

BLUE RIDGE ELECTRIC MEMBERSHIP CORPORATION

Policy Statement Number: **6-14B**

SUBJECT: Nominating Committee

I. OBJECTIVES

To establish guidelines and procedures for the Nominating Committee to follow in carrying out its responsibilities related to the nomination of a slate of candidates for the office of Director to be voted on by the Cooperative's membership.

II. POLICY CONTENT

The Board of Directors has adopted the following policy relating to responsibilities and function of the Nominating Committee (see Bylaws Section 3.06).

- A. Appointment: The Board of Directors will appoint, at the October Board meeting, a Nominating Committee. Nominating Committee members cannot serve on the Credentials and Election Committee for the same annual election cycle.
- B. Representation: The Committee is to consist of not less than seven (7) and not more than eleven (11) natural persons who are members of the Cooperative. The members cannot be existing Cooperative employees, agents, Officers, Directors, close relatives, or known candidates to become Directors. Members when appointed will reflect the representation of the Cooperative's Directorate Districts in proportion to the number of Directors who reside in each district, two (2) natural persons who are members per district plus one additional member representing the membership and may be a resident of any of the Directorate Districts. Once the Committee is appointed, representation by district will be accommodated from the alternates appointed, if possible, but is not required.
- C. Meetings: Members of the Nominating Committee will participate in two sessions as part of the nomination process. The first session will be held in February, attended by members and alternates, and facilitated by the Cooperative's General Counsel to review and discuss Board candidate qualifications and Committee responsibilities. The second session will include conducting the nomination process, selecting a Committee chair and presenting candidates to the Board of Directors in March. A staff resource person, Director resource person, and General Counsel for the Cooperative will meet with this Committee to assist them in carrying out their responsibilities. The staff resource person will assist the Committee in obtaining the necessary information on all candidates wishing to be considered via the Nominating Committee process including the initial vetting against the minimum qualifications in the Bylaws. The staff resource person shall attend the first session and not the second session unless needed as directed by the Committee. The Director resource person will be available during the first session referenced above to answer any questions presented by members of the Committee. The Director resource person will also be available for the second session, if necessary. The Cooperative's General Counsel will be available during all sessions to provide legal advice to the Committee. The Committee shall follow *Robert's Rules of Order, Revised* in selecting candidates to be nominated for election to the Blue Ridge Electric Board of Directors. The Cooperative's General Counsel shall remain in the meeting during the nominating process, unless excused by a majority vote of the Committee. The Committee chair will see that a written report is provided to the Board of Directors at the March meeting through the Cooperative's General Counsel.
- D. Responsibilities: The Nominating Committee is responsible for determining candidate qualifications in accordance with the Bylaws and Board Policy and in consideration of the Cooperative's diversity strategy for each candidate considered by the Nominating Committee. The Committee shall annually nominate one or more nominees for each Directorate District as it deems desirable. Nominees shall reside in the district for which they are nominated. The Committee will prepare and post at the corporate

and district offices of the Cooperative at least thirty days prior to the Annual Meeting a list of the nominations for Directors to be elected.

E. Nominating Committee Selection:

The Nominating Committee shall be selected by those Directors who are not up for reelection.

Members of the Nominating Committee shall be selected as follows:

Membership Identification	Number
MAC Chairman or Vice Chairman or Designee	4
Community Leaders Council or Other Member	4
Additional Member from any district	1
Two Alternates by District	8
Total Selected to Participate in the Nominations Process	17

Either the current MAC Chairman or Vice Chairman may be selected to serve and will rotate on an annual basis. If neither are available to serve, the board may appoint another member.

Members of the CLC who are also members of the Cooperative, additional members and alternates shall be selected through this process.

Appointed members to the Nominating Committee who later choose to run for the Board of Directors shall immediately withdraw from the Committee before timely submitting a Candidate Application Form for consideration.

The selection process will consider the following criteria when identifying Nominating Committee members:

- 1) A member whose primary residence (as defined in section 3.02 of the Bylaws) is the service address where electric service is provided by the Cooperative.
- 2) A member who has experience serving in some capacity for the Cooperative.
- 3) A member who can devote the time to understanding the responsibilities of the Board.
- 4) A member who fully understands the role of a Nominating Committee member, the Committee's purpose and the importance of its decisions.
- 5) A member who has not been up for delinquency disconnect in the previous twelve (12) months.

F. Nominating Committee Member Terms: Committee members shall not serve more than two consecutive terms on the Nominating Committee. The schedule for serving on the Committee shall be staggered to ensure some continuity from one year to the next.

G. Chairperson Responsibilities: The Nominating Committee shall elect a chairperson and vice chairperson at the first meeting of the Committee. The chairperson shall not serve a term for more than one year and the position shall be rotated through each of the Directorate Districts if possible. The chairperson shall notify the Board of Directors at the March Board meeting of the Director Candidates nominated by the Committee and shall ensure that any candidate considered but not nominated is officially notified of the outcome. The chairperson may designate the Senior Vice President and Chief Administrative Officer or other designee to communicate with such candidates.

H. Reimbursement for Expenses: Compensation (mileage and per diem) will be paid for attendance at the Committee meeting as defined in Board Policy 6-2B.

III. RESPONSIBILITY

A. The Board of Directors of the Cooperative is responsible for the administration of this policy and for changes in this policy to meet current conditions.

- B. The Chief Executive Officer is responsible to administer the portion of this policy relating to staff involvement and assistance to the committee.
- C. The Senior Vice President and Chief Administrative Officer is responsible for the coordination of the Nominating Committee selection, communication and review process.

APPLICATION OF POLICY

Blue Ridge Electric Membership Corporation reserves the right, in its sole discretion, to interpret, deviate from, amend, modify, reduce or eliminate all or any aspect of this policy at any time.

This policy will be modified as necessary, to comply with applicable federal, state and/or local laws.

Date Adopted: September 28, 2000

Dates Revised: 10/01, 9/07, 9/08, 10/09, 9/10, 9/11, 9/14, 9/15