

## **Appendix A**

### **Board of Directors Nominating Committee Procedures**

Approved January 22, 2013, updated June 18, 2014

According to Article III Paragraph A of the Gloria Dei Lutheran Church Bylaws, the Vice Chairman of the Board has the responsibility to annually appoint a Nominating Committee. The responsibility of this Committee is to annually develop a slate of board members to fill vacancies created by expired terms or resignations of board members. The goal for Board elections is to have roughly one third of the Board positions be up for election/re-election every year. This helps enable continuity across Board member terms.

The Nominating Committee shall:

- contain a majority of non-board members;
- only include voting members of Gloria Dei Lutheran Church (reference Gloria Dei Constitution Article V, Paragraph C);
- function for only a short period of time leading up to the next Voter's Assembly, not to exceed one year;
- include the Senior Pastor, or Pastor designated by the Senior Pastor, as an ex officio member;
- report their nominations to the Voter's Assembly annual meeting.

Guidance on Nominees:

- The Senior Pastor shall have the ability to remove Board member nominees from this list for reasons known only to him in confidence.
- The Committee's selection of nominees shall be guided by the spiritual gifts and qualifications outlined in the Board of Directors Ministry Description rather than particular points of view regarding the church's concerns.
- All of the nominees shall be well qualified and fully committed to the mission and ministry of Gloria Dei.
- The nominees shall be committed to the disciplines of the Christian faith.
- Nominees should possess requisite business skills necessary for proper governance of the church.
- Should a Board member known to not be continuing in the next fiscal year have a critical skill set necessary for current or planned board work (e.g. finance, etc.), consideration should be given to identifying candidate(s) to replace such skills.
- The Committee should strive to create a balance of men and women on the Board. Nominees should also represent a wide spectrum of age groups.
- Staff members and their spouses are not eligible to serve on the Board of Directors. There are no restrictions on former Board members serving additional terms as long as there is a break of at least the number of years of their previous service. There are no restrictions on spouses of current or former Board members from serving as Board members.
- The Vice Chairman shall contact the nominees in order of their ranking, determined by the nominating committee, to inform them that they have been nominated and to ask them if they are willing to have their name placed on the slate of nominees.
- All Committee discussions shall be confidential.

Nominating Committee Process:

- Prior to forming the Committee, the Vice Chairman shall contact Board members

who are eligible to serve in the next fiscal year to see if they wish to continue their service on the Board. This should be performed no later than 3 months prior to the Voter's Assembly (March for a June Voter's Assembly).

- The Senior Pastor may appoint the Executive Pastor or a staff member to the Committee to serve as an additional ex officio member.
- The Vice Chairman should select four members to serve on the Committee in addition to the Vice Chair and ex officio members.
- The Committee shall recommend a slate of primary recommended candidates to fill the open vacancies and also prepare a prioritized list of alternates.
- The Vice Chairman shall provide the results of the Nominating Committee's work, including the nominations and alternates, to a regular Board of Directors meeting for comment no later than one month prior to the next Voter's Assembly (May for a June Voter's Assembly).
- The Vice Chairman shall publish the slate of nominees no later than two weeks prior to the Voter's Assembly as part of the Voter's Assembly agenda.
- The Committee may be recalled to nominate any future positions vacated during the year, as deemed necessary by the Board of Directors (as opposed to leaving a position vacant until the next Voter's Assembly).