

**South Carolina National Heritage Corridor
Nominating Procedure Policy
Approved: November 2009**

Role of the Nominating Committee

The Nominating Committee is given the authority to identify, interview and nominate potential director candidates for the board of directors as well as the authority to interview and evaluate incumbent members wishing to seek additional terms.

Director Qualifications

- All non ex-officio members must reside within the 17 federally mandated counties.
- All members must be leaders in their respective regions or in their specialty field.
- All members must be willing to commit sufficient time available to discharge the duties of a board member.

Personal Characteristics to Consider

- broad-based business, governmental, non-profit, or professional skills and experiences that indicate whether the candidate will be able to make a significant and immediate contribution to the Board's discussion and decision-making in the array of complex issue facing the Corporation;
- exhibit behavior that indicates he or she is committed to the highest ethical standards and the values of the Corporation;
- special skills, expertise, and background that add to and complement the range of skills, expertise, and background of the existing Directors;
- whether the candidate will effectively, consistently, and appropriately take into account and balance the legitimate interests and concerns of the entire organization, and not individual regions or communities, in reaching decisions; and
- business and social perspective, personal integrity, and sound judgment. In addition, Directors must have time available to devote to Board activities and to enhance their knowledge of the Corporation

Selection and Nomination Process:

An announcement will be made at the board meeting prior to the expiration of a board members term informing members that an election for that position will be held at the

next regularly scheduled meeting. Anyone wishing to present a name to the nominating committee shall do so in writing at least 30 days prior to the meeting at which the election will take place.

Board candidate qualifications, board member job duties and the contact information for the Nominating Committee Chair will be included on the SCNHC website. All qualified candidates must be presented to the Nominating Committee through a personal Letter of Intent to Serve or a Letter of Nomination. Nominations may be presented from interested individuals, current directors, advisory committee members, community leaders, staff and partners of the SCNHC program.

The committee shall not recommend a person to serve unless (i) the person has been interviewed (either in person, by telephone or conference call) by a minimum of at least one member of the committee, (ii) it determines that the person meets all qualifications and is willing and intends to represent and act in the best interest of the corporation.

In addition, before recommending an incumbent director, the committee will review his or her qualifications, including capability, availability to serve, any conflicts of interest, and an evaluation of past performance on the board.

After review and careful consideration, the board will compile and submit the official slate of candidates by email or other means to the full board prior to the board meeting in which the election will take place. The Nominating Committee Chairman will lead the board discussion regarding nominations.

To present a nomination to the committee:

Ray Anderson, Nominating Committee Chairman
City of North Charleston
PO Box 190016
North Charleston, SC 29419
(843) 740-2512
randerson@northcharleston.org.

Board Member Job Description (November 2009)

Expectations

- Be informed about the organization's mission, goals, policies and services.
- Actively participate in all board meetings, discussions and events, paying careful attention to your duties of care, loyalty, obedience and confidentiality.
- Be well prepared for all board and committee meetings by reviewing the agenda and any supporting materials provided to you prior to the meeting.
- Be respectful and open to the potentially conflicting opinions and points-of-view of your fellow trustees.

Responsibilities

- Participate on at least one committee.
- Make an annual donation to the organization at a level commensurate with your resources.
- Fulfill your fiduciary responsibilities, including reading, understanding and monitoring the financial statements and audit reports provided to you.
- Speak on behalf of the organization to the community.
- Contribute to the organization's fundraising efforts by providing and cultivating prospects.
- Sign and adhere to the organization's conflict of interest policy and code of ethics.
- Vote on all matters brought before the board except in the case of Conflict of Interest.

Restrictions

- Do not make special requests of the staff without prior express permission of the CEO or full board.
- Do not act independently of the board without prior express permission of the full board.
- Publicly support all decisions made by the full board, even if decisions conflict with your opinion and/or vote.