and shall serve for a period of one year. No Committee members shall serve more than three (3) successive terms.

#### **VI. BOARD and STAFF RESPONSIBILITIES**

At least ten (10) months before the next annual meeting, the Board of Directors shall document the desired characteristics of the Board's makeup (e.g., professional expertise, geographic representation, school size, school type, etc.), the then-existing characteristics, and a statement of the characteristics needed to address any resulting gaps.

At least nine (9) months before the next annual meeting, the Executive Committee shall provide the Committee Chairperson with a list of the open positions and related key criteria in rank order for each open position. The Executive Committee may also provide the Committee with a list of potential candidates for the Committee's consideration. Regarding each potential candidate, the Executive Committee shall provide the Committee with documentation about each candidate's background, qualifications, expertise, etc. The documentation should also include the Executive Committee's rationale for putting the candidate's name forward.

At least nine (9) months before the next annual meeting, E&I staff will communicate to E&I's membership via available communication channels such as, but not limited to, E-blasts, website, and social media the following:

- Criteria for the selection of the members named to the Committee.
- The names and institutions represented by the members of the Committee.
- Number of open Board positions and the attributes, qualifications, other criteria for each open board position and application form and process.

The above information shall also be communicated during E&I's Annual Stockholders' Meeting.

At least nine (9) months before the next annual meeting, E&I staff shall also notify associations who are not members of E&I and E&I business partners of open Board positions, required qualifications and attributes and application form and process.

During E&I's annual Stockholders Meeting, the Teller of Ballots shall include in their report to the stockholders:

- Criteria for selection of the members of the Nominating Committee.
- The members of the Nominating Committee and the institution they represent.
- Criteria for each open Board position.
- That all members of E&I were informed of the open Board positions, the qualifications, and attributes for each position and how they could apply for the open position.
- The candidate for each position and the number of votes received.

## **VII. COMMITTEE RESPONSIBILITIES**

1. It is the responsibility of the Committee to evaluate candidates for the open positions and present a slate of qualified, acceptable candidates to the Executive Committee who will then review and obtain approval by two-thirds affirmative vote from the non-expiring Board for submission to the membership for a vote. The Committee will consider those individuals recommended by the Executive Committee, suggestions from the membership and the Committee's knowledge of possible candidates.
2. The Committee will conduct its business via meetings, conference calls, email and such other means as deemed necessary by the Chairperson.
3. Committee members are to treat as confidential all specific discussions related to potential and final nominees.

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4. Copies of all Committee minutes and correspondence with potential and final nominees are to be forwarded to the Secretary for retention in the national office. All such documents and communications shall be treated as confidential.

#### **VIII. COMMITTEE CHAIRPERSON RESPONSIBILITIES**

1. Review the policies and procedures of the Nominating Committee with the committee members to ensure that all activities of the Committee are in compliance.
2. Work with the staff to develop a calendar of events for the submission of a final slate to the Board for their approval.
3. Preside at all Nominating Committee meetings ensuring that the nomination process follows the policies and procedures.
4. Present the final slate of nominees to the Executive Committee.
5. Notify the nominees of their selection.

#### **IX. COMMITTEE MEMBER RESPONSIBILITIES**

1. Review the Nominating Committee Charter to ensure compliance with the policies and procedures.
2. Participate in the Nominating Committee meetings and conference calls.

#### **X. NOMINATING PROCEDURES**

The Committee will consider recommendations for nominees submitted by the Executive Committee, management of the Cooperative, the membership and the Committee's knowledge of potential candidates. Any member of the Committee whose name may be put forward for nomination, and who wishes to be so considered, must then resign from the Committee. The Committee Chairperson will then determine if the now open Committee position should be filled. If so, the Chairperson shall request the Chair of the Board to appoint a replacement.

As to each recommended candidate the Committee believes merits consideration, the Committee will:

1. Cause the Secretary or their designee to collect information regarding their leadership qualities, past accomplishments, support of cooperative purchasing and related qualifications, as well as a summary of their institution's purchases through the Cooperative's contracts for the past five (5) years.
2. Determine if the candidate possesses the specific qualities and skills that the Board has outlined for this open director's position.
3. Review and discuss each candidate's qualifications for the open position(s).
4. In its discretion, the Committee may, in whole or in part, interview any proposed candidate.
5. Meet through conference call or similar means to list the candidates in hierarchical order. For those vacancies that require specific expertise, the Committee should list the candidates qualified for that vacancy in hierarchical order.

The Committee shall submit its recommendations to the Executive Committee for review and approval. Should the Executive Committee have reservations regarding

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any of the potential candidates or their rankings, the Chair of the Board and the Committee Chairperson shall meet to discuss and resolve the differences. The final decision shall rest with the Board.

Once the candidates and their rankings have been approved by the Board during E&I's Fall Board of Directors meeting, the Chairperson shall then make personal contact with the highest-ranking candidate to affirm their interest in their nomination. Should the highest-ranking candidate decline the nomination, the Chairperson will then contact the next highest-ranking candidate on the list and continue through the list until a candidate is found who accepts the nomination.

## **XI. VOTING PROCESS**

Upon acceptance by the individual(s) selected, the completed slate of candidates shall be submitted to the Secretary no later than seventy-five (75) days prior to the Annual Stockholders Meeting for preparation of the ballots. The ballots, together with the notice of the Annual Stockholders' Meeting and a brief professional biography of each nominee, shall be sent by mail or electronic transmission, as described in the Bylaws of the Cooperative, to all voting member institutions not less than ten (10) days nor more than forty (40) days prior to the Annual Stockholders Meeting. The member of record of each voting member institution will be asked to ratify the Directors on the ballot. Unless the Board determines otherwise, the policy is to provide one name for each open position and to provide the voting members with the option to submit write-in names of their choice in lieu of each of the names on the ballot. For clarity, if there are three open positions, voting members will have the option to submit up to three write-in names in lieu of the listed candidates.

The election of directors is based on plurality. For clarity, if there are three open positions, the three candidates, inclusive of any write in candidates, who receive the most affirmative votes are elected.

The ballots will be sent by the voting member institutions to the Teller of Ballots appointed by the President & CEO when the Nominating Committee is selected. The Teller of Ballots shall be a representative of a voting member institution or contract patron of the Cooperative, who is not a Director of the Board, located in the geographic area of the Annual Stockholders' Meeting. The Teller shall count the ballots and turn the tabulated ballots over to the Secretary for verification and shall certify the results of the count to the Secretary.