



## **Lockwood Donis Foundation**

### **Board of Directors Nomination, Election and Orientation Procedure**

#### *Number of Board Members and Summary of Board Terms*

Lockwood Donis Foundation (LDF) Bylaws authorize a minimum of three (3) and a maximum of seven (7) Directors. At any one time, no more than thirty-three (33) percent of the Board shall be comprised of “interested persons,” including anyone currently compensated by LDF for services rendered within the previous twelve (12) months or any family member.

As required in order to maintain compliance with LDF Board standards set forth by the LDF Articles of Incorporation and Organizational Bylaws, the Executive Committee may evaluate potential Directors, as well as the skills and affiliations needed by the Board of Directors for the following fiscal year. They may also conduct new Director recruiting efforts.

#### *Board Director Expectations*

LDF Directors are expected act consistently, responsibly and prudently in accordance with LDF’s Code of Ethics and Code of Conduct. Each Director’s duties include:

1. Legal, fiscal and moral responsibility along with fellow board members for LDF’s well-being and responsibility to:
  - Be familiar with LDF’s budget and take an active part in the budget planning process.
  - Know and approve all policies and programs and oversee their implementation.
  - Take responsibility for making decisions on organization issues and Board matters.
  - Interpret the organization’s work and values to the community, represent the organization and serve as a spokesperson.
  - Keep up-to-date on the business of the organization.
  - Excuse oneself from discussions, decisions and votes presenting a conflict of interest.
2. Attendance at least one (1) board meeting per year. Should a Director be unable to attend a meeting, he or she will, if needed, be available for telephone or email consultation. Additionally, he or she will be available to serve on at least one (1) board committee should the need arise.
3. Working in good faith with fellow Directors and staff toward the achievement of LDF’s goals.



### *Board Director Nomination and Election*

The Executive Committee may plan and manage the Board recruitment process with support from the Executive Director. The identification and ultimate election of Directors is a several-step process and may be conducted on an annual basis, although LDF Bylaws allow for filling Director vacancies at any time as the President and Chairperson or Board of Directors deem appropriate.

### *Annual Assessment of Board Composition*

**Returning Board Members.** The Executive Committee, as convened, assesses the skills, connections and affiliations of current Directors, analyzes gaps and then sets priorities for Board recruitment to support LDF's mission and current strategic goals.

### *Identification of Board Nominees*

The Executive Committee seeks to identify prospective Board members from LDF's current stakeholders as well as the community at large who possess the desired qualifications and appear to be promising Directors.

The Executive Committee solicits recommendations for Director nominees from community stakeholders and other Directors.

### *Board Recruitment and Interview Process*

1. The Executive Committee develops a list of potential Director nominees for recruitment and sends the list to the Board for vetting before contacting potential nominees.
2. Members of the Executive Committee and the Executive Director may contact potential nominees to assess initial interest.
3. Interested potential nominees are interviewed by the Board President and Chairperson with the Executive Director. The interview addresses expectations of Directors, descriptions of Board practice and structure, and asks about professional and community experience, as well as the candidate's motivation for Board participation and ways to contribute.
4. Potential nominees may be invited to attend the annual Board strategy session or other Board meetings as a way of meeting other Directors and gaining exposure to LDF's strategic issues and ways that issues are addressed.

### *Process for Election*

The Executive Committee sends the slate of nominees to the Board at least one (1) week before the annual general Board meeting, with brief biographical information about each nominee. The Board votes on the slate of nominees at the Board meeting



for two (2) - year terms. New Directors may be nominated at other Board meetings with the same notice duration required.

Newly elected Directors are informed of their election within one (1) week of the Board meeting at which the election took place in a letter or email that also confirms:

1. Dates of the Board term
2. Dates and plans for new Director orientation
3. Dates for Board meetings for the fiscal year
4. Name of their Board Director partner
5. Expectations of the Board Director partner role

Board Chairperson's Signature Indicating Board Authorization

\_\_\_\_\_  
Print Name – Board of Directors President

\_\_\_\_\_  
Signature – Board of Directors President

Date: \_\_\_\_\_