

WHITEWATER VALLEY RURAL ELECTRIC MEMBERSHIP CORPORATION
NOMINATING COMMITTEE CHARTER POLICY #: 1-12

Be it resolved by the Board of Directors of Whitewater Valley REMC as follows:

Authorization – The Bylaws of Whitewater Valley REMC provide for a Nominating Committee as a standing committee for the REMC. Article IV, Section 5 outlines the role and responsibilities of the committee and its members as follows:

Section 5 Nominating Committee and Nominations for Directors

The standing nominating committee will be comprised of nine (9) members who are elected for three (3) year terms. No employee, officer or member of the Board may be a member of the standing nominating committee.

The standing nominating committee shall meet at least ninety (90) days before the annual meeting of the members for the purpose of nominating at least two (2) candidates for each open director position, and at least two (2) candidates for the open standing nominating committee positions. The Nominating Committee shall utilize due diligence to nominate at least two (2) candidates for each open position. In the event the Nominating Committee is unable to identify at least two (2) candidates willing to be nominated for each open position, then, the Nominating Committee may report a slate to the Board of Directors nominating less than two (2) candidates for any open position.

The nominating committee meeting shall be valid when at least one member from each district is present and a total of two-thirds (2/3) of all members are present to review and vote on the slate. If a quorum is not met, then the nominating committee may convene a meeting of a quorum by telephone for purposes of voting on the slate.

A list of nominees for each open position will be posted by district at the principle office of the cooperative not less than forty-five (45) days or more than sixty (60) days before the annual meeting of the members.

Nominating committee members will receive compensation as a per diem fee in discharge of their duties as fixed by the Board.

When a membership is held jointly by a husband and wife, either one, but not both, may be elected on the nominating committee. Neither one shall be eligible to become or remain a nominating committee member nor to hold a position of trust in the Cooperative unless both shall meet the qualification set forth in this section.

Board Charge to the Committee – The Cooperative’s Bylaws impose the duty of selecting qualified nominees for the position of board of directors and standing nominating committee members to ensure that the selection of board and nominating committee candidates is open and fair to the entire membership. The members expect the nominating committee to carry out its function effectively with due diligence to assure that all candidates are well qualified, interested and willing to devote the time necessary to function in their respective leadership roles of the WWVREMC. The Cooperative’s business environment requires qualified, interested and working member representatives.

Election of Board of Director and Nominating Committee members are held at the Cooperative’s Annual

Meeting. The Cooperative's Bylaws (Article IV, Section 5) requires the nominating committee to produce a list of nominees for each open position at least forty-five (45) days before the annual meeting. To allow the committee to fully discharge its duty, it is suggested that the following timeline be used once the cooperative's annual meeting and elections have been held.

1. Orientation & Training meeting
 - a. All members shall attend
 - b. Typically held in the spring soon after the cooperative annual meeting.
 - c. The newly-elected Committee shall meet with the CEO or the CEO's representative, and/or Corporate Attorney to ask questions regarding the required tasks for the upcoming year and to receive all necessary information to ensure completion of duties.
2. Nominating committee members seek qualified individuals to apply for open director and nominating committee positions for the next election.
 - a. This timeframe is after the orientation & training meeting held in the spring and November 1st.
 - i. During this timeframe, the cooperative will post notices in the WWVREMC member newsletter, on social media and use email to communicate to WWVREMC members of the application process for open director and nominating committee positions.
 - b. Each District's committee members shall convene and collaborate during this timeframe to ensure that at least two applications are submitted to the Nominating Committee for each open director and nominating committee position in their district.
3. A nominating committee meeting
 - a. Held after November 1 and before December 15.
 - b. Committee members appoint a Committee Chair, review all applications, and select candidates who will appear on the ballot at the annual meeting.

Candidate Information Packet – Each member to be considered for nomination shall be sent a Board Candidate Information Packet which includes:

- Director Candidate Application Form - Personal and background information to be submitted to the Nominating Committee expressing interest in being considered as a nominee.
- Director Candidate Information Sheet - Pertinent information of the responsibilities of directorship and frequently asked questions.
- Cover Letter - Instructions for return.

Board Expectations- It is the Board's expectation that the nominating committee reviews each application submitted for consideration, and by formal action, the committee shall select the two (2) most qualified candidates for each open seat on the Board of Directors. No individual committee member can make a qualification determination without consulting other nominating committee members during a called meeting. The nominating committee, as a whole, shall review and discuss all applications received to determine qualification. The nominating committee shall give full consideration

to all applicable policies which will apply to the candidates should they be elected [i.e.:Anti-Nepotism, Conflict of Interest, Standards of Conduct, Code of Ethics, etc.].

The Board further charges the nominating committee with the responsibility of policing itself should a candidate considered for a board or nominating committee seat happens to be a close relative of a nominating committee member, as defined in the corporate Anti-Nepotism policy. The affected nominating committee member should recuse him or herself from the deliberation and selection process of that candidate, and the minutes of the meeting should reflect that action.

Meeting Assistance – The CEO and the WWVREMC staff will assist the nominating committee in fulfilling his/her responsibilities by:

- Meeting attendance – At least one of the following representatives from the Cooperative will attend each meeting of the Nominating Committee: the CEO, his/her designee and/or the Cooperative attorney.
- Copies of the Director Candidate Information forms to be used to allow the nominating committee to obtain information that is vital to the committee in their selection process.
- Membership listings - A listing of current WWVREMC members separated by regions for the committee's use and reference shall be made available upon request following Policy 2-8 Release of Membership List Policy.
- Staff assistance – To provide assistance to the committee throughout their work, the CEO or his/her designee, will be available to the committee as directed to help the committee fulfill its duties of selecting qualified candidates. (i.e.: residence verification, minutes, written correspondence to candidates, etc.)
- Response letters - A response letter will be prepared and sent to those candidates **not** selected as a nominee. A letter will also be prepared and sent to those candidates selected as a nominee.

Candidate Account Information –The committee shall ascertain from the CEO or his/her designee, if all candidates are current and have a good payment record on any and all accounts in which they are a responsible party prior to final selection as a candidate.

Committee vacancies – Should a vacancy occur on the nine-member committee, the WWVREMC board of directors will be notified, and Article IV, Section 8 of the Bylaws will direct the board's action to fill any vacancy.

Confidentiality- The committee may have access to information that is confidential by nature. All committee members shall treat all information as confidential to be used only for the purposes required to assure that nominees meet requirements under the Cooperative's Bylaws and policies.

Approval of Charter - This Charter was approved by Board Action on May 29, 2012

Date Revised and Approved:

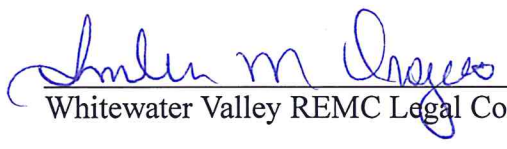
March 29, 2022


Whitewater Valley REMC, Board Chairman


Whitewater Valley REMC, Board Secretary

Date Reviewed by Legal Counsel:

March 29, 2022


Whitewater Valley REMC Legal Counsel Representative