



ELECTION AND NOMINATING POLICY

Board Approval Date: May 25, 2023

Revisions:

PURPOSE

This policy governs the process for nomination of individuals to stand for election as a member of the Board of Directors ("Board").

PROCESS FOR DIRECTORS

Directors Nominating Committee

The Directors Nominating Committee ("DN Committee") shall be responsible for developing the slate of candidates for election. The DN Committee shall be named by the President and shall include:

- The immediate Past President, who shall serve as Chair of the Committee
- One outgoing member of the Board
- One member of the Board with one or more years remaining in their term
- Two non-Board members of USSD
- The Executive Director of USSD as a non-voting member.

Deviations in the makeup of the Committee may be approved by a vote of the Board.

Nominating Process

The Nominating process shall consist of the following steps

- Intake of Potential Candidates
- Initial Screening
- Outreach to Potential Candidates
- Recommendation of Candidate Slate by the Committee
- Approval of the Candidate Slate by the Board

As its first activity, the Committee must develop a schedule for implementing these steps and provide them to the Board. Significant changes to the schedule should be communicated to the Board as needed.

Intake of Potential Candidates

A pool of potential candidates shall be developed based on:

- Input from the general membership. The opportunity to provide input should be communicated to the entire membership, with clear directions on how it is to be provided (e.g., through email, a form on the USSD website)
- Input from the Board
- Input from Committee members



- Recommendations from previous Committees
- Members of the Board eligible for re-election

USSD staff shall validate the compiled list to ensure all potential candidates are USSD members in good standing.

Initial Screening

An initial screening of potential candidates shall be performed to identify a list of candidates for additional consideration, considering the following factors:

- Active participation in USSD as demonstrated by participation in technical or operational committees or other activities
- Contributions to the field of dams and dam safety
- Leadership experience (manager, technical lead, etc.)
- Avoiding significant over-representation of a single company or organization on the Board

To promote free and candid conversation, details of these deliberations should be kept internal to the Committee, but once a final determination on the inclusion or exclusion of a potential candidate has been made a concise statement of the rationale for the decision must be documented. If the Committee believes a potential candidate would be better suited for inclusion in a future slate, their name should be recorded and provided to USSD staff as input for future nominating processes.

Outreach of Potential Candidates

Members of the Committee should contact potential candidates on the screened list to:

- Confirm interest in serving on the Board
- Confirm support from the individual's management for participating in Board activities (if applicable)
- Identify any potential conflicts of interest that might arise during their service on the Board, and how these conflicts might be mitigated (e.g., abstaining from votes on certain matters)
- It should be communicated clearly that the discussions relate to a potential nomination, and that a final candidate slate has not been determined.
- Give potential candidates an opportunity (up to 15 minutes) to express what they believe they could contribute to the Board and what goals they would have for their service.

Attempts to contact potential candidates should be documented. If a potential candidate does not respond within a reasonable timeframe, the Committee may choose to remove them from consideration with a notation of the reason.

Recommendation of Candidate Slate by the Committee

After outreach to the potential candidates has been completed, the Committee should meet to review the pool of potential candidates who are willing to serve. The Committee should develop a Candidate Slate that they feel represents the individuals best qualified to serve on the Board. The slate should generally have twice as many candidates as there are open positions on the Board. If the slate features more or fewer candidates, the justification must be documented. As with the initial screening, details of



these deliberations should be kept internal to the Committee, but once a final determination on the inclusion or exclusion of a potential candidate has been made a concise statement of the rationale for the decision must be documented. If the Committee believes a potential candidate would be better suited for inclusion in a future slate, their name should be recorded and provided to USSD staff as input for future nominating processes.

Once completed, the Slate will be transmitted to the Board, along with the documented rationales for the selection of each candidate and, if applicable, the justification of the number of candidates. Records of the rationales for non-selected candidates at both the initial screening and final selection stages shall be stored by USSD staff and available for review by any Board member. The Candidate Slate and supporting information must be transmitted to the Board at least two weeks prior to the vote to approve or disapprove.

Approval of the Candidate Slate by the Board

The Board shall vote to approve or disapprove the Candidate Slate. It is highly recommended that all members of the Committee are available to answer questions from the Board prior to the vote. If the Board approves the Candidate Slate, the Executive Director shall proceed with executing the election. If the Board disapproves of the Candidate Slate, specific direction must be provided to the Committee on what concerns need to be addressed. The Committee shall re-convene to address these concerns and present an amended Candidate Slate to the Board. The process shall be repeated until a Candidate Slate is approved by the Board. The number of nominees in the final election shall not exceed twice the number of vacancies to be filled.

PROCESS FOR OFFICERS

Officers Nominating Committee

The Officers Nominating Committee (“ON Committee”) shall be responsible for developing the slate of candidates for election as officers. The ON Committee shall be named by the President and shall include:

- The current President, who shall serve as Chair of the Committee
- The Immediate Past President
- One outgoing member of the Board
- One member of the Board with one or more years remaining in their term
- The Executive Director of USSD as a non-voting member.

Deviations in the makeup of the Committee may be approved by a vote of the Board.

Nominating Process

The Nominating process shall consist of the following steps

- Identification of Eligible Candidates
- Outreach to Eligible Candidates to gauge interest
- Recommendation of Officer Slate by the Committee
- Approval of the Officer Slate by the Board



As its first activity, the Committee must develop a schedule for implementing these steps and provide them to the Board. Significant changes to the schedule should be communicated to the Board as needed.

Identification of Eligible Candidates

A pool of eligible candidates shall be developed based on:

- Input from the Board
- Skillsets needed to accomplish strategic priorities

Outreach to Eligible Candidates

Members of the Committee should contact potential candidates on the screened list to:

- Confirm interest in serving in Officer position
- Confirm support from the individual's management for participating at increased levels of Board activities (if applicable)
- Identify any potential conflicts of interest that might arise during their service as Officer on the Board, and how these conflicts might be mitigated (e.g., abstaining from votes on certain matters)
- It should be communicated clearly that the discussions relate to a potential nomination, and that a final candidate slate has not been determined.

Recommendation of Candidate Slate by the Committee

After outreach to the eligible candidates has been completed, the Committee should meet to review the pool of potential candidates who are willing to serve. The Committee should finalize an Officer Candidate Slate that they feel represents the individuals best qualified to serve as Officers on the Board.

Once completed, the Slate will be transmitted to the Board, along with the documented rationales for the selection of each candidate and, if applicable, the justification of the number of candidates. The Officer Candidate Slate and supporting information must be transmitted to the Board at least two weeks prior to the vote to approve or disapprove.

Approval of the Candidate Slate by the Board

The Board shall vote to approve or disapprove the Officer Candidate Slate. It is highly recommended that all members of the Committee are available to answer questions from the Board prior to the vote. If the Board approves the Officer Candidate Slate, the Executive Director shall proceed with facilitating the official vote by the Board no later than the board meeting held at the beginning of the Annual Conference. If the Board disapproves the Officer Candidate Slate, specific direction must be provided to the Committee on what concerns need to be addressed. The Committee shall re-convene to address these concerns and present an amended Officer Candidate Slate to the Board. The process shall be repeated until an Officer Candidate Slate is approved by the Board.