



Nominating Committee Policy and Procedures

1. Policy:

The Nominating Committee is charged with identifying candidates and preparing a slate of AOS Trustee and Officer nominees who meet the competency needs outlined by the Board and who will serve as exemplary leaders and stewards of the AOS, its members, and its mission. This policy and procedures, approved by the Board of Trustees, are written to guide the Committee in this process and ensure the best possible outcome.

2. Procedures

2.1 Composition of the Nominating Committee

- The Nominating Committee consists of 7 members, as outlined in the Bylaws: the Chair, the past president, the chair of the past nominating committee, and four other members. Three members of the committee must be Trustees. Candidates are selected by the President and presented to the Board for approval before a final decision is made. The Board is encouraged to provide advice to the President in his/her search for an unbiased and competent Committee and to consider the candidates carefully before approving the committee members.
- The chair of the Committee will serve a two-year term alternating with that of the President. In 2018, to begin this pattern, the president will select a Nominating Committee chair, and then again in 2019, she will select a different chair, who will serve for two years. After that, the chair will be selected every other year.

2.2 Competency Needs of the New Board

- The Board, with help from the Governance Committee, will provide the Nominating Committee with a set of competency needs for the incoming class of Trustees and Officers, as well as a required number of Trustees for that class.
- The Nominating Committee must prepare a slate that meets the required number of Trustees and should strive to meet the competency requirements put forth by the Board. Ideally it should also consider regional representation and a mix of new trustees with those with previous AOS board experience.

- The Governance Committee may also provide a snapshot of the regional distribution of continuing Board members, their experience and continuing eligibility to serve, and other information that may assist the Nominating Committee.

2.3 Duties of the Chair of the Nominating Committee

- The chair will call the Committee together as quickly as possible after being approved, setting out a schedule of events and procedures to be followed by the committee.
- The Chair will work with the editor of *Orchids* to ensure the request for nominations is published as soon as possible (usually August and September), with clear information requirements and closing date, allowing as much time as possible to allow receipt of applications, conduct screening and candidate interviews.
- The Chair will charge Committee members, trustees and others to proactively search out the best possible candidates.
- The Committee will decide what information should be submitted to support a candidate; the chair will ensure that the information is requested as early as possible, and that all candidates are treated equally.
- The chair will ensure that all committee members are provided with all the candidate information, in particular the letters of nomination from the nominators and the candidate's rationale.
- The Chair will ensure that interviews are conducted in a respectful and equitable manner.
- The Chair shall share the list of candidates with the Board early in the process so that trustees have an opportunity to make comments which can assist the Committee to put together the best Board. Comments will be sent to the Chair. This process will take place before the interviews are held.
- The Chair will request that discussions are held in confidence during the process.
- Candidates not selected will be personally notified by the Chair (face to face or by phone) before any information re the slate is released.

2.4 Comportment of the Nominating Committee

- The Nominating Committee and its members are advised to avoid even the appearance of impropriety, bias, or undue influence from people outside the Committee. Any external influence shall come only from:
 1. Nominations put forth as directed by the Bylaws, the Committee's Job Description and this Policies and Procedures document.
 2. Questions initiated by a Committee member. The existence and outcome of any such communications shall be made available to all Committee members.
- All deliberations within the Committee are to be held strictly confidential both during the choosing of the slate and after it is announced.

- Committee members agree to attend all committee meetings and all interviews in the interests of fairness to all candidates and being fully informed.
- All questions and comments will be unbiased and non-threatening and fully respectful of the candidates.
- Any communication of Committee decisions or discussions, and any questions that arise within the Committee regarding candidates, must come only from the Nominating Committee Chair and shall be addressed only to the Executive Committee or the Board.

2.5 Documentation in Support of Potential candidates

- As set out in the NC job description, the Nominating Committee shall gather candidates through
 1. A call for Nominations to the membership, published on the AOS website and in *Orchids* magazine, the timing to be in accordance with the election requirements set out in the Bylaws;
 2. Active recruiting of candidates by themselves, Trustees, Officers, Committee chairs and members.
 3. Recommendations provided by the Board of Trustees
- All candidates must be members of the AOS. Each nomination should be supported by a rationale of why the candidate is being nominated. Candidates may also self nominate and provide a supporting rationale.
- Each candidate, whether new or potentially returning, shall indicate the position(s) for which they wish to be considered, and provide a resume containing why they believe they should be chosen and what they can contribute to the AOS. Current board members should also provide a resume of their accomplishments while on the Board. In addition, the Committee may pose questions in advance of an interview for which written answers are required.
- The Governance Committee will provide the Nominating Committee with a list of those Trustees and Officers eligible for re-election to the Board. This list provides information on years of service and hence, eligibility to serve, based on the Bylaws.

2.6 Selecting a Slate

- The Nominating Committee is encouraged to meet as often as needed, over a period bound only by the Bylaws, to produce a slate of the highest quality. There should be no pressure from within or without the committee to produce a slate earlier than the date required to meet the requirements of pre-vote publication set forth in the Bylaws. Particularly, the Committee should not expect to present a slate at the fall face-to-face meeting of the Board, as in practice, this time is used to interview potential candidates who may be at the fall meeting and there may be need for follow-up before a final decision can be made.
- Candidates may present additional comments if they consider it pertinent after the interview.

- Candidates may be considered for any available position. Though a person may be suggested for a given role, the Nominating Committee should feel free to consider the candidate for another vacant position (with candidate's consent).
- The Board has suggested that prior Board experience should be considered as a criterion for officer positions in order to provide continuity and understanding of ongoing priorities. The Board also considers that the President should be considered from previous officers (members of the EC). However, the underlying criterion is that the best candidate possible should be chosen.
- The Nominating Committee should interview all candidates, in person if possible (or by teleconference if face-to-face is not possible). These interviews should be structured to ensure that all candidates for a given position receive, in as much as is possible, similar exposure to the Committee. Interviews for officer positions, and that of the President and Treasurer in particular, should be detailed and sufficiently thorough to convince the committee of the candidate's ability to fulfill the responsibilities of those positions.
- Candidates not selected will be **personally** (by call not email) notified by the Chair of the Nominating Committee **before** any information re the slate is released.

2.7 The Voting Process

- Once the slate is chosen, the ballot is prepared by the Chair in conjunction with the Editor of *Orchids* and the Chair of the Governance Committee. Notice is placed on the website with the resumes of all candidates. The proxy (or ballot) is placed in *Orchids* magazine to be sent, according to the time requirements prescribed in the Bylaws, to all members of the organization who have chosen to take a print membership (receive a hard copy of *Orchids* magazine).
- Those members who have a digital membership (receive a copy of *Orchids* online) are sent an electronic ballot not less than 30 days in advance of the member's meeting as required by New York NFP law.
- All ballots received, whether by print or electronic, are double counted by the Director of Administration and Membership and a member of AOS staff. Every effort is made to ensure that no-one votes twice to prevent possible fraud.
- Proxies **MUST** be signed. Unsigned proxies are invalid (as stated on the proxy) and are removed from the count. If neither of the motions (for the slate or not for the slate) is checked but the proxy is signed, it is counted as an "assign authority" vote for the slate. This is also stated on the proxy. Those proxies with both boxes checked are invalid proxies and are removed from the count.
- The count is provided to the Chair of the Nominating Committee just before the Annual Meeting of Members. During the meeting, as some members may not have voted, the Chair of the Nominating Committee calls for any member in good standing who has not voted to vote. The vote is taken by show of hands and counted. The proxy vote is added to this count.

2.8 Announcement of the successful candidates

- The results are announced in the Meeting of members by the Chair of Nominating Committee to the President, the Board of Trustees and the Members at Large as soon as the vote is taken and the final count made. (A valid vote by those present or by proxy consists of 250 votes, Bylaws 2.2). .
- This is followed by the Reorganization meeting where the President speaks to his /her new Board.

2.9 Final Follow-up: Completing the cycle

- As part of continuous improvement, following the election, a review of the effectiveness of the nomination process should be conducted by the president or his/her delegate with corrective measures taken as recommended by the Board. This includes an evaluation of the effectiveness of the chair and committee in conducting the nomination and election process.
- The Chair and Committee members are asked to present any suggestions for improvement to the Governance Committee as soon as possible after the election.

Approved by the Board of Trustees by electronic vote July 28, 2016

Amended by the Board of Trustees, August 23, 2018.