



EGUSD FIRST Foundation Policy:

Nomination and Election of Directors of the Board

1. Number of Board Members

The EGUSD FIRST Foundation Bylaws authorize the Board is comprised of not less than 11 Board members, nor more than 15 Board members, which shall be an odd number of members.

On an annual basis, the Executive Committee, and Board Development Committee, upon its formation, evaluate the skills and affiliations needed by the Board for the following year after determining the number of Board members who will be termed out and otherwise not returning or for need to increase the number of Directors, and conducts new Board member recruiting efforts.

2. Board of Director Terms

As stated in the Bylaws Article 7.05, the term of Directors, except for Ex-Officio Directors, shall be for a period of three (3) years. It is the policy of the EGUSD FIRST Foundation that Directors may be renewed for a second three (3) year term upon approval by the Board of Directors. Following a period of two consecutive three (3) year terms, a Director must remain off the Board for a period of at least one year before they are eligible for reappointment to the Board.

3. Board of Director Nominations and Election

As stated in the Bylaws Article 7.07, the term of a Director designated to fill a vacancy on the Board begins on the date of the Director's appointment and continues: (1) for the balance of the expired term in the case of a vacancy created because of resignation, removal, or death of a Director, or (2) for the term specified by the Board in the case of a vacancy resulting from the increase of the number of Directors authorized.

The Executive Committee, and Board Development Committee, upon its formation, seeks to identify prospective Board members from current Board members, as well as the community at large, who possess the desired qualifications and appear to be promising Directors who would support the mission of the Board.

- a) The Board vets a list of potential Director Nominees before contacting potential nominees. A professional resume and/or Bio are requested as part of this process.
- b) Potential nominees approved by the Board are then contacted to determine their potential interest, and interested nominees are interviewed by the Board President

or Executive Committee. The interview addresses the expectations of the Board members, descriptions of Board practice and committee structure, and asks about the professional and community experience of the nominee.

- c) Potential nominees may be invited to attend a Board meeting to meet Board members and gain exposure to the Foundation's strategic issues and ways that issues are addressed.

A slate of recommended Board members will be voted on by the Board with a majority vote required to formalize a nomination.

Newly elected Board members are informed of their election within one week of the Board meeting at which the election took place, in a letter that also confirms:

- a) Date of Board term,
- b) Dates and plans for new Board orientation,
- c) Dates for Board meetings,
- d) Name of a Board mentor,
- e) And a copy of the Expectations of Board of Directors for signature.

Board approved September 25, 2023