

Nominating Committee Charter

SOURCE OF AUTHORITY AND GOVERNING RULES:

The Nominating Committee of the CPCU Society (the “Society”) is governed by the Society’s Bylaws and the Pennsylvania Not-For-Profit Corporation Law.

CHARTER TERM DURATION:

Ongoing

OPERATIONAL ALIGNMENT:

Works with the Society’s Executive Director

PURPOSE AND RESPONSIBILITIES:

The Nominating Committee is responsible for nominating members to the Society’s Leadership Council, Chapter Governors, and Interest Group Governors.

The Nominating Committee will adopt procedures for vetting potential candidates and perform due diligence according to such procedures.

The Nominating Committee shall recommend to the Leadership Council or its designate a list of Leadership Council candidates, Leadership Council Officers (President Elect and Secretary/Treasurer) and chapter and interest group governors for consideration. If a designate, the designate shall recommend to the Leadership Council a slate of qualified contenders to fill each open seat that is either vacant or set to expire in the time frame established by the Leadership Council. The slate shall be approved by the affirmative vote of a majority of the Members present at a duly called meeting of the Members where a quorum is present. Upon approval of the Leadership Council slate, the Leadership Council shall present the slate to the professional members for election.

Elections of the members, officers and governors will be held prior to the Annual Meeting in accordance with procedures established by the Leadership Council.

DELIVERABLES:

- Nominates prospective Leadership Council members and officers, and chapter and interest group governors;
- Evaluates and assesses prospective Leadership Council members and officers to fill vacancies, ensuring the council has the right talent mix in terms of energy, skills, perspectives and diversity to address the needs of the organization. The evaluation and assessment will differ for different roles. The role of the President-elect requires the highest level of diligence, which includes in-person interviews;
- Engages leadership council, as well as chapter and interest group governors to identify successors for their roles;

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- Interviews chapter governors to ensure they understand expectations, and makes recommendations to Managing Governors;
 - Interviews and recommends prospective candidates for Interest Group Governors to the Leadership Council;
 - Sets up the interview schedule for candidates;
 - Provides tactful and professional feedback to prospective volunteers throughout the selection and appointment process, including suggestions for candidate development for future leadership roles;
 - Understands the roles, responsibilities, and skills required to be a successful Leadership Council member or officer and chapter or interest group governor;
 - Works with Leadership Council, staff and other appropriate committees to develop strategies to strengthen relationships with prospective leaders to help ensure a robust pipeline for the Nominating Committee to consider;
 - Drafts and submits meeting minutes to Society staff within 10 business days of any meeting;
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ACCOUNTABILITY:

- The Nominating Committee is accountable to the Leadership Council.
 - Nominating Committee members meet virtually as required and in person at the Annual Meeting and Leadership Summit. The committee may also conduct some of its business by e-mail.
 - A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of those present shall be necessary for any action by the Committee.
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NOMINATING COMMITTEE CHAIR:

The Chair of the Nominating Committee is appointed by the Society President, subject to approval by the Leadership Council.

Preference will be given to an individual who has served on the Nominating Committee, who has the support of their employer and has knowledge of Society structure and its volunteers.

The Nominating Committee Chair shall serve for a term of three years and is limited to one term.

To improve the selection process, the chair of the Nominating Committee should seek feedback from CPCU Society President on performance of Leadership Council members nominated then elected and feedback from Managing Governors for Chapter Governors nominated then elected.

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COMPOSITION:

The Nominating Committee shall consist of a maximum of nine members, including the chair and vice chair. Members of the Nominating Committee are ineligible to run for office of the Leadership Council for up to one year after leaving Nominating Committee.

The Nominating Committee should be diverse.

A majority of the members of the Nominating Committee shall constitute a quorum for the transaction of business. A majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action.

Members of the Nominating Committee are appointed by the Nominating Committee Chair, subject to approval by the Leadership Council. Vacancies in the membership of the committee shall be filled by the chairperson.

TERM:

The member term will be three years. At the discretion of the chair, a member may have the option to maintain this position for three additional one year terms, if all responsibilities have been met and s/he fulfills the needs of the Nominating Committee. Consideration will be given to diversity of Nominating Committee, the interests of others seeking to serve on the Nominating Committee, and the willingness of a member to serve in a leadership role (i.e. Chair and Vice Chair). No member will serve more than six consecutive years, provided that the term of a committee member appointed to serve as Committee Chair shall be extended for the duration of his or her Chairmanship.

So that all terms do not expire at the same time, committee member term expiration dates should be staggered.

A committee member may re-serve after being off for two years.

SELECTION PROCESS AND QUALIFICATIONS:

Nominating Committee members are identified through an open call for qualified volunteers. Selection is based on these qualifications.

- Must be a CPCU designation holder or an individual working towards their CPCU designation;
- Must be a CPCU Society member for at least 3 years;
- Must be able to attend the Leadership Summit and the Annual Meeting;
- Must have extensive CPCU Society service;
- Must have the ability to engage, deliberate, and support the consensus in a civil and objective manner;
- Successful members will be strategic, and have a high degree of emotional intelligence;

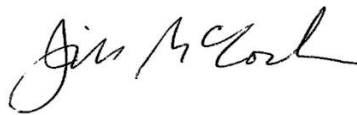
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- Must have an understanding of the skills and attributes of successful candidates for Leadership Council members, Officers, Chapter Governors, and Interest Group Governors.
- Has the ability to work independently and virtually to complete deliverables as required by the Society;
- The work of the Nominating Committee is confidential. Each committee member must be able to maintain confidentiality on all discussions, interviews and any other work of the committee;

REMOVAL OF COMMITTEE MEMBERS:

A Nominating Committee member (including the Chair and Vice Chair) may be removed at any time, with or without cause, upon (i) the affirmative vote of two-thirds (2/3) or more of the other Nominating Committee members, or (ii) the affirmative vote of a majority or more of the Council members present at a duly called meeting of the Leadership Council where a quorum is present, provided that written notice of the intention to consider the removal of such committee member has been included in the notice of the meeting at which such removal will be considered.

APPROVAL:



8/23/19

Jill D. McCook, CPCU, CLU, M.Ed., AIS, AIM
2019 President and Chair, CPCU Society Leadership Council

Date

September 20, 2019
Leadership Council Approval