

IICRC Nominating Committee Policy

Approved January 2019

I. Definitions:

Nominate: To propose as a candidate for election to an office.

Vet: To investigate and evaluate (someone) thoroughly for possible approval or acceptance (e.g., vet candidates for a position).

II. Purpose and Scope:

The purpose of the Nominating Committee is to receive nominations from the industry and to vet nominees for IICRC Director positions in order to ensure that nominees satisfy the eligibility requirements of this policy.

Director-nominees should be individuals who are dedicated to achieving IICRC objectives, including but not limited to:

- a. Being the leading independent, non-profit, certification and standard-setting body in the inspection, cleaning and restoration services industries.
- b. Setting and promoting high ethical standards.
- c. Advancing communication, collaboration and technical proficiency within the industry.

In general, nominees should be individuals with knowledge, experience, time and the willingness to contribute to the mission and ideals of the IICRC.

III. Nominating Committee Members:

The Nominating Committee shall consist of seven members:

- a. Two of the seven members shall be past or present members of the IICRC Executive Committee, one being the Chair or Chair-Elect.
- b. One member shall have served on the prior year's Nominating Committee unless unwilling or unable to serve.
- c. Members shall have at least one year's experience serving on the IICRC Board, or as chairperson of a standing committee, or as a shareholder association board member.
- d. No person who directly or indirectly receives compensation from the IICRC as a consultant, contractor or employee is eligible to serve. Notwithstanding receiving a Director's fee or Instructor Proctoring fee, which does not disqualify an individual.
- e. Nominating Committee members shall be appointed by the current IICRC Chairperson and approved by the Board no later than April 30th.
- f. If the IICRC Board refuses to ratify Nominating Committee members appointed by the Chairperson, or any one of them, the Board of Directors shall propose alternate members and confirm them by majority vote at the spring Board meeting, until the committee is fully constituted. This policy requires that the process of ratifying and establishing the

- Nominating Committee be completed by April 30th.
- g. No Nominating Committee member shall submit nominees for consideration as a Director candidate.
 - h. No member of the Board of Directors, whose term is ending and is eligible for re-election shall serve on the Nominating Committee.

IV. Vacancies:

Vacancies on the Nominating Committee (i.e., members who decline or are unable to serve) shall be replaced by appointment of the IICRC Board Chairperson and ratified by the IICRC Board of Directors at their next regularly scheduled meeting. Members of the Nominating Committee serve at the pleasure of the Board of Directors, which reserves the right to remove any or all members of the Nominating Committee by a majority vote, at any time, with or without cause. During each annual election cycle, the Nominating Committee shall be reconstituted and reappointed.

The Nominating Committee shall disband once the annual Shareholders Director election is completed. Voting or Honorary Board member vacancies that occur during the course of a fiscal year shall be filled by a majority vote of the Board, with selections made from current Honorary Directors, or from the most current list of previously vetted nominees.

V. Committee Organization:

The Nominating Committee shall hold an organizational meeting by May 30th. The Chairperson of the Nominating Committee shall be elected by a majority vote of committee members. The vote shall be organized and conducted by the IICRC staff liaison and a record of the vote shall be recorded in meeting minutes. The Chair shall direct committee meetings, establish agendas, and record nominations and nominating results.

Committee members may participate by teleconference, or by other means of electronic communication. A quorum of the Nominating Committee consists of a simple majority of the members after all members have been contacted by the IICRC Chair of the Board. The vote of the majority of a quorum shall constitute action by the committee.

The Nominating Committee shall appoint a secretary to record minutes. The committee may either appoint the IICRC Secretary or an IICRC staff member to record meeting minutes. The appointed committee Secretary shall not vote or comment on Nominating Committee deliberations.

Meetings of the Nominating Committee may be called by the Nominating Committee Chair, or by written request of a majority of its members, with at least 5 days' notice unless each committee member waives its rights to the notice.

The Nominating Committee shall prepare a list of vetted candidates to present to Shareholders, at least thirty (30) days before the annual Shareholder's meeting.

VI. Nominating Committee Process:

- a. Nominations must be received on a completed IICRC-approved nomination form by the IICRC Nominating Committee. Submissions may be conveyed by mail, e-mail, or other electronic communication. Completing the required nomination form helps ensure that a nominee meets the eligibility requirements established by this policy. The form also allows submission of other relevant information by the nominator or nominee, to support a nominee's qualification for Director. Upon receipt, IICRC headquarters staff shall forward the completed nomination form and accompanying information, to all members of the Nominating Committee.
- b. As soon as practical after receiving a nomination, the Nominating Committee shall confirm with the nominee that he or she consents to consideration for a Director position.
- c. The Nominating Committee shall vet nominees, according to the timelines in the table above, to confirm that each meets the eligibility requirements set forth in this policy. If the Nominating Committee denies a nominee based upon eligibility, the Nominating Committee shall inform the nominee in writing, and the committee shall state the reason for denial.
- d. The Nominating Committee shall submit the complete list of vetted nominees to the IICRC President and Executive Committee. This shall include a list of the committees' recommended candidates. The IICRC President shall forward the list of recommended nominees to the IICRC Shareholders and Board of Directors no later than 30 days prior to the Shareholder election of new Board members.
- e. The Nominating Committee Chair shall ensure that the recommended list of vetted nominees shall be included within Shareholder and Board of Directors packets at least 30 days prior to the IICRC's annual Shareholder and Board meetings.
- f. Only those nominees recommended by the Nominating Committee shall be eligible for election. The list shall consist of the number of open seats, plus two. No nominations from the floor shall be permitted.
- g. Once the Director election has taken place, the Nominating Committee Chairman shall ensure that each nominated person who was not selected for the Board is sent a letter thanking them for their willingness to participate and encouraging them to continue to support the organization.

IICRC DIRECTOR NOMINATION TIMELINE		
Task	Date	Performed By
Form the Committee	by April 30th	IICRC Board Chair
Ratify Committee	by April 30th	IICRC Board
Develop Nomination form and Press Release	by May 1st	IICRC Staff
Nominations Open	May 1-30th	
Nominees sent request for Candidate Agreement	June 1st	IICRC Staff
Nominees respond to request for Candidate Agreement	by June 15th	Nominee
Nominee Qualifications Review	by June 20th	IICRC Staff
NC Chair receives list of nominees/status	by June 20th	IICRC Staff
Vet nominees	June 20 th -Aug 15 th	Nominating Committee
Notice of non-qualification sent to nominees	by June 30th	IICRC Staff
List of vetted nominees submitted to IICRC President and Exec Committee	by August 17th	Nominating Committee
List of vetted nominees submitted to BOD and Shareholders	by September 1 st (or no later than 30 days prior to scheduled Shareholder meeting)	IICRC Staff
Election of the new BOD	Shareholder Meeting	Shareholders
Notify newly elected BOD members	Within 24 hours after election	Board Chair
Thank you letter sent to rejected nominees	Within 15 days after Shareholder Mtg	IICRC Staff

VII. Requirements for the IICRC Directors:

- At least one year of IICRC committee involvement
- Is a business owner or has management experience
- Has served on the Board of Directors of other non-profit organizations
- Be at least 21 years of age

VIII. The requirements **to serve** on the IICRC Directors includes but is not limited to the following:

- Willingness and ability to travel and agreement to attend all Board committee meetings and functions, including special events and retreats.
- Knowledge of the IICRC Policy Manual, governance, organizational chart and knowledge of committee structure.
- Agreement to serve on a least one IICRC committee, and to travel to and attend committee

meetings, and participate actively in committee activities;

- Agreement to prepare adequately for all Board and committee meetings, and to contribute and participate actively and constructively;
- Agreement to take responsibility for, and follow through on all assignments;
- Willingness to consider the assumption of organization leadership roles if requested;
- Agreement to learn and stay informed about the mission, services, policies and programs of the IICRC;
- Agreement to cultivate and assist in recruiting or recommending candidates for other Board, officer or volunteer positions;
- Agreement to undertake and fulfill all responsibilities of Board membership, including compliance with the IICRC organizational documents; ethics, conflict of interest and confidentiality policies; other regulations and policies of the IICRC, and the IICRC Commitment Pledge;
- Agreement to sign the IICRC Commitment Pledge, and Oath of Office, and agreement to assist the Board in carrying out its fiduciary responsibilities, such as reviewing the organization's financial reports, audits and financial statements.

The Nominating Committee may request waiver of individual requirements from the Executive Committee, based on exceptional qualification of a nominee.