

## **Board of Directors Nominations & Elections Policy**

### **I. PURPOSE**

This policy establishes the nominations and elections procedures and criteria for the PARMA Board of Directors. The number of Directors and terms of office are stated in the bylaws. This policy supersedes previous nominations and elections procedures.

### **II. NOMINATIONS PROCEDURE FOR ELECTION OF DIRECTORS**

The following shall be the exclusive procedure by which candidates for Director are nominated. Nominations from the floor are not permitted.

#### **NOMINATION COMMITTEE APPOINTMENT**

The President, with the approval of the Board of Directors, will appoint a Nomination Committee each year. The Committee will be chaired by the Immediate Past President, unless not available. If not available, the President may appoint either a Past President or a prior Board Director, with the appointee being an individual who is familiar with the current strategic direction of the Board. The Nomination Committee may consist of Past Presidents or former PARMA Directors. The minimum number of committee members will be two (2) with a maximum of three (3).

PARMA has established minimum criteria for nominee eligibility that is defined in policy titled, *Eligibility to Serve as Board Director*.

#### **NOMINATION CRITERIA**

The following, non-exclusive, factors will be considered by the Nomination Committee in determining the qualifications of the candidates:

- length of employment in the risk management field;
- candidate's statement of goals and objectives as a PARMA director (supporting PARMA's goals and objectives);
- ability to devote necessary time and energy to duties of a Director; and,
- employer's support of candidate's time dedicated to PARMA activities.

#### **NOMINATION NOTICES & ELECTION TIMELINE**

- Nominations Notices – By November 1 of each year, a notice, which shall be sent to all Public Entity members of PARMA in a manner deemed acceptable by the Board of

Directors. The notice shall state the number of director positions eligible for election, the number of incumbents seeking reelection, include an Application for Nomination, and instructions specifying the date and place for filing applications.

- By November 1 of each year, all Public Entity primary contacts on record will be sent a request to reconfirm the primary contact for voting purposes. The deadline for a response will be no later than by close of business December 15.
- Qualifying Nominations - An authorized representative of a Public Entity Member may nominate himself or herself or any other qualified member. Any applicant who is nominated by another member, that member must first obtain the applicant's consent.
- Nomination Deadline - All Applications for Nomination must be received no later than by close of business December 1.

#### NOMINATING COMMITTEE AUTHORITY

1. The Nominating Committee's mission is to review submitted application and/or to solicit qualified candidates for the Board of Directors. Once candidates have been identified, the committee shall work to ensure the candidates fill out and submit the appropriate forms prior to the deadline.
2. The Committee will review all nomination submissions and interview candidates, as necessary, to determine whether each candidate is eligible and meets the qualifications stated in the Eligibility to Serve as Board Director policy.
3. The Committee will determine the final slate of nominees to be recommended to the Board of Directors in a final report. The report will also include a list of candidates that have been deferred (if any).
4. The Committee can take one of the following actions: recommend the candidate, decline to recommend the candidate, or defer the candidate. Upon deferral of a candidate, it is the responsibility of the Committee to recommend leadership progression to the nominee.
5. Following the Board of Directors' review of the Nominating Committee report, the Committee will notify each candidate of the results.

#### III. NOMINATING COMMITTEE REPORT

The Nomination Committee will review the qualifications of the applicants and forward a written report to the Board of Directors containing the list of qualified candidates and all other actions taken.

Upon receipt of the Nomination Committee's report, the President shall distribute it to the Board of Directors. (Current Board members who are seeking re-appointment shall not receive this report and shall not participate in any discussion regarding the selection of Directors. All Board members who are not under consideration for reappointment shall meet (in person, by telephone conference or other means that will permit the members to converse with one another) before the end of January to discuss the recommendation of the Nomination Committee. The participating Board members shall have the right to obtain and consider other relevant information as to the qualifications of the candidates.

The Board of Directors will determine the final slate of candidates.

#### IV. ELECTION OF DIRECTORS

If there is a contest, an election will occur.

- a) Ballots Distribution – Ballots, including the Nominating Committee's report, will be e-mailed to all eligible voting members by January 1.
- b) Deadline – The Nominating Committee Chair must receive completed ballots no later than January 15. All completed ballots, upon receipt by PARMA, shall be considered confidential and not subject to inspection, except in compliance with a valid court order.
- c) Tabulation of Ballots - The Nominating Committee shall certify the ballot tabulation conducted by staff to confirm that the candidates with the most votes fill the vacancies. In the event of a tie vote that affects the election; those candidates involved in the tie shall be drawn by lot to fill a vacancy.

#### V. UNCONTESTED; SELECTION OF DIRECTORS

If there are fewer or equal number of qualified applicants there is no contest; therefore, no balloting will take place. In this case the Board of Directors may appoint a qualified Public Entity or Life Member to the vacant positions.

After discussing all available, relevant information, the Board members shall appoint the candidates they find to be most qualified to serve as Directors for the following two years.

#### VI. RESULTS

The names of the newly appointed/elected Directors will be announced at the PARMA Annual Meeting. The term will begin at the conclusion of the Annual Meeting.