

XYX Family Foundation
Nomination Process for New Directors
(Updated March 2023)

Overall objective: The Nominating Committee shall be responsible for the sourcing, vetting and on-boarding of new directors from within and outside the family.

The Nominating Committee (hereinafter NC), in collaboration with the board and executive director of the XYX Family Foundation, shall use the following processes and procedures to accomplish this overall objective:

- 1) *The NC shall consider candidates proposed or suggested by directors of the board.*

The NC will develop a working list of family members and independent individuals to assess as possible board candidates. Both family and independent directors will be considered on a number of criteria, including but not limited to: good standing in the community, involvement in the community, diversity, board composition, overall ‘fit’ for board work and efforts and other criteria, as deemed appropriate. In addition, family members must satisfy agreed upon requirements to be eligible for board service.¹ The NC will share the list of independent candidates who are actively under consideration at board meetings. The NC shall discuss the list of director candidates thoroughly, in full committee, to determine a priority list and number of directors needed (both family and independent) for each given year.

- 2) *After a thorough discussion and due diligence, the NC will decide (based on a consensus vote) which candidates should be “potentially” considered for board nomination.*
- 3) *A member of the NC will be responsible for reaching out to the potential candidates to assess their interest and willingness to serve on the board.*

Family candidates: After the initial interview, the assigned NC member shall bring information back to the NC for full committee discussion and evaluation. If the NC decides that said candidate should be moved forward for further consideration, then the NC may determine that no further interviews are necessary. If the NC members determine that more information is necessary before moving said candidate

¹ The board qualifications for family members are the following: 1.) Be at least 25 years old, 2.) Served as a grants reviewer within the past two annual grant cycles or served on the Finance Committee, and 3.) Demonstrated further interest in the Foundation by serving as a family liaison or on an ad hoc committee.

forward, then more detailed follow-up conversation(s) will occur with the board candidate.

Independent candidates: Two board representatives (ideally a family member and an independent director) from the Foundation will interview potential independent candidates. The assigned interviewees shall bring information back to the NC for full committee discussion and evaluation. If the NC decides that said candidate should be moved forward for further consideration, then the NC may determine that no further interviews are necessary. If the NC members determine that more information is necessary before moving said candidate forward, then more detailed follow-up conversation(s) will occur with the board candidate.

- 4) *The NC will update the board on the recommended candidate(s) at a board meeting preceding the Annual Meeting when the official board nomination will take place.*
- 5) *The NC makes the recommendation for board nomination at the Annual Meeting. Full approval by the board is sought.*

All approved candidates will be invited to write a brief personal letter to share with the board and the broader family their own passions and why they are looking forward to serving on the Foundation's board.

- 6) *The invitation to join the board should be extended by the board chair after the board votes to move the candidate forward.*