

Orleans Conservation Trust
Nomination, Vetting and Election of Trustees
Approved 1-13-2015

As outlined in the Declaration of Trust, Trustees must be Members and residents or owners of real property in the Town of Orleans. A Trustee shall be considered an owner of real property held in the name of the Trustee, the Trustee's spouse or the Trustee's family trust. Further, Trustees are elected for terms of three years at the Annual Meeting by a majority vote of the members of the Trust voting in person or by absentee ballot, either by mail or online. If possible, the three-year terms are staggered so that approximately one-third of the terms expire each year.

If a Trustee resigns or is unable to serve, the other Trustees may, by two-third (2/3) majority vote, appoint a replacement Trustee to serve until the next Annual Meeting. This replacement Trustee can be included in the slate of Trustees proposed to the membership at the next Annual Meeting. No such appointment shall be required so long as there are seven (7) sitting Trustees.

The names of all Trustees, whether appointed or elected, shall be duly recorded with the Barnstable County Registry of Deeds and the Barnstable Land Registry District in a timely manner following elections or appointments.

There shall be no more than thirteen (13) or less than seven (7) Trustees of the Orleans Conservation Trust.

ASSESSING BOARD NEEDS

Prior to announcing the "Call for Nominations", the Board should begin to determine its needs for replacing any Trustees who plan to "retire" when their terms expire as of the next Annual Meeting, or for filling any other Board vacancies. Consideration should also be given as well to replacing, adding, or shifting the mix of skills with any anticipated turnover in Board membership. The subsequent "Call for Nominations" should include the types of skills of highest priority.

NOMINATION PROCESS

Call for Nominations

Annually an open call for nominations for Trustees will be posted to the OCT website and in other OCT communication vehicles, if possible, and distributed via electronic mail to all OCT members approximately 9 months prior to the Annual Meeting. OCT members may make nominations, with the permission of the nominated individual, by completing the online nomination form on the website or by completing a hard-copy form and submitting it to the OCT office. Self-nominations are encouraged.

If they wish to continue, sitting Trustees whose terms expire at the next Annual Meeting are required to go through the nomination process and the review by the Nominating Committee. Their eligibility should be weighed fairly with other candidates, with appropriate consideration given to their years of

experience as an OCT Trustee. There will be no nominations for Trustee from the floor of the Annual Meeting or at any other meeting of the Trust.

They must provide the following information:

- Name of nominee;
- Email and address at which they may be contacted;
- Phone numbers;
- Name and contact information of person making the nomination, if applicable.

Nominee Questionnaire

Each year the Nominating Committee will compose a questionnaire for each open position, designed to elicit details of each nominee's relevant experience. Certain information may be published on the OCT website as part of a candidate's biography. The information will also be distributed prior to and/or at the Annual Meeting.

Possible Sample Questions

- Brief biography, including recent experience, associations and affiliations relevant to serving on the Board of Trustees;
- What potential conflicts, real or perceived, might arise, should you be elected to the Board?
- Describe any limitations on your ability to participate actively in regularly-scheduled Board and Committee meetings in person, or to serve the entirety of a three-year term;
- What particular attributes, skills, experience, and interests will you bring to the Board and how do you envision adding value to the Board?
- Why are you interested in joining the Board?

Nomination Close

The nomination period closes approximately four months prior to the Annual Meeting. However, if the Nominating Committee determines that additional candidates are needed to help fill existing or anticipated Board vacancies, the Committee may continue to seek additional qualified candidates from the Orleans community.

Nomination Verification

The OCT Director sends a Nominee Questionnaire to each eligible nominee. Completed nominee questionnaires are due from all nominees within one month of the close of the nomination period. Any nominee who does not provide the required information by the deadline is dropped from consideration. Several attempts will be made by the OCT Director and/or members of the Nominating Committee to contact the individual via email and telephone prior to taking such action. All completed Nominee Questionnaires are forwarded to the Nominating Committee.

Finalizing Candidates

The Nominating Committee reviews all completed nominations to determine that all Nominees meet the general criteria for a member of the Board of Trustees.

The Nominating Committee will then evaluate each of the Nominee Questionnaires against the criteria enumerated below:

Responsibilities:

- Attend, in person or by phone, monthly Board meetings and other regularly-scheduled Board-level meetings;
- Serve on at least two committees each year; attend and actively participate in the committee's work;
- Attend the Annual Meeting;
- Be able to represent the OCT positively and knowledgeably;
- Promote good relations between the OCT and the public, other land conservation groups and government entities;
- Accept leadership positions on the Board as experience and time allow;
- Financially support the Trust.

Useful Experience and Skills

- Understanding of, and commitment to, the purposes of the OCT;
- Experience or knowledge in at least one of the following areas: agriculture, community relations, natural resource management, conservation, education, environmental science, fund-raising, law, finance, non-profit organization management, public relations, real estate transactions, volunteer recruitment, or any other area in which the person would make a valuable contribution to the OCT;
- Energetic and respected individual;
- Preferably knowledgeable and appreciative of the natural history and resources in the area.

Prioritizing and Presenting the Candidates to the Board

The Nominating Committee should identify the key attributes of each candidate, the number of vacancies, and the desired experience and skills identified by the Board. In the evaluation process, if the Nominating Committee finds that it needs additional information from a particular candidate or a number of candidates, the Committee may contact the candidate(s).

Prior to the presentation of the slate, the Nominating Committee will contact Board members individually to seek any feedback. Once the evaluation of candidates is completed, the Nominating Committee should present its proposed slate, with specific terms for each candidate, to the full Board. [Note: The Board does not have to approve the slate. Notification is informational only.]

Qualified individuals who were not nominated should be informed and encouraged to submit another nomination in a subsequent year. The Nominating Committee will retain copies of the nominating materials for future consideration of those candidates. All nominees should be informed by mail of their selection or non-selection.

Member Notification of Candidate Slate

The slate of Trustee candidates will be sent to all members of the OCT at least two months prior to the Annual Meeting via email and U.S. mail with brief biographical material for each candidate as well as absentee ballot voting material. The candidate information will also be posted on the OCT's website.

VOTING PROCEDURES

The voting materials will include a ballot that can be used for those who anticipate being out of town or otherwise unable to attend the Annual Meeting, or a member may vote electronically on the OCT secure website. All absentee and paper ballots must be completed according to the directions provided and returned to the OCT per the instructions provided. Only one ballot will be counted per member. If a member loses or misplaces his/her voting materials, a replacement ballot can be provided by contacting the OCT Office.

Receipt and Control of Mailed-in Absentee Ballots

As ballots are received, they should be stored in a locked desk or cabinet. Periodically, the Director and bookkeeper jointly should open and record the votes. The ballots should be logged against a master list to verify membership and note date of receipt of material. Any duplication between/among paper and online ballots should be addressed immediately. All ballots will be stored until after the Annual Meeting.

Online Voting

On the date materials are mailed to members, the Trust will email members Trustee candidate information and voting materials providing instructions on how to vote electronically. An online ballot is another form of absentee ballot and as noted above, only one ballot will be counted per member. In all cases, the first vote, either online or via US mail, will be the one counted. Online voting will close at midnight the evening before the Annual Meeting.

Voting in Person at the Annual Meeting

Upon arrival at the Annual Meeting, each member should check in to confirm his/her presence and to receive a ballot, if the member has not already cast an absentee or online ballot. Member name and address and signature should be completed before the member casts his/her vote in the ballot box provided. The member information is required simply to eliminate any duplicate ballots between/among the mailed-in, online and in-person voting processes.

As outlined in the Declaration of Trust, for the purposes of electing the slate, a valid vote is achieved by the lesser of 10% of all Members qualified to vote, or 100 ballots cast in person and/or by absentee ballot, either by mail or online. The slate must receive a majority of votes cast to be elected.

VOTE COUNTING AND ANNOUNCEMENT OF ELECTION RESULTS

The in-person ballots will be tallied at the Annual Meeting by a team designated by the Board, and cross-checked against the absentee ballots, either by mail or online, to preclude any inadvertent double-counting. As noted above, the first ballot for each member will be the ballot that counts.

Once the ballot count is completed and verified during the Annual Meeting, the President will report the results to the Trustees and those members of the OCT present at the meeting. A formal resolution to elect the slate will be held following the announcement of ballot results. The election results will subsequently be posted on the OCT website and, as noted in the Declaration of Trust, the names of the Trustees will be duly recorded in a timely manner with the Barnstable County Registry of Deeds and the Barnstable Land Registry District following the election.

OCT NOMINATION AND TRUSTEE ELECTION TIMETABLE – BASED ON ANNUAL MEETING

<u>Process or Event</u>	<u>Timing (Dates are Approximate)</u>
<u>Nomination process opens/nominations accepted</u>	<u>9 months before Annual Meeting (eg. January 1)</u>
<u>Nomination Period Ends</u>	<u>5 months before Annual Meeting (eg. April 1)</u>
<u>Nomination Questionnaires Due to OCT</u>	<u>4 months before Annual Meeting (eg. May 1)</u>
<u>Assessment/Evaluation by Nominating Committee</u>	<u>4 months before Annual Meeting (eg. After May 1)</u>
<u>In-person Interviews by Nominating Committee</u>	<u>3 to 4 months before Annual Meeting (May-June)</u>
<u>Nominating Committee Report to Board</u>	<u>June board meeting</u>
<u>Proxies Mailed and Posted Electronically</u>	<u>8 weeks prior to Annual Meeting (July 1)</u>
<u>Board Follow-Up with Members</u>	<u>Weeks prior to Annual Meeting</u>
<u>Online Voting Closes</u>	<u>Midnight on day before Annual Meeting</u>
<u>Mailed Quorum Proxies Due</u>	<u>Day of Annual Meeting</u>