

## **NOMINATING COMMITTEE**

**Type:** Standing Committee

**Authority:** Articles of Association, revised 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 the following regional committees:
  - Front Range Passenger Rail District Board
  - State Transportation Advisory Committee
  - E-470 Board of Directors
  - Regional Building Decarbonization Oversight Committee
  - Area Agency on Aging

## **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.
  - In January, the Committee will present to the Board nominations for Treasurer, Secretary and Vice Chair. 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.

- For the position of Vice Chair, the Nominating Committee will consider and present a Board member with substantive past experience as a member of the DRCOG Board that includes serving in the position(s) of Treasurer, and/or Secretary, or membership for at least one year on Finance & Budget Committee or the Performance & Engagement Committee. Participation as a member of another standing committee or ad hoc committee also may constitute substantive past experience. Consideration will be given to the sitting Secretary assuming the individual has exercised sound judgment and is willing and able to serve. Additionally, the Nominating Committee will ascertain the ability of individuals being considered for Vice Chair to serve as Chair without interruption due to term limits.
- For the position of Secretary, consideration will be given to the sitting Board Treasurer assuming the individual has exercised sound judgment and is willing and able to serve.
- The Board Chair will request a completed statement from all interested Board members stating why the individual wishes to serve as a DRCOG Board officer.
- The Nominating Committee will consider the following criteria when evaluating Board members for the positions of Treasurer, Secretary, Vice Chair, and if applicable Chair:
  - Commitment to DRCOG's vision and mission,
  - Substantive experience with DRCOG,
  - Strong willingness to serve, and
  - Capacity to be "ambassadors" for DRCOG and represent the organization as needed and desirable.
- The Nominating Committee will make recommendations for appointment to the Finance & Budget Committee and Performance & Engagement Committee at the February Board meeting.