

WHITEWATER VALLEY RURAL ELECTRIC MEMBERSHIP CORPORATION

DIRECTOR CANDIDATE INFORMATION SHEET

Qualifications for a Director of Whitewater Valley REMC are documented in Article IV Section 3 of the corporate bylaws. All candidates for a director's position **must** meet these qualifications. **Please review these in detail.**

Section 3 Qualifications of Directors

- a) No person shall be eligible to become or remain a Director of the Cooperative who does not receive the cooperative's electrical service at his/her primary residence, have the account(s) in the Director's or candidate's name and is in good standing with the Cooperative.
- b) No person shall be eligible to become or remain a Director of the Cooperative who is an immediate family member of a seated or incumbent director, or who fails to meet the criteria outlined in the Cooperative's Ethics; Code of Conduct; or Anti-Nepotism policies.
- c) No employee of the Cooperative, or any person who is a relative of an employee (as defined in the Cooperative's Anti-Nepotism Policy) shall be eligible to be nominated as, or elected to be a director while such employment exists, or within three (3) years following the termination of such employment.
- d) A member, to be eligible to be elected as a director of the cooperative, shall: be a natural person; have the legal capacity and competency to enter binding contracts; have a minimum of a high school diploma (or equivalent); be fluent in the English language; have no criminal convictions excepting misdemeanor traffic offenses; and have never filed bankruptcy proceeding that resulted in any financial loss to the Cooperative.
- e) No person shall be eligible to become or remain a director or hold any other position of trust in the Cooperative, who is in any way employed by or financially interested in a competing enterprise, or business selling electric energy or services to the members which can be construed as directly competing with the Cooperative.
- f) Upon confirmation that a nominee for Director lacks eligibility under this Section or as may be provided elsewhere in these bylaws, it shall be the duty of the official presiding over the election at the meeting at which such nominee would otherwise be voted upon to disqualify such nominee.
- g) Upon establishing that any person being considered for, already holding a directorship or other position of trust with the Cooperative lacks eligibility under this section, it shall be the duty of the Board to withhold such position from such person or cause him/her to be removed, as the case may be.
- h) Nothing contained in this section shall, or shall be construed to, affect in any manner whatsoever the validity of any action taken at any meeting of the Board, unless such action is taken with respect to a matter which is affected by the provisions of this Section and in which one or more directors shall have an undisclosed interest adverse to that of the Cooperative.

There are many other questions that potential candidates have regarding running for a REMC board position. Although the information below may not answer every question, we hope it will provide support as you make your decision for candidacy.

Time Requirements – While each individual is different, the amount of time required to perform the duties of a REMC Director must be considered. On average, a director will spend from 20-35 hrs. /month for Board business. This includes board meeting preparation, board meetings [min. 1/mo.], travel time, E-mail review, phone calls, and literature update. In addition, the Directors also attend various state and national meetings ranging from 1- 5 days in length. While attendance is not mandatory at every meeting, the Board expects each member to at least attend these on a rotating basis in order to be familiar with issues affecting our cooperative.

Director Training - New Directors are expected to complete their Certified Credential Director's [CCD] training program within their first three-year term on the Board. Subsequent Advanced training classes are encouraged in future years as the Director has time in order to maintain current information on the issues affecting the cooperative. All program fees are paid by the cooperative as well as travel, and per diem cost. Director training courses usually require 2-5 consecutive days to complete.

Reporting Requirements - Each Director is required to provide the co-op a time sheet on a monthly basis accounting for the time spent on the cooperative's business. These reports are summarized and reported to the IRS on Form 990 to support and document the amount of time spent on cooperative business. This is required from all non-profit and cooperative organizations nation-wide.

Anti-Nepotism Policy – The co-op has a well-defined **Anti-Nepotism Policy** that applies to Directors as well as employees. This is a sound business practice that prevents awkward situations for the board and/or management. A copy will be made available if requested.

Communication – Communication in the current world is fast and instantaneous in most cases. Besides the REMC, this affects the Director's role as well. Therefore, it is important that every Director use or have access to a computer for e-mail and other communications. Substitutes such as BlackBerrys, I-phones or other devices are certainly acceptable to use as well.

Indemnification – The Board has an insurance policy paid for by the co-op that indemnifies the board as a group and individually for actions taken by the Board that may result in legal action.

Fiduciary Responsibility and Confidentiality – Each board member has a fiduciary responsibility that their actions are in the best interest of the cooperative and its membership as a whole and not directed for personal gain or exemption. In addition, all information provided the Directors within or outside of the Board room must be treated as confidential unless decided by the Board that the directors are a part of the communication process.

Compensation – Each board member is compensated for the time devoted to the REMC in their role as Director. The Board reviews this policy annually and sets the compensation to be paid. For current information regarding this, please contact the CEO of the cooperative. Directors are provided IRS form 1099 annually for tax reporting purposes.

Have you ever had a criminal conviction that has not been expunged, excepting misdemeanor traffic offenses? YES _____ NO _____

Have you, or any entity in which you have held a controlling interest, ever filed a Bankruptcy petition that resulted in a loss to this REMC? YES _____ NO _____

In addition to the questions above do you meet ALL the Qualifications of a Director as stated in Article IV, Section 3 of the Cooperative's Bylaws? YES _____ NO _____

If NO on any part of Section 3, please document: _____

Please describe why you are interested in being considered as a candidate for the Board of Directors of WWV REMC:

What experience do you possess that you feel will help you to fulfill the duties as a member of the Board?

Do you have any experience on other boards or committees such as school boards, hospitals, churches, etc., that you think should be considered in your qualifications? If so, please list.

	<u>Organization</u>	<u>Years Served</u>	<u>Still Serving?</u>	<u>Your Capacity</u>
1.	_____	_____	Y N	_____
2.	_____	_____	Y N	_____
3.	_____	_____	Y N	_____
4.	_____	_____	Y N	_____

Board information is shared electronically via email and apps. Do you have Internet access and proficiency checking and sending email? Yes No

Comments: _____

Board membership requires time for meeting preparation; board meeting attendance; attendance at state, regional, and national meetings; and board training and education programs to help board members remain effective in their position. Directors average 20 hours per month on cooperative business. How difficult will it be for you to find time for:

	No Problem	Rare Problem	Real Problem
1. Prepare for and attend monthly board meetings; usually in the evening lasting 2-3 hours?	_____	_____	_____
2. Occasional day meetings or educational training locally or in Indianapolis with at least one month's notice?	_____	_____	_____
3. Possible board committee meetings, usually evening lasting 1-2 hours with one or two weeks' notice?	_____	_____	_____
4. Optional two and three-day seminars or meetings anywhere in the U.S. with usually several months' notice?	_____	_____	_____

Please provide any further information or comments that you feel are important to the consideration of your application for a Board position:

Feel free to attach any supporting information that you feel will help the Nominating Committee in considering your application.

I certify that all information provided herein is true, complete and accurate.

Signed _____ Date _____