



# Nominating Committee Charter

*Approved by the AORE Board of Directors MM.DD.YYYY*

*This charter may be reviewed annually*

**Rationale:** Creating a committee to provide additional involvement of the AORE membership in the creation of a slate of candidates for the Board of Directors.

**Purpose:** The Nominating Committee is an advisory committee to the AORE Board of Directors and shall recruit candidates for the board of director elections, create a slate of candidates for the association membership to vote on, and report to the membership a summary of the candidate' skills and abilities.

In fulfilling its responsibilities, the Committee will take the following considerations into account:

- A. AORE is a grassroots membership organization that is committed to providing its members with a meaningful opportunity to participate in the governance of the Association.
- B. AORE is a Colorado corporation with its principal place of business in Michigan. The Association should strive for compliance with the laws of both states.
- C. AORE is a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code, and is required to comply with certain requirements in order to maintain its tax-exempt status.

**Annual Projects:** The work of this committee is recurring on an annual basis. Each year, the committee will review the needs of the board to inform the recruitment work that is performed. The committee will also provide application demographics to the membership as a reporting function.

**Authority:** The Nominating Committee has the authority to provide advice and assistance to the AORE Board on implementation of AORE policies that fall within the jurisdiction of the Committee, subject to the following limitations:

- A. The Executive Director is solely responsible for managing the AORE staff. Nominating Committee members will route staff requests through the Executive Director.
- B. Major policy decisions will be made by the AORE Board of Directors.
- C. The Committee may not spend money in excess of its approved budget without the approval of the Board of Directors. Expenditures of funds within the Committee's approved budget must be coordinated with the AORE Executive Director.

In no case may the Committee engage in activities which affect or jeopardize AORE's tax-exempt status.

**Membership:** In accordance with Article VIII of the AORE Bylaws, Committee membership is open to all AORE members in good standing. The committee shall be composed of 5-8 members that are representative of the association and should aim to have at least one member from the following categories: professional, aspiring professional, and vendor. The Vice Chair of the Board of Directors will provide leadership in conjunction with a co-chair elected by the Nominating Committee.

## **Committee Meeting (Virtual Calls):**

Held every month with committee chairs These are to be held by the chairs with their committee members a minimum of once per month until the slate of candidates is generated for the election. Meetings may be held more frequently on a schedule determined by members of the Committee, if dictated by the urgency of the issues within the jurisdiction of the Committee. National Office staff are not required or expected to participate on these calls.

- The purpose of these calls is for the co-chairs to follow up on progress of each members work.
- These calls also provide an opportunity to identify any roadblocks or challenges the committee may have.
- The chairs on these calls should create the agenda, take minutes and post them to Basecamp following each committee meeting.

**Decisions:** Committee decisions will be made in a manner set by the Committee that ensures that members of the Committee have an adequate opportunity to express their views and participate in the decision.

### **Documentation Requirements**

- A. Agendas: The Committee Chair, or designee, shall prepare and distribute a meeting agenda to members of the Committee a reasonable period in advance of Committee meetings. A copy of the meeting agenda will be provided to the AORE Executive Director and AORE Board of Directors.
- B. Minutes: The Committee shall keep minutes for all meetings and submit them to the AORE Executive Director and AORE Board of Directors within a reasonable time after each meeting.
- C. Annual Reports: The Committee shall prepare and submit an Annual Report of the Committee to the AORE Executive Director and AORE Board of Directors. The Annual Report shall contain an annual performance evaluation of the Committee. The performance evaluation shall also include a review of the adequacy of this charter and shall recommend any revisions the Committee deems necessary or desirable.
- D. Recordkeeping: The Committee must submit copies of all reports and records to AORE for safekeeping. All program reports and records are subject to review at any time by the Board and Executive Director of AORE.

# Proposed Committee Procedures and Operations

## Selection of Committee Members

### Proposed procedures for establishment of the initial Nominating Committee

An online application to participate on the Nominating Committee will be broadcasted to association members. The Vice Chair of the BOD will convene all interested members to address the needs of the committee. The group will collectively identify any missing representation and solicit additional interest if needed. The committee should be composed of 5-8 members that are representative of the association. Every effort will be made to have at least one member from each of the following categories: professional, aspiring professional, and vendor. Together, the group will self-select its final committee members. The Vice Chair of the Board will serve as the co-chair of the committee. During the first meeting of the Nominating Committee, members will elect a co-chair to work alongside the Vice Chair of the AORE Board of Directors to guide the work that will be completed throughout the year.

### Proposed succession plan for the Nominating Committee

In subsequent years, the Nominating Committee will recruit candidates and review applications for the continued succession of the committee. Selection of a new Nominating Committee will be completed prior to January 1st of each year. During the first meeting of the new Nominating Committee each year, members will elect a co-chair to work alongside the Vice Chair of the AORE Board of Directors to guide the work of the group.

## Duties

It is the responsibility of the committee to utilize their collective network reach to gauge interest and recruit candidates for the next round of board elections. Based on the needs of the board, the committee should regularly meet to discuss strategy and potential avenues for recruitment.

- Operating procedures will be established by the Nominating committee its first year. Additional guidelines and procedures may be created and/or edited as needed by the committee in subsequent years.
- An annual election cycle timeline and calendar will be developed by the board from which the committee will determine dates of meetings, set deadlines, and adhere accordingly.
- It is an expectation that this committee is well versed and has a basic understanding of the governance structure of the association. To accomplish this, the committee may utilize web conferencing, self-directed readings, and other methods to bolster their understanding of governance as it relates to the board and the association. Other elements to consider include association best practices, board culture, and industry trends.
- This committee may use web conferencing to conduct interest/educational sessions for prospective candidates.

## Developing a Slate of Candidates

- During the recruitment process, the committee will utilize web conferencing or other means to conduct informal interviews of each interested candidate. The structured interview should focus on identified competencies and needs of the board for the upcoming year.
- According to the election calendar and timeline, the committee will draft the slate of candidates that have committed to running for a board position. The slate will be made up of those individuals that meet minimum requirements and qualifications as specified in the AORE bylaws.

- Based on the candidate application packets and interviews, the committee will endorse certain candidates that best exemplify the current needs of a board position. These individuals will be recommended to the association for consideration when the voting window opens.

### **Presenting a Slate of Candidates**

The Nominating Committee will present a slate of endorsed candidates to the membership. The slate of endorsed candidates will be accompanied by a report from the Nominating Committee. The report should minimally include the following:

- Number of individuals who have expressed interest in serving (now and in the future, a pipeline of candidates).
- Number of applications submitted. Demographics, and notable statistics about the pool.
- Competencies, experience, and skills the Nominating Committee is seeking to fill on the board.
- Summary of endorsed candidates, including how they will best fill current board needs and fit into future succession planning.

### **Ballot**

All candidates who meet the minimum qualifications for board service will be on the ballot. Candidates endorsed by the Nominating Committee will have a visible designation.