

CIVIC SAN DIEGO BOARD POLICY

Section: 1.0 – Governance
Sub-section: 1.08 – Process for the Appointment and Selection of Board Officers,
Committee Members and Committee Chairs
Effective Date: May 23, 2018

1. PURPOSE

1.1 To establish a policy for the appointment and selection of BOARD officers, committee members, and committee chairs.

2. EFFECTIVE DATE AND AMENDMENTS

2.1 This Policy shall be effective upon the approval of the BOARD of the CORPORATION. This Policy may only be amended by approval of the BOARD, except as provided in Policy 1.01, Section 5.8.

3. DEFINITIONS

3.1 BOARD – The Board of Directors of the CORPORATION.

3.2 BY-LAWS – The Amended and Restated By-Laws of the CORPORATION, adopted July 31, 2012 (Document No. R-307539).

3.3 CORPORATION – Civic San Diego.

4. PROCEDURES

4.1 The President is authorized to establish and disseminate administrative procedures to implement this Policy, as applicable.

5. POLICY

5.1 Section 8.1 of the CORPORATION’s BY-LAWS provides that the officers of the BOARD shall consist of a Chairperson, Vice Chairperson, Secretary and Treasurer.

5.2 Section 8.1.1 of the CORPORATION’s BY-LAWS provides that the officers of the BOARD shall be chosen by election of the BOARD, and that the BOARD officers shall serve at the pleasure of the BOARD. Because the BY-LAWS do not specify the manner in which nominees for the positions of BOARD officers are to be selected, this policy establishes a process for the selection of nominees.

Article 7 of the CORPORATION’s BY-LAWS addresses committees of the BOARD, including the Executive Committee, the Audit Committee and other

committees as established by the BOARD. Because Article 7 does not specify the manner in which directors are to be placed on various committees, this Policy establishes a process for the selection of committee members and committee chairs.

- 5.3 BOARD officers, committee assignments and committee chairs will be nominated as follows:
- a.) At the October regular BOARD meeting, the Chair of the BOARD will announce to the BOARD that the process for the development of a recommended slate of officers and committee assignments is open and shall solicit interest from BOARD members. Individual members may express interest at that meeting or thereafter. A form shall be distributed to each director not later than the October BOARD meeting on which directors may include their desire to be considered for a BOARD officer position and on which they may state a preference to serve on a particular committee or be considered for a committee chair position.
 - b.) At the November Executive Committee meeting, the Chair will propose a slate of BOARD officer, committee membership and committee chairs for the Executive Committee's consideration. The Executive Committee will consider the slate, modify it if desired, and formalize a recommendation to the full BOARD.
 - c.) At the annual meeting in January, the BOARD will consider the slate recommended by the Executive Committee. BOARD members will have the opportunity to make nominations different than as proposed in the slate, but absent new nominations the slate will be acted on as one item.