

Board of Directors Nomination and Election Policy

The Hendricks County Community Foundation (HCCF) is governed by the Board of Directors (“Board”) as detailed in the HCCF Bylaws. Members of the Board (“Directors”) and Officers of the corporation (as defined by the Bylaws) are elected by the Board under Art. II & Art. III of the Bylaws. The Board has delegated the process of nominations to the HCCF Governance Committee, and the Governance Committee presents a slate of nominees for Board consideration at the Annual Meeting.

Nomination Process

The Board nomination process is the responsibility of the Governance Committee. The election of Board of Directors members is the responsibility of the Board of Directors. The nomination process begins in the first quarter of the year. The final Slate of Directors and Officers will be presented to the Board of Directors each year at the Annual Meeting for consideration and election.

All Board members and staff are expected to participate in referring potential volunteers for HCCF, including committee members, Directors, and Officers. The Governance Committee may also issue open calls for referrals for potential volunteers. Board members and staff should explore a potential volunteer’s interest by contacting the person or by forwarding the name and contact information to the President & CEO. The President & CEO – in consultation with the Governance Committee Chair, the referring Board Member, staff, and any other relevant stakeholders – will determine the best manner in which to meet with a potential candidate to determine if there is a mutual fit and interest. For prospective Board Members, part of determining whether there is a mutual fit and interest is to provide the prospective Board Member with the *Board Qualifications and Responsibilities Policy*. If the candidate is interested, and the President & CEO and/or the Governance Committee Chair believe the candidate would be a good fit, his or her name will be forwarded to the Governance Committee and added to a list of potential candidates. Conversations with potential volunteers and Board conversations regarding such should be considered confidential.

At their meetings, the Governance Committee will review the current roster of Directors and Officers and determine whose terms expire at the end of the current year, and whether they are eligible for another term. A matrix of demographic, geographic and professional attributes may be used to track Board needs. If a Director or Officer is eligible for another term, the Governance Committee shall decide if the Director or Officer will be asked to continue to serve. If the Committee agrees on continued service, a member of the Committee or the President & CEO will contact the Director or Officer to confirm if they wish to serve another term. If they agree, the Director or Officer will be added to the Slate of Board members and Officers. If a Director or Officer is not eligible for another term, or declines to serve, the current Chair of the Board and current Chair of the Governance Committee will sign a letter of thanks or prepare another memento of service to be presented to the Director or Officer at the Annual Meeting of the year their term expires.

The Governance Committee will also determine which Officer positions need to be filled and whether additional

new Directors should be added to the Board. Current Directors will generally be considered for Officer positions prior to consideration of new Directors, and current HCCF committee members will generally be considered for Directors before new volunteers. Members of the Committee and/or the President & CEO will personally contact the candidates to explore their interest in joining the Board as a Director or Officer. Once interest is confirmed, the Governance Committee will discuss the candidate to determine if their name will be added to the Slate. Potential candidates for the Board may be discussed by the Board in Executive Session.

Members of the Governance Committee considered for Director or Officer roles shall recuse themselves from any discussion or vote on their own candidacy.

It is the goal of HCCF to maintain diversification among the Officers and Directors that reflects the diversity of Hendricks County and its communities. The following factors (among others) are considered when determining such diversification: gender, race, ethnicity, religion, marital status, geographic location, and occupation. Demographic information based on U.S. Census Bureau data may be consulted for geographic, racial, and other demographic factors to determine that the Board diversification is representative of the community. Other factors also considered will be specific skills (such as legal, financial, marketing, development, event planning and others) that will help to grow and improve HCCF and fill needs on the Board. Diversification factors will be considered and discussed for all decisions made by the Governance Committee in filling open Board and Officer positions and recommending terms.

Elections

The final Slate of Directors and Officers will be voted on by the Governance Committee and then presented to the Board for their consideration at the Annual Meeting each year. The Board shall vote on the slate as part of the business of the Annual Meeting. Current Directors or Officers who are part of the slate shall recuse themselves from any discussion or vote on their own candidacy but may participate for other candidates.

The Governance Committee may propose to the Board candidates for election as Directors or Officers at other times of the year, either to fill vacancies among the Directors and/or Officers, or to fill perceived needs on the Board. Such recommendations to the Board shall indicate the term of service for each proposed Director or Officer under the Bylaws.