

NOMINATING COMMITTEE

Type: Standing Committee

Authority: Articles of Association, revised ~~March 16, 2016~~ November 20, 2024

MEMBERSHIP

The Nominating Committee will consist of six Board members who shall be appointed in November of each year. Members include the Immediate Past Chair of the Board (or Vice Chair if there is no Immediate Past Chair); one Board member representing the City and County of Denver; one member selected by the Performance & Engagement Committee; one member selected by the Finance & Budget Committee; one member selected by the Board; and one member selected by the Board Chair. Member qualifications for the Nominating Committee are as follows:

- Members of the Nominating Committee shall have served not less than one year as a member or an alternate on the Board before being eligible to serve on the Nominating Committee.
- No more than one Board officer and no more than one member from the City and County of Denver may serve on the Nominating Committee.
- A designated alternate may not serve on the Nominating Committee.

In the appointment of the Nominating Committee, consideration shall be given to providing representation of a broad cross-section of the Board, taking into account community size, geographic location, the rate of growth, county and municipality, rural and suburban, and other factors. If a vacancy arises on the Nominating Committee, the person or entity that selected the departing member shall select a replacement.

OFFICERS

At its first meeting upon annual appointment of its members, the Nominating Committee shall elect its chair and vice chair.

RESPONSIBILITIES

The following powers and duties are vested in the Nominating Committee:

- To make recommendations regarding nominations for Board officers and Board officer vacancies as provided in the Articles of Association. (A Nominating Committee member may not be a nominee for Board officer.)
- To recommend member representatives for appointment by the Board to the Finance & Budget Committee and the Performance & Engagement Committee, in accordance with the procedures and requirements set forth in the Articles of Association.
- To make recommendations to the Board for appointment to fill any vacancy on the Finance & Budget Committee and the Performance & Engagement Committee, which

vacancy shall be filled in accordance with the procedures and requirements set forth in the Articles of Association.

- To recommend member representatives for appointment by the Board to regional committees (e.g., Front Range Passenger Rail District Board, State Transportation Advisory Committee, E-470 Board of Directors, Regional Building Decarbonization Oversight Committee, Area Agency on Aging, etc.)

QUORUM

A quorum for the transaction of Nominating Committee business shall be all six (6) of its members.

VOTING

A majority of those present and voting shall decide any question brought before the meeting.

OTHER PROCEDURES & GUIDELINES

- The Nominating Committee shall strive to ensure its recommendations for appointments are representative of the Board considering community size, geographic location, the rate of growth, county and municipality, rural and suburban, and other factors encouraging diversity.
- Executive Committee Recommendations: The Board recognizes the importance of leadership succession in reaching its desired outcomes and to ensure that Board officers have a well-rounded understanding of DRCOG's operations. As such, Board officer positions are intended to be progressive from Treasurer, Secretary, Vice Chair, Chair and Immediate Past Chair.
 - ~~The Nominating Committee will meet at a time(s) convenient for all members in November.~~ In January, the Committee will present to the Board nominations for Treasurer, Secretary and Vice Chair, ~~and recommendations for appointment to the Finance & Budget Committee and Performance & Engagement Committee.~~ The election of officers and appointment of Committee members will take place at the February Board meeting.
 - Any candidate for Board officer or the filling of a Board officer vacancy who receives a majority or tie vote of the Nominating Committee shall be presented to the Board for consideration.
 - The incumbent holding the position of Vice Chair automatically becomes the Chair in the following year. In the event the incumbent Vice Chair does not assume the position of Chair or in the event of a vacancy in the position of Chair, the procedures and requirements set forth in the Articles of Association shall be followed for any Nominating Committee presentation of nominees to the DRCOG Board.

