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SECTION 1 - INTRODUCTION

Incorporated in 1946, Golden Valley Electric Association (GVEA) took shape when a small group of people became interested in bringing electric service to rural areas in the Interior. It was a way to boost the agricultural industry and provide stable pricing of electricity for the Interior. GVEA is a generation, transmission and distribution electric utility, and as such is one of a handful that owns its own generation of the more than 900 electric cooperatives across the nation. It also serves a fairly large urban population compared with cooperatives across the country. Golden Valley Electric Association is the second largest utility in the state of Alaska with a \$200 million a year operation serving Interior Alaska's approximately 100,000 residents with nearly 35,000 members and serving over 44,000 meters. Given the extreme temperatures experienced in the Interior in the winter, GVEA is a vital service utility—the absence of electric power for any length of time can lead to serious consequences for the homeowner and business owner. Not connected to a national grid, GVEA is really an island when it comes to generation. For this reason, GVEA's board assumes greater responsibility than a typical electric utility. It operates with a long time frame in mind as it must weigh the risks and consequences of decisions about the 30-year impacts of huge capital investments. Generation, therefore, is a major responsibility for the board, which the membership reaffirmed by its 2006 vote to have GVEA continue to own its generation.

GVEA Mission and Values

GVEA has been guided by longstanding mission and values.

Our Mission

Recognizing GVEA's importance to the economic, environmental and social viability of our communities, the Cooperative's mission is to safely provide its member-owners with reliable electric service, quality customer service and innovative energy solutions at fair and reasonable prices.

Our Values

We, the people of Golden Valley Electric Association (Board of Directors, management and staff) pledge to demonstrate the following values, beliefs, principles and standard of professional behavior as we fulfill the duties of our positions:

- a. Integrity and honesty in all we do.
- b. Full and open accountability for all of our decisions and actions.
- c. Dedicated stewardship (economic, environmental and social) in the management of all the resources entrusted to our care.
- d. Equitable rates for power and services that reflect costs.
- e. Sensitive to the impacts of rate on our members.
- f. Open, transparent and effective communications with our members.
- g. Respect for and responsive to the needs of each member while considering the impact of actions on other members.
- h. Leadership, innovation and vision in regional utility issues and solutions.
- i. Safe, reliable and predictive operation and maintenance of our generation, transmission and distribution systems.
- j. Respect and goodwill toward one another in support of cooperative unity.
- k. Loyalty to the philosophy of cooperative ownership and adherence to cooperative principles.
- l. Recognize the importance of a diverse work force composed of safe, committed and self-motivated employees.
- m. Continuous improvement in all that we do.

In advancing GVEA's mission and values, GVEA will foster a culture of safety within the organization and our communities.

SECTION 2 - COOPERATIVE PRINCIPLES

NRECA's Seven Cooperative Principles

Golden Valley Electric Association (GVEA) is one of more than 900 electric utility cooperatives in the U.S. More than 60 million Americans are members of 40,000 cooperatives, and electric utilities serve more than 40 million consumers across the U.S. The Association is guided by business principles focused on consumers of user-ownership, user-control, and user-benefits that have been found to guide most cooperative practices. Cooperatives trace the roots of these principles to the first modern cooperative founded in Rochdale, England, in 1844. GVEA is a member of the National Rural Electric Cooperative Association (NRECA), which offers the Credentialed Cooperative Director Certificate that GVEA's Bylaws require every board member to attain within the first term of office. NRECA educates electric utility directors about the seven cooperative principles shared by co-ops around the world. These principles are:

1. Voluntary and Open Membership

Cooperatives are voluntary organizations; open to all people able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political or religious discrimination.

2. Democratic Member Control

Cooperatives are democratic organizations controlled by their members—those who buy the goods or use the services of the cooperative. The members participate in the democratic process of nominating and electing board of directors to represent their interests and to govern the cooperative.

3. Members' Economic Participation

Members contribute equally to, and democratically control, the capital of the cooperative. This benefits members according to the amount of business they conduct with the cooperative rather than the amount of money they invest in it.

4. Autonomy and Independence

Cooperatives are autonomous, self-help organizations controlled by their members. If a co-op enters into agreements with other organizations or raises capital from external sources, it does so based on terms that ensure democratic control by its members and the autonomy of the cooperative.

5. Education, Training, and Information

Cooperatives provide education and training for members, elected representatives, managers and employees, so they can contribute effectively to the development of their cooperatives. Members also inform the general public about the nature and benefits of cooperatives.

6. Cooperation Among Cooperatives

Cooperatives serve their members most effectively and strengthen the cooperative movement by working together through local, regional, national and international structures.

7. Concern for Community

While focusing on member needs, cooperatives work for the sustainable development of communities through policies and programs.

SECTION 3 – BOARD ACCOUNTABILITY and GENERAL RESPONSIBILITIES

The Board’s Oversight Role – General Organizational Guidelines for Cooperatives

Each electric cooperative has a board of directors which is the governing body of that not-for-profit corporation. The board of directors is responsible for establishing policies, providing strategic direction, hiring the CEO and providing for a plan of succession, overseeing management and overseeing all major corporate functions. In short, it has a fiduciary responsibility that is reserved only to the board to represent the members, as provided for in state law and GVEA’s Bylaws. As a recipient of federal loan funds, GVEA is subject to regulatory oversight and it’s the board’s responsibility to ensure that the Association operates in a safe and sound manner and in compliance with appropriate laws and regulations. To accomplish this, the board must structure itself so that it has the requisite knowledge and skills to carry out its duties in a manner that is efficient and cost-effective.

Skills and Training. The energy sector within which GVEA operates has seen considerable change over the last decade, and more changes are anticipated. The board has an obligation to continually reevaluate their collective skill set in light of these changes. Individual directors need to undertake training on an ongoing basis to stay abreast of these changes and understand key concepts. For example, electric cooperative boards of directors are required to approve cost of service studies and new rate designs. The National Rural Electric Cooperative Association urges directors to “be open to new ideas and consumer concerns, engage in thoughtful decision making when developing policies relating to rates and services and they must communicate their decision clearly and repeatedly.”

Cooperative association boards are required to develop policies for and implement director training programs appropriate to the cooperative’s needs. New directors must receive training in, and orientation on, all aspects of the cooperative’s operations once elected to the board.

Financial Expertise. While a board member does not have to be a financial expert, general business experience and expertise is a very valuable skill set. To assist the board with financial expertise, an independent auditor is employed by the board. The auditor reports to the board on such things as internal accounting controls, examination of financial statements and financial reporting requirements.

Legal Responsibilities

Cooperatives are governed by and are subject to federal and state laws and regulations. A director who fails to comply with statutory or regulatory mandates, engages in unethical or unsound practices, or breaches a fiduciary duty (or permits another person to do so) may be held personally liable and subject to monetary penalties or other sanctions.

In addition to the standards established by federal law and regulations, there is also a body of common law against which the performance of directors is measured. Common law is the body of law that is made up of cases decided by the courts and that constitutes generally accepted legal principles. Common law and statutory provisions, including federal statutes and state corporate and fiduciary statutes, often address the same conduct. Therefore, a lawsuit against a director could allege a violation of common law or statutory law.

In the exercise of their cooperative's corporate powers, directors individually have a responsibility to their corporation, which is distinct from their duties to the membership as a whole. By accepting the position, the director assumes a fiduciary duty to the association and its members and is, therefore, liable for damages resulting from a breach of that duty. A fiduciary status signifies a special relationship between a director and the cooperative, which is characterized by trust and confidence in the director and his or her integrity. It also imposes certain obligations the director owes to the "corporate body" of the cooperative. NRECA defines the fiduciary responsibility of a cooperative director as a responsibility "to prudently represent the interests of the members as a group in directing the business and affairs of the cooperative within the law." The board is generally viewed as a "trustee" with respect to these interests.

The fiduciary duties of a director are typically described as the duties of **due care**, **obedience** and **loyalty**.

Due Care. The duty of due care holds directors to a standard of care in performing their jobs equal to that which a reasonable and prudent person would exercise in similar circumstances. This means that directors must make a reasonable effort to gather and consider relevant information. The courts have found a lack of due care when directors have made a habit of missing meetings or not reviewing such essential documents as the quarterly and annual reports. Another responsibility considered part of due care is the hiring the president and CEO. Though not responsible for the day-to-day operations of their cooperative, directors are expected to hire a competent president and CEO and establish policies and procedures to guide him/her. They are also expected to evaluate how well the president & CEO is fulfilling his/her duties. When circumstances alert directors to an actual or potential problem, the duty to investigate requires that they learn the facts and resolve the situation. Not only must directors act in a careful manner, but they must also not neglect to act. Directors can be held liable for failing to attend board meetings, failing to maintain adequate audit procedures, permitting false statements to be made in reports and failing to examine reports that pointed out problems warranting attention. Sometimes this liability for failure to act is referred to as the "duty of attention." This has become especially important since Congress passed the Sarbanes-Oxley Act of 2002 in response to corporate scandals.

Obedience. The duty of obedience requires the director to act within the limits of power granted by the cooperative's charter, articles of incorporation, bylaws, statutes and regulations. To discharge this duty faithfully, directors must familiarize themselves with the legal constraints under which their cooperative operates and seek legal counsel when they are uncertain about whether a particular action is authorized.

Loyalty. The duty of loyalty generally prohibits directors from placing their personal or business interests or those of others above the interests of their cooperative. Directors must deal fairly with their cooperative, refrain from letting personal interests affect their decisions and always act honestly and in good faith. The duty of loyalty does mean that directors must disclose fully to the board any personal interest they may have in matters affecting their cooperative and ensure that any transactions involving these interests are evaluated and that decisions are made by disinterested directors.

Avoiding the Misuse of Position. Directors must not use influence or knowledge acquired through their official position for personal gain or the gain of others. Directors must deal with their cooperative's assets solely for the benefit of their cooperative and the membership.

Disclosing Conflicts of Interest. When a director stands to gain personally from a proposed action or inaction by his or her cooperative, a conflict of interest may exist; the legal and regulatory problems that directors encounter often result from such conflicts. Directors are

required to disclose conflicts of interest with their cooperative and to refrain from considering or voting on any matter in which a conflict exists and from attempting to influence the vote of others on such matters.

The association, consistent with state law, may indemnify and defend its directors if legal claims are brought against them. GVEA provides insurance for errors and omissions for its directors in the amount of \$5 million per loss for each year. This policy is designed to insulate GVEA's officers and directors while acting in their official capacity in the course and scope of their duties.

Conflict of Interest

Having a reputation for honest dealings is important. Having the good opinion of the internal community—the employees and officers—is critical for effective corporate governance. Even more important is to have the good opinion of those outside the corporation. To establish and maintain a cooperative's reputation for customer trust and honest dealings with business partners, certain disclosures are expected. In general, it is a duty of the board, as fiduciary agent for the cooperative's members, to keep members fully informed of any activities or business affiliations by the board, individually or collectively, and/or its officers that might affect the decisions they make or actions they take on behalf of the institution.

GVEA Board Policy 2.1.1 (see Appendix A) requires each director to annually sign a Conflict of Interest Certification and Disclosure Statement which is reviewed by all of the board members and legal counsel. Each candidate for election must sign the Conflict of Interest Certification and Disclosure Statement, which is part of the Board of Director Application (see Section 12).

SECTION 4 - DIRECTOR ELECTION

Members elect seven directors to the GVEA board to represent their interests in the governance of the cooperative. Each year, GVEA members elect two or three members to serve on the board of directors through a formal democratic voting process. The term of office for each of the seven directors expires on a staggered basis, and incumbent board members can seek re-election with no maximum length of service. All directors are elected for terms of three years and serve until their successors have been elected or appointed. The number of directors to be elected each year shall be two in two succeeding years and three every third year. Although GVEA directors are elected by district, once elected, every director represents the entire membership and must act in the best interests of the cooperative as a whole.

Voting

Current Bylaws (Article V, Section 2a) state that each director shall be elected by means of a confidential ballot, which will be distributed by mail, electronic or other means, within ten (10) days following the annual meeting to the member of the district.

In addition, current Bylaws (Article V, Section 4d) require the Secretary of the Board to ensure ballots sent to the members of each district include the names, addresses and resumes of the candidates nominated for that district, specifying separately the candidates put forth by the nominating committee and the candidates put forth by petition. Such specification will, however, not be included on the printed ballot.

Members who want to vote must have a membership in their own name or be listed on a joint membership.

GVEA provides notices and information about voting via the association's magazine, *Ruralite*, bill stuffers, the website www.gvea.com and other means, including advertisements in the Fairbanks Daily News-Miner, The Delta Wind and appropriate publications in the communities of Healy and Nenana.

The current Bylaws do not permit proxies or absentee ballots. Ballots can be returned by mail or submitted electronically by the deadline advertised. Members have the opportunity to receive a new ballot if they notify the election vendor they have not received a ballot. In order to be counted, ballots must be returned by the time and date specified in the voting instructions. Ballots must be counted within seven (7) days of the specified return date per Bylaws Article V, Section 2d. Only one ballot per membership will be counted, and it will be the first ballot received.

The Bylaws Article V, Section 2c, g require that the number of persons voting shall be not less than 10 percent of the total membership of the district. If no director is elected because of an insufficient number of returned ballots, the director then in office shall be considered to be elected for the full term of three years.

Per Bylaws Article V, Section 2e, a candidate must receive at least 40 percent of the votes cast. If no candidate receives 40 percent or more of the votes cast, or, in case there is a tie between the candidates receiving the largest number of votes, a run-off election will be held between the two candidates receiving the most votes (or, in the case of a tie among more than two candidates, between all such candidates). A second mail ballot will be distributed to members in the district within 21 days after the votes are counted. In such instances the candidates are the two (or more, in the case of a tie among more than two candidates) persons who received the most votes in the first election.

SECTION 5 - DIRECTOR AUTHORITY and RESPONSIBILITIES

The Board of Directors speaks and acts on behalf of the membership as a whole. Similar to other cooperatives, the responsibilities of the GVEA Board of Directors include:

- Selecting, hiring, evaluating and terminating the chief executive officer.
- Providing stewardship of the planning process through active participation in strategic planning and through the review and approval of business plans and budgets.
- Monitoring and evaluating organizational performance.
- Identifying principal risks to the cooperative and ensuring effective systems are in place to manage these risks.
- Ensuring there is a succession plan for the board and executive management.
- Developing and reviewing policy.
- Reviewing the adequacy and integrity of internal control and management information systems.
- Establishing policies, processes and procedures for the structure, operation and evaluation of the board.
- Honoring the Board policy that delegates the Chairman of the Board as the spokesman for the board.

Director Commitment to Discharge Responsibilities

On average, directors should expect to spend approximately 500 hours per year on GVEA-related business. They are individually, and collectively as a board, responsible for the fiduciary and legal implications of the decisions they make.

Directors must avoid conflicts of interest; observe high standards of integrity and ethics; and maintain the confidentiality and security of the board room.

Directors are expected to be diligent in preparing for and attending board meetings, contribute positively to board discussions and work in harmony with other board members.

Directors must disclose to GVEA the nature and extent of any real or perceived interest that the director has in a material contract or transaction, or a proposed material contract or transaction with GVEA.

Director Duties

Directors must be prepared to devote the time and attention necessary to attend and participate in board, committee and other meetings and events. Expectations include:

- At the least, attendance at one or two board and/or committee meetings each month.
- Service on at least two committees.
- Attendance at two-day planning sessions at least once a year.
- Attendance at board training and development sessions.
- Attendance at special events important to the cooperative, including the Annual Meeting.
- Representation of GVEA's interests at other cooperative gatherings, including Alaska Power Association, NRECA and other related organization's meetings.

Currently, by consensus of the board, board meetings are held in the evening once a month and generally last from 4:30 pm until 9 pm. Workshops are held as appropriate, frequently during normal business hours. Some

board meetings, committee meetings and other activities may be conducted during evening hours, before regular board meetings and occasionally on weekends. Directors absent from two consecutive regular meetings of the board of directors or absent from twenty-five percent or more of the regular meetings of the board of directors during a calendar year may be removed from office as prescribed in Bylaws.

Director Accountability

Golden Valley Electric Association assumes its directors and candidates for the board make an honest effort to deal fairly with the Association, to comply with all laws and regulations and to follow sound practices. The following advice is offered to all who are interested in serving their cooperative as a member of its board of directors.

- Read and be aware of the appropriate federal laws and regulations, such as:
 - Congressional legislation
 - US Department of Agriculture – Rural Utility Service regulations
 - Environmental Protection Agency regulations
- Read and be aware of the appropriate state laws and regulations, such as:
 - State legislation
 - Alaska Dept. of Environment & Conservation regulations
 - Regulatory Commission of Alaska regulations
- As a fiduciary, think and act independently and in the best interest of the Association. When acting in an official capacity, personal interest and those of family and associates must be subordinate to the best interest of the cooperative. Evaluate issues in terms of the cooperative's resources and capabilities; the reasonableness of risk and returns; and any potential adverse effects on the Association.
- Read and study financial statements; consultant reports to the board; and reports from management and staff with an inquisitive eye. Reports and statements to the board may be lengthy and use uncommon terms. If something is not clear or needs further explanation, ask questions. Always ask yourself whether you have enough information to make an informed decision; if you do not, find out where you can get the information you need before voting on an issue. It is your responsibility to be informed about the institution, its business environment and current practices.
- Business demands and legal standards that govern a cooperative's board require directors to serve with dedication and vigilance. Although you may delegate assignments, you may never delegate your responsibilities as a director.

SECTION 6 - DIRECTOR REQUIREMENTS and QUALIFICATIONS

A not-for-profit corporation with a \$240 million/year operation, GVEA seeks directors who are:

- Individuals of good character.
- Knowledgeable about the cooperative business model.
- Able and willing to represent the interests of the membership.
- Aware of, and comfortable with, the legal liabilities implicit with the board role.
- Able to compromise and work collaboratively with others.
- Able to add to the diversity of knowledge and skills of the board, in areas such as:
 - Board governance
 - Strategic leadership, planning and management
 - Financial management
 - Risk management
 - Project management
 - Computer literacy
 - Human resources
 - General business knowledge and skill
 - Marketing and communications
 - Administration and law

Directors are expected to have an awareness of and demonstrated capability in interpersonal relationships and teamwork. The Golden Valley Electric Association provides training and development opportunities for directors, and it holds a “New Director Orientation” soon after the election of a new director. GVEA expects board members to attend annually a minimum of one course, seminar or workshop by Alaska Power Association (APA), National Rural Electric Cooperative Association (NRECA) or Northwest Public Power Association (NWPPA), National Rural Utilities Cooperative Finance Corporation (NRUCFC) or CoBank.

In addition, board members must demonstrate:

- Good listening skills
- An ability to compromise
- An ability to communicate effectively
- Pro-active leadership
- An ability to work collaboratively with others
- An ability to represent the entire membership

Director Eligibility under Association Bylaws and Policies

A member seeking nomination for the position of director of GVEA is responsible for ensuring his or her information and address on file with the association is current and accurate. A director who has served on the board for at least two-and-one-half consecutive years, but who has failed to qualify for and obtain a National Rural Electric Cooperative Association (NRECA) Credentialed Cooperative Director's certification shall be ineligible to succeed him or herself. (Bylaws: Article V, Section 3k)

Members interested in serving on the Board of Directors must meet the following minimum requirements in accordance with the Bylaws. (Article V, Section 3)

To be eligible to become or remain a director a member must:

- a. Be a member of the Cooperative with a membership held in his or her name who receives electric service at his or her residence in the district from which he or she is elected;
- b. Have the legal capacity to enter into a binding contract and be physically and mentally able to discharge the duties of a director;
- c. Not be in any way employed by or in any way hold a material financial interest in any of the following:
 1. A competing enterprise;
 2. A business selling electric energy; [Note: This does not include a director's family member, except for his or her spouse, who is selling power to the Association under a GVEA sponsored alternative energy program (SNAP).]
 3. A business selling substantial amounts of energy or fuel products to the Cooperative; or
 4. A major vendor to the Cooperative, including but not limited to, professional consultants, electrical contractors, and businesses whose sales to the Cooperative represent more than one-third of its business;
- d. Not be employed or has been employed by the Cooperative or a subsidiary within the last three years;
- e. Not be employed by, materially affiliated with, or shares a material financial interest with, any other director;
- f. Not be an officer or employee of a collective bargaining unit with which the Cooperative has a labor contract;
- g. Not be a close relative or a member of a household of a director of the Cooperative or of a person described in (c), (d), or (e) above. (As used by the Association, the phrase "close relative or a member of a household," means a person who by blood or in-law, including half, foster, step or adoptive kin is either a spouse, child, grandchild, parent, grandparent, brother or sister of the person in question or who on a fixed, long-term or non-temporary basis, shares living quarters with the person in question.)
- h. Not have been convicted of a felony or have had your civil rights removed;
- i. Not have had a criminal judgment entered against you based on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty or insider trading;
- j. Have provided a criminal background check within 90 days of election application deadline;
- k. Not have served on the Board for more than two and a half years without obtaining certification as a Credentialed Cooperative Director through the National Rural Electric Cooperative Association.

NOTE: For a complete list of qualifications, review Policy 2.7, Qualifications of Directors (Appendix A).

NOTE: The Bylaws further provide the Board will prevent any member from running for a board seat or remove any director from office if it is determined that the prospective nominee is or a director is holding office in violation of any of the foregoing provisions.

Applicants will be rejected and not forwarded to the Nominating Committee if they:

- Have been found guilty of a felony offence within the last five years.
- Have had a judgment ordered against them in a civil claim based on fraud, theft, deceit, misrepresentation, civil conspiracy, breach of trust, breach of fiduciary duty, insider trading, failure to disclose material facts or changes, or similar conduct.
- Are involved in any litigation against GVEA.
- Have been prohibited or otherwise removed as a director of an organization.
- Have been involuntarily prohibited or restricted from practicing as a member of a professional body or collective bargaining unit during the previous five years.
- Have been an employee of the Association or its subsidiary in the previous three years.

Applicants for nomination by committee must declare on their application that none of the conditions stated above apply to them and agree to resign immediately if their declaration is found to be false.

Every applicant for the board of directors must complete and submit a GVEA Board of Director Application by the specified deadline. (Section 12) The application form includes:

- A Conflict of Interest Certification and Disclosure Statement
- A Candidate Declaration

Applicants must also include a Background Check Report dated no earlier than 90 days prior to the application deadline. Costs for obtaining any of the following reports are the responsibility of the candidate nominee.

All information on this Background Check Report must be provided in its original form and unaltered or the report will be deemed unacceptable and result in the disqualification of a potential candidate nominee for director. It is the responsibility of each candidate to ensure the report is obtained in time to submit with the completed application packet by the deadline. For additional information, see Section 10 – Applicant Selection Process, pg. 25.

IMPORTANT: An incomplete packet may result in the disqualification of the applicant by the nominating committee process for director. The disqualification of any applicant for director resulting from the absence of the required reports is final and may not be appealed. See the process for nomination by petition, page 31.

SECTION 7 - JOB DESCRIPTION

Director Job Description

Position Title: Board of Director, Golden Valley Electric Association

Function

- Provide governance to the association, represent the membership and accept the ultimate responsibility and legal authority for it.

Duties: Planning

- Approve the Association's mission, values and objectives; and review management's performance in achieving it.
- Annually assess the Association's business environment and approve the Association's strategy in relation to it.
- Annually review and approve the Association's plans for funding its strategy.
- Review and approve the financial goals.
- Annually review and approve the budget.
- Approve the board policies that direct management and govern the cooperative.

Responsibility for the Organization

- Support the Board's official positions and the Association by setting aside personal beliefs and positions and those of special interest groups to act, speak and vote in the best interests of the corporation and the entire membership.
- Provide objective, candid and constructive ideas, advice, and comments.
- Fill vacancies on the board as needed.
- Annually review the performance of the Board and take steps to improve its performance.
- Hire, monitor, advise, support and, when necessary, replace the President/CEO.
- Set goals for and annually approve the Performance Review of the CEO and establish his/her compensation based on recommendations from appropriate national associations focused on cooperatives and the electric industry.
- Be assured that the status of organizational strength and staff planning is equal to the requirements of the long-range goals.
- Approve appropriate compensation and benefit plans and policies.
- Determine eligibility for and appoint Board Committees.
- Review the results achieved by management as compared with the Association's philosophy, annual and long-range goals and the performance of similar cooperatives.
- Be certain that the financial structure is adequate to meet current and long-range needs.
- Issues the board must consider and make decisions on include:
 - Annual expense and capital budget
 - Equity Management Plan
 - Integrated Resource Plan
 - Construction Work Plan

- Cost of service studies
- Rate designs
- Power requirement studies
- Major contracts, such as loan agreements, wholesale power agreements, labor contracts and large construction or consulting contracts
- Select, employ and evaluate the performance of the Association’s general legal counsel and independent auditor.
- Evaluate, control and monitor the goals, performance and operations of subsidiary companies.

Audit Responsibilities

- Be aware, through reports and other methods, of the condition of the Association and its operations.
- Examine published reports to be assured that they properly reflect the operating results and financial condition of the Association.
- Ascertain that appropriate policies are defined to identify conflicts of interest throughout the Association and that board and management are diligently administering and enforcing those policies.
- Review and accept independent audit reports as appropriate.
- Review compliance with relevant material laws affecting the Association.

Training and ongoing Education Expectations

- Seek and maintain Credentialed Cooperative Director and Board Leadership certification.
- Obtain business, board governance and other professional training.
- Seek and become informed about current issues facing GVEA and the electric industry.
- Keep informed about local, statewide and national current events.

Position Requirements

1. Regularly attends all board and committee meetings and functions, such as special events and important related meetings.
2. Makes serious commitment to participate actively in committee work.
3. Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
4. Stays informed about committee matters, prepares well for meetings and reviews and comments on minutes and reports.
5. Gets to know other board members and builds a collegial working relationship that contributes to cooperation and consensus.
6. Is an active participant in the Board’s annual evaluation and planning efforts.
7. Be informed about the organization's mission, services, policies and programs.
8. Review agenda and supporting materials prior to board and committee meetings.
9. Inform others about the organization.
10. Keep up-to-date on developments in the organization's field.
11. Abide by conflict of interest and confidentiality policies.
12. Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's annual financial statements.

Abilities

1. Ability to listen, analyze, think clearly and creatively, communicate, work well with people individually and in a group, and represent the membership as a whole.
2. Willing to prepare for and attend board and committee meetings, ask questions, take responsibility and follow through on a given assignment, provide leadership, become aware of membership concerns and issues and evaluate oneself.
3. Develop certain skills if you do not already possess them, such as how to read and understand financial statements, learn more about the substantive program areas of the Association.
4. Possess honesty, sensitivity to and tolerance of differing views, community-building skills, personal integrity and a developed sense of values.

Preferred Knowledge and Skills

1. Knowledgeable about electric utilities
2. Previous experience working with or on a board
3. Knowledge of not-for-profits
4. Knowledge of budgets
5. Business acumen and experience

SECTION 8 - DIRECTOR FEES

Directors receive no compensation for their services, but they do receive meeting fees according to Board Policy 2.6 II A.

Regular Board Meetings: Each director will receive \$600 per day for attendance at regular board meetings.

Special Meetings (Board, Committee, Other): Each director will receive \$300 for special meetings, committee meetings or other meetings of the board of four hours or less; \$400 for meetings of six hours or less but in excess of four hours; and \$500 for meetings in excess of six hours. Each director will receive \$400 per day for meetings outside the service territory and travel days to and from the service territory, regardless of the length of the meeting.

Directors are remunerated for actual expenses for attendance at training sessions, out-of town meetings and board functions. Directors are reimbursed for mileage at the current federally approved rate for traveling to and from meetings and activities as pre-approved by the board.

Directors also receive training, education and development benefits.

Currently, directors are entitled to be covered under GVEA's health insurance plan as it is provided to all GVEA regular employees. Directors will be responsible to reimburse GVEA for 100 percent of the health insurance premium incurred by GVEA for the director. (Policy 2.6 II D)

NOTE: The Association reviews and relies upon compensation survey information provided by the NRECA on a regular basis to set the fee structure for the GVEA board. It is an unwritten goal of the fee-setting process that the amount of the fees should not encourage nor discourage a viable candidate from serving on the board and that amount of the fees should fairly match other gainful opportunities that would otherwise be available to the board member.

NOTE: Due to COVID-19, the Board agreed (at the April 27, 2020 regular Board meeting) to take a 20% reduction in fees for the duration of the COVID-19 emergency declaration.

SECTION 9 - NOMINATION PROCESS

Objective

The success of GVEA is critically dependent on having a board of directors who are engaged, willing to put forth the effort necessary to understand and address the issues and concerns facing GVEA and its membership, and who are committed to representing the interest of GVEA's entire membership. Nominating committees play an essential role in identifying qualified candidates for GVEA's Board of Directors.

Nominating Committee Impartiality. Nominating committees must conduct themselves in an impartial manner. There are limitations on the assistance that employees may offer the nominating committee and strict guidelines regarding confidentiality of records and processing of applications. Directors, employees, and agents are not present when the committee deliberates and votes on its selection of candidates. Other than the incumbent director, the nominating committee should not consider oral or written statements made by directors, employees and agents if they are intended to influence the choice of nominees.

Nominating Committee Resources. The Association must provide the nominating committee with the most recent version of the membership list of the district they are representing, Bylaws, the current policy on desirable director qualifications, and a copy of the policies and procedures that the Association has adopted ensuring impartial elections.

The nominating committee's independence assures association members that it is the membership that chooses the candidates, not the board or management. However, the nominating committee does require staff support. Staff is available to answer questions, provide support, handle publicity and assure records are handled with confidentiality.

Composition of Nominating Committees

A. In seeking candidates to serve on nominating committees, GVEA will advertise in the districts from which a director is to be elected, encouraging members from those districts to apply for appointment to the nominating committee for that district. Member Advisory Committee (MAC) members for the districts from which directors are to be elected are strongly encouraged to apply to serve on the nominating committee.

B. Once the nominating committee application period has closed, GVEA staff will review all applications to ensure that the applicant(s) meet the qualifications set forth in GVEA's Bylaws (Article V, Section 3 (a through g)). Qualified applications will be submitted to a Selection Task Force comprised of MAC members not from districts up for election. The Selection Task Force will review the qualified applications and submit to the GVEA board a list of not less than three (3), nor more than seven (7), applicants from each district from whom a director is to be elected. Directors may not serve on a nominating committee. (Bylaw Article V, Section 4a1, 2)

C. The Board will review the list of applicants submitted by the Selection Task Force and will appoint not less than three (3), nor more than seven (7) members from each district to the respective nominating committees. Directors will abstain from voting when a nominating committee is to be appointed for their district.

Responsibilities of Nominating Committees

(See Section 13, Policy 2.6.1)

A. Within thirty days after nominating committees are appointed, the Board Secretary (or designee) and a designated staff member will hold an orientation to instruct all nominating committees' members on their duties and responsibilities. The orientation will include, at a minimum, a review of the duties specified in GVEA's Bylaws (Article V, Section 4) and a review of the following GVEA Policies: 2.1 (Authority and Functions of Directors); 2.7 (Qualifications of Directors); 2.8.1 (Seating of Directors). Nominating committee members are required to attend an orientation.

B. In order to better understand the role and function of the Board of Directors, nominating committee members are strongly encouraged to attend at least two board meetings and review past board meeting member books and minutes that are located on the GVEA website.

C. GVEA's Bylaws (Article V, Section 4a,4) allow nominating committee members to seek nomination to the Board of Directors. However, to avoid any appearance of impropriety, a nominating committee member seeking nomination to a board seat must declare their candidacy before the second nominating committee meeting (excluding the orientation meeting). Failure to withdraw from the nominating committee before the end of second nominating committee meeting automatically disqualifies that person from being nominated as a board candidate by committee.

D. Nominating committees are responsible for actively seeking candidates to serve on GVEA's Board of Directors who meet the qualifications set by GVEA's Bylaws. To assist the nominating committees in this responsibility, GVEA will advertise in the districts from which a director is to be elected, encouraging members from those districts to apply for nomination. Once the deadline for director applications has closed, GVEA staff and Board Secretary (or designee), will review the applications to ensure that each applicant meets the qualification requirements as set forth in GVEA's Bylaws (Article V, Section 3). All applications that meet the qualification requirements will be forwarded to the respective nominating committee.

E. Nominating committees have the responsibility to evaluate each applicant consistent with the guidelines specified in GVEA Policy 2.7 (Qualification of Directors). Nominating committees will interview all applicants from their district and nominate at least two candidates who the committee members think will perform the duties and responsibilities of a director and will represent the best interests of GVEA's entire membership. A nominating committee's nomination of an applicant is an endorsement by the committee.

1. If the nominating committee fails to submit at least two candidates for election as required by GVEA's Bylaws (Article V, Section 4a,3), the committee will be disbanded by the board. Those applicants not submitted for election due to the nominating committee having been disbanded, must seek nomination through the petition process (Article V, Section 4c), in order to be placed on the ballot for election to the board.

2. Persons not nominated by the nominating committee may seek nomination through the petition process as set forth in GVEA's Bylaws (Article V, Section 4c).

3. For the financial best interest of GVEA and its membership, if the deadlines have passed for nominations, by committee and petition, and there is only one qualified candidate seeking election, no election will be held provided that the board appoints that candidate pursuant to GVEA's Bylaws (Article V, Section 2a). In the event the board declines to appoint that candidate, an election will proceed with that candidate as the only name on the ballot.

Required Training for Nominating Committee Members

- Review and understand this handbook.
- Explain attendance at board meetings.
- Explain Committee duties and responsibilities.
- Explain relationship to staff.
- Develop a meeting schedule. (Refer to pages 23, 24, 28, 29)
- Determine a method for interviews and evaluation tools. (Sections 10 and 15)
- Determine a method to maintain confidentiality of candidate files.
- Elect a chair for each committee, which will be the point of contact with GVEA staff.

Petition Process

While it is the nominating committee's responsibility to find candidates who meet or, with director training, could meet the qualifications the board desires, other eligible members may seek nomination through the petition process. Current Association Bylaws (Article V, Section 4c) provide that 50 members or three percent of the number of members of a district, whichever is less, may nominate candidates for their district by signing and submitting a written petition, received by the Cooperative not less than 50 days prior to the annual meeting. The names of the persons nominated by petition shall be posted in the same place as the list of candidates presented by the nominating committee. For additional information, see Section 10 - Checklist: Applicants Using the Petition Process.

Application Process

Generally, the election timeframe is set for September through the following June with specific deadlines ranging from announcing a request for volunteers to serve on the nominating committee and the deadlines for the receipt of applications to the time of the mail out of ballots and date for counting those ballots. The specific year's deadlines will be included at the end of this handbook for the specific year of election activity. Refer to the Timeline and Deadlines in Section 9.

All applications must be submitted to the GVEA main office either by mail or delivered to the Public Relations Section where they are sealed and date stamped.

GVEA Board Nominations
Attn: Director of External Affairs & Public Relations
758 Illinois Street
Fairbanks, AK 99701

NOTE: If an applicant submits their application packet directly to a nominating committee member - do not open the packet. Contact GVEA's Public Relations Section to coordinate a method for delivery to GVEA's main office.

At the close of business on the day set as the deadline for applications, all applications will be reviewed by the Board Secretary (or designee) and an identified GVEA staff person to ensure they contain all **required documentation and meet required qualifications**. Potential candidates for GVEA Director not wishing to apply and be nominated via this process may use the Bylaw provided petition process – see Section 10.

The appointed GVEA staff person who opens packets with the Board Secretary (or designee) will call each applicant whose packet is incomplete and advise the applicant of the missing information. The applicant will be notified they have until 5pm on the third business day after the day of notification to deliver the missing information by email or in person to the GVEA office in Fairbanks. **Those applications which are not complete after this contact by the means of contact provided by the applicant (telephone, message phone, email, etc.) will not be forwarded to the nominating committee.**

All original applications received will be kept at the GVEA office and only copies will be given to nominating committees. Each applicant's Background Check Report will be held at GVEA's office and is not forwarded on to committees.

All applicants will be contacted by GVEA staff to tell them their application has been forwarded to the committee for evaluation and consideration or that the application was incomplete and will not be considered during this election cycle. Applicants whose application remains incomplete will be informed they may seek nomination through the petition process – see Section 10.

Applications reviewed by the nominating committees must be returned to the GVEA main office at the close of the process to be held for one year and then destroyed. Applications are not confidential and, upon request, are available to members.

All applicants who have been forwarded to the nominating committee will be interviewed, using the same questions developed in advance for all candidates, and ranked by the nominating committee using clearly defined methods – see Sections 10 and 15.

Incumbents, if they wish to be considered by the nominating committee, will be required to participate in the full application process—meeting deadlines and providing required paperwork as all other candidates.

Within three days of the close of the nominating committee's work, GVEA staff will contact each applicant being advanced by the nominating committee to reaffirm his or her interest in continuing to be a candidate and advised of the date when all candidate names will be publicly posted.

Potential Candidate Readiness

Members, who meet the qualifications and are eligible to stand for election as a potential candidate nominee for director, should review the following before proceeding.

Forms and Materials

Complete application and any other forms or checklists found in Sections 10, 11 and 12 of this handbook. Also, forms are available online at www.gvea.com or can be obtained at the main office in Fairbanks.

Applicants must obtain current Background Check Report from the Alaska State Troopers dated no earlier than 90 days prior to the application deadline - see Section 10.

NOTE: Documents will become the property of GVEA. Information is published in various publications, documents and announcements about the board candidates.

Applicants are responsible for ensuring all of the nomination requirements are satisfied and submitted by the publicized deadline. Applicants whose packets are missing information will be contacted and given until 5 p.m. on the third business day after the day of notification to provide that information and resubmit it to the GVEA's Fairbanks office by the deadline - see Sections, 10, 11 and 12.

Major Steps by the Nominating Committee:

- ✓ Attend a required orientation conducted by GVEA staff and the Board Secretary (or designee).
- ✓ The required training session will end with a brief gathering by each committee to elect a chair.
- ✓ Chair calls first meeting of the committee and establishes a schedule for the committee to do its work:
 - Discuss how to solicit applicants
 - Review qualified applications forwarded by board secretary via GVEA staff
 - Interview all applicants
 - Select at least two candidates
- ✓ Identify questions and evaluation tools to be used to interview all candidates. A set of required questions of candidates, as developed and approved by legal counsel, is on page 25. In addition, committees may choose to ask additional questions, but they must be submitted to staff who will forward them to legal counsel for approval prior to their use.
- ✓ Board Secretary (or designee) and staff will review applications and forward those qualified to the committee chair person.
- ✓ Chair must pick up applications held for consideration at the GVEA office. All files remain confidential and are intended for the committee's use during this process.
- ✓ Each nominating committee will apply the same evaluation criteria to all candidates. ***Each applicant interviewed must be asked the same questions.***
- ✓ All incumbent directors will be interviewed, if they wish to be considered by the nominating committee.
- ✓ Committees will fill out and sign the Nominations form – see Section 12.
- ✓ Committee chair will return all election material: handbooks, forms, application packets and membership lists to GVEA's main office at the completion of the committee's work.

Deadline to submit a minimum of two nominations to GVEA: 5pm on February 19, 2021

TOOLS:

Timeline and Deadlines on pg. 24

Checklist: Nominating Committees on pg. 28

Checklist: Nominating Committee Chair Responsibilities on pg. 29

TIMELINE AND DEADLINES

Nominating Committees

(Pg. 24 of Election Handbook rev. 11-2020)

Oct 1 – Nov 13, 2020	Solicit for members to serve on Nominating Committees – Districts 4 and 7
November 23, 2020	Board meeting - appointment of nominating committees <i>(Bylaw Article V, Sec. 4a1, Policy 2.6.1)</i>
December 10, 2020	Nominating Committees’ required training from 5:30pm to 7pm <i>(Policy 2.6.1)</i>
Dec 10 – Feb 26, 2021	Nominating Committees hold meetings <i>Key Dates: Jan 20 candidate apps due; Feb 19 cmte submits names; March 8 posting deadline</i>
December 14, 2020	Board Meeting
January 20, 2021	5pm deadline for candidates to submit application NOTE: Staff and Board Secretary (or designee) reviews applications at 5pm. (Followed by a 3-business-day resubmit period for missing info)
January 25, 2021	Board Meeting
February 19, 2021	5pm deadline for Nominating Committees to submit nominations [minimum of two names needed] (1 week buffer follows this deadline for committee to reconvene should a candidate withdraw – March 8 posting deadline)
February 22, 2021	Board Meeting
February 26, 2021	5pm deadline to post list of candidates nominated by committee (banner, webpage & lobby) <i>(Bylaw Article V, Sec. 4a3)</i>
March 8, 2021	9am deadline for petition candidates to submit their application packet NOTE: Staff will confirm petition meets the application requirements that day.
March 8, 2021	5pm deadline to post list of candidates nominated by petition (banner, webpage & lobby) <i>(Bylaw Article V, Sec. 4c1)</i>
March 9, 2021	Electronic mailing lists available and candidates given “Meet the Candidate” questions, which are due Friday, April 2.
March 22, 2021	Board Meeting
April 9, 2021	Date of Record for ballot packet mailing labels <i>(Bylaw Article IV, Sec. 3)</i>
April 26, 2021	Board Meeting
May 6, 2021	Annual Members’ Meeting at LHS Hering Auditorium and/or virtually <i>(Bylaw Article IV, Sec. 1, Sec.3)</i>
May 14, 2021	Ballots are mailed for director elections <i>(Bylaw Article V, Sec. 2a)</i>
May 24, 2021	Board Meeting
June 8, 2021	5pm deadline for ballots to be returned <i>(Bylaw Article V, Sec. 2c)</i>
June 10, 2021	Election Committee gathers in the afternoon to tally ballots and certify election results <i>(Bylaw Article V, Sec. 2d)</i>
June 28, 2021	Board meeting – acceptance of election results

SECTION 10 – APPLICANT SELECTION PROCESS

Checklist: Applicant

Deadline to submit completed application packet to GVEA’s Fairbanks, Public Relations Section is: **5pm on Wednesday, January 20, 2021**. The documents that must be included in your application packet include:

_____ Application, completed and signed. Go to: <http://www.gvea.com/elections/> to complete the application online. Follow instructions on front page of application. (Section 12)

_____ Background Check Report

The Candidate is responsible for obtaining their background check report directly from the Alaska State Troopers. The cost is \$20/per report and generally can be obtained while waiting at the Alaska State Troopers office on Peger Road in Fairbanks or Deborah Street in Delta Junction, Alaska. See Appendix B for a summary of this process.

The report must be included as part of your application packet and needs to be dated no earlier than 90 days prior to the application deadline – **5pm on Wednesday, January 20, 2021**

Nominating Committee’s Core Interview Questions for Candidates.

Candidates, including incumbents, whose applications are complete and meet the qualifications and requirements to be eligible to run for a board seat, will be interviewed by the nominating committee.

Nominating Committees are required to ask the following core questions. Other questions can be asked and must be reviewed by GVEA legal counsel before they are used. Each candidate will be asked the same questions that a nominating committee chooses to use during the candidate interview process.

Core Questions:

1. Describe your vision for how GVEA could change over the foreseeable future to meet the needs of its membership while staying abreast of developing technologies.
2. What knowledge and skills do you bring to complement the existing expertise on the GVEA Board of Directors?
3. GVEA’s Member Advisory Committee functions as a liaison between the Board and the membership. What ideas do you have for utilizing the MAC in this function?
4. What do you understand about GVEA’s fuel diversity and GVEA’s Carbon Reduction Goal?
5. The Board provides governance through policy and strategic direction. How will you contribute in this area of board responsibility?
6. How can and should the Board communicate with its members?

Checklist: Board Secretary and Staff

The Board Secretary (or designee) and GVEA staff will meet at **5pm on Wednesday, January 20, 2021** to review all applicant packets. They will use the following checklist:

- _____ Verify applicant has a GVEA membership in his/her name in the district in which he or she is applying. Have service representative do this step the afternoon of deadline.
- _____ Verify application has been completed and signed.
- _____ Staff reviews any conflicts listed in #4 on the Conflict of Interest Certification and Disclosure Statement and forwards to the corporate attorney for review, if necessary (Reference Handbook page 12 for conflicts to Bylaw Article V, Section 3)
- _____ Verify applicant has included their Background Check Report and that it's dated no earlier than 90 days prior to the application deadline.
- _____ Verify applicant has not been convicted of a felony within the last five years.
- _____ Verify applicant is a GVEA member in good standing (not delinquent).
- _____ Completed applications that meet all qualifications will be moved forward to the nominating committee chair. GVEA staff will notify the applicant of this step.
- _____ If the application is incomplete or a problem is found, GVEA staff contacts applicant, using contact information provided, to offer the applicant the opportunity to submit or resubmit missing or incomplete documents by the close of the third business day after the day of notification. Deadline for resubmitting is **5pm, on Monday, January 25, 2021.**
- _____ Any applicant deemed not qualified to have their application forwarded to the nominating committee will be notified by either GVEA staff, board secretary or the association's attorney.

Checklist: Staff

Following the selection of candidates by the nominating committee:

A) If nominating committee only submits one name, which does not meet the requirement of Bylaw Article V, Section 4a3, then follow Policy 2.6.1 E as follows:

1. If the nominating committee fails to submit at least two candidates for election, as required by GVEA's Bylaws (Article V, Section 4a3), the committee will be disbanded by the board. Those applicants not submitted for election due to the nominating committee having been disbanded, must seek nomination through the petition process (Article V, Section 4c), in order to be placed on the ballot for election to the board.
 2. Persons not nominated by the nominating committee may seek nomination through the petition process as set forth in GVEA's Bylaws (Article V, Section 4c).
 3. For the financial best interest of GVEA and its membership, if the deadlines have passed for nominations, by committee and petition, and there is only one qualified candidate seeking election, no election will be held provided that the board appoints that candidate pursuant to GVEA's Bylaws (Article V, Section 2a). In the event the board declines to appoint that candidate, an election will proceed with that candidate as the only name on the ballot.
- Staff will notify the Association's Attorney, and the single applicant will be notified of process above.
 - The nominating committee chair must submit a statement for record (see sample below),

As chair of the District __ Nominating Committee, I can assure you we were diligent in our efforts to solicit applications from qualified members. We made an exhaustive effort to attract applicants. This included direct contact with dozens of potential candidates, outreach through community organizations, as well as using GVEA's advertisements. Despite our best efforts, we were only able to attract one applicant - which does not meet GVEA's Bylaw, Article V, Section 4a3.

B) If the nominating committee has more than two names:

_____ Applicants **not** selected by the committee will be notified by Staff of the petition process.

_____ Applicants listed on the Committee's Nomination form will be contacted by staff to reconfirm interest in continuing in the election process. If an applicant withdraws, then staff will notify the Committee Chair so they can reconvene.

_____ If an incumbent director is not selected for inclusion on the ballot by the nominating committee, staff will notify the Association's Attorney and President & CEO, and the applicant will be notified of the petition process.

_____ Candidates nominated by committee are posted by **5pm on February 26, 2021.**

Checklist: Nominating Committee

December 10, 2020 through 5pm on February 19, 2021

- ✓ Committees meet and solicit applicants.
- ✓ Chair verifies that no committee member intends to seek election to board seat. If they do, those individuals must resign from the committee to avoid any appearance of impropriety. (See pg. 19C)
- ✓ Prepare for interviews. Finalize interview questions using core questions. (See pg. 25)
- ✓ GVEA bylaws require a minimum of two qualified candidates' names be forward by the committee for the ballot (Bylaw Article V, Section 4a3).

January 20 through 5pm on February 19, 2021

Applicants, including incumbent directors, whose applications are received from the board secretary (or designee) and staff, will be contacted by the nominating committee chair to schedule an interview.

If nominating committee only has one name to consider - they continue to search for additional candidates.

If the committee cannot find additional applicants, which does not meet requirement of Bylaw Article V, Section 4a3, then follow Policy 2.6.1 E as follows:

1. If the nominating committee fails to submit at least two candidates for election as required by GVEA's Bylaws (Article V, Section 4a3), the committee will be disbanded by the board. Those applicants not submitted for election due to the nominating committee having been disbanded, must seek nomination through the petition process (Article V, Section 4c), in order to be placed on the ballot for election to the board.
2. Persons not nominated by the nominating committee may seek nomination through the petition process as set forth in GVEA's Bylaws (Article V, Section 4c).
3. For the financial best interest of GVEA and its membership, if the deadlines have passed for nominations, by committee and petition, and there is only one qualified candidate seeking election, no election will be held provided that the board appoints that candidate pursuant to GVEA's Bylaws (Article V, Section 2(a)). In the event the board declines to appoint that candidate, an election will proceed with that candidate as the only name on the ballot.
 - Staff will notify the Association Attorney and the single applicant will be notified of process above
 - The nominating committee chair must submit a statement for record (see sample below).

As chair of the District __ Nominating Committee, I can assure you we were diligent in our efforts to solicit applications from qualified members. We made an exhaustive effort to attract applicants. This included direct contact with dozens of potential candidates, outreach through community organizations as well as using GVEA's advertisements. Despite our best efforts, we were only able to attract one applicant - which does not meet GVEA's Bylaw, Article V, Section 4a3.

At the Committee's last meeting:

_____ Committee signs the Nomination form (Section 12).

_____ Committee fills out and finalizes their Fees and Mileage Reimbursement form (Section 16).

_____ Chair collects all application documents, handbooks, membership lists, thumb drives and forms and returns them all to GVEA's Public Relations Section.

Checklist: Nominating Committee Chair

Resource Contacts

Meadow Bailey, 451-5676, mpbailey@gvea.com

Ashley Bradish, 451-5671, acbradish@gvea.com

- Schedule committee meetings in public meeting place and notify Public Relations
- Questions about the nomination or election processes

Board Secretary Designee: Tom DeLong, 347-6215, td1@gvea.com

- Policy questions
- Board qualification questions

NOTE: Chair assumes the responsibility for being the sole spokesperson for the nominating committee.

Between December 10, 2020 and 5pm on February 19, 2020 *(application deadline)*

- Chair verifies that no committee members intend to seek election to the board seat. If they do, those individuals must resign from the committee to avoid any appearance of impropriety. Policy 2.6.1, Section II, 2C.
- Finalize interview questions using core questions (pg. 25). If committee decides to include additional questions, forward them to GVEA's PR Section in advance for attorney review and approval.
- Review and refine applicant evaluation form with the committee - see Section 15.
- Solicit applicants via personal contact, phone, etc. It's the committee's job to ensure an adequate number of applications are submitted. Bylaw Article V, Section 4a3 requires the submittal of at least two candidates for the ballot.
- Make personal contact with incumbent. An incumbent interested in reelection must complete the entire application packet.
- If a member contacts you about turning in an application packet, tell them that it needs to be turned in to GVEA's Fairbanks office by deadline. Call GVEA's PR Section and notify of this situation. *If application packet is electronically sent to you – forward to GVEA's PR contact above...do NOT forward to your committee.*

NOTE: GVEA Board Secretary (or designee) and staff will meet at 5pm on deadline to review application packets to ensure that each applicant meets the qualification requirements per Bylaws. Qualified application packets will be forwarded to committee chairs the following day.

Between January 21, 2021 and 5pm on February 19, 2021 *(deadline for committee to submit candidate names)*

- Committee is to review qualified candidate applications prior to interviews.
- Ensure all applicants are contacted and interviews are scheduled.
- Committee evaluates qualified applications and submits at least two candidates.
- If committee only has one name to submit, which does not meet requirement of Bylaw Article V, Section 4a3, then follow process on pg. 19, 28 of handbook.
- Staff will contact applicants to indicate he/she will be forwarded as a candidate from that district.
- Staff will contact applicants who are NOT selected for nomination by committee and explain petition process.

At committee's last meeting....

- Committee members sign the Nomination form (Section 12). Chair submits this to GVEA Public Relations Staff by **5pm on Friday, February 19, 2021**.
- Committee members fill out and finalize their Fees and Mileage Reimbursement form (Section 16) – leave in handbooks.
- Chairperson returns all committee documents to GVEA: handbooks, membership lists, thumb drives, candidate applications and the completed forms listed above.

Between February 20 and March 8, 2021

- Committee reconvenes if necessary: If committee only has one name to submit, which does not meet requirement of Bylaw Article V, Section 4a3, then they can continue to hold meetings in an attempt to find a second candidate...until the March bylaw deadline.
- Committee submits at least two candidates – GVEA staff will follow-up and contact all candidates to confirm their intention to run in election. Should a candidate withdraw, staff will contact the committee chair who can reconvene committee meetings (see above).

March 8, 2021: Deadline to post candidates' names per bylaws

Checklist: Applicants using the Petition Process

BYLAWS ARTICLE V SECTION 4c, d. Nominations

Fifty (50) members or three percent of the number of members of a district, whichever is less, may nominate candidates for their district by signing and submitting a written petition, received by the Cooperative not less than fifty days prior to the annual meeting.

The names of the persons nominated by petition shall be posted in the same place as the list of candidates nominated by the nominating committee.

The Board Secretary (or designee) shall cause to be mailed with the ballots sent to the members of each district the names, addresses and resumes of the candidates nominated for that district, specifying separately the nominations made by the nominating committee and the nominations made by petition. Such specification shall, however, not be included on the printed ballot.

Prior to beginning the petition process, the petitioner must contact GVEA staff to verify petitioner has a GVEA membership in their name for the district in which they are petitioning. Staff can provide a Petition Signature Form, which has been approved by the Association's Attorney.

In order to secure the required number of valid signatures from the district in which you wish to run, petitioners may request a membership list for their district. This requires signing GVEA's Confidentiality Agreement – Petitioner and having it notarized. Petitioner should plan to collect at least 25 percent more than the minimum bylaw requirement referenced above. Signatures collected may be invalid for several reasons including:

- Signer not on the account
- Wrong district
- Both members of a joint account signed – joint accounts qualify as one membership and only one signature will be valid

Contact GVEA staff for these forms or they are available at <http://www.gvea.com/elections/>.

Applicants using the petition process are required to turn in their petitions no later than **9am on Monday, March 8, 2021**. GVEA staff will verify each signature for validation by **5pm** that same day and notify candidate of the number of valid signatures.

Note: Applicants must submit ONE petition packet for processing by staff by the deadline stated above.

In addition, petitioners are required to complete and submit the following documents no later than the petition submission deadline:

_____ Application completed and signed. Go to: <http://www.gvea.com/elections/> to complete the online application. Follow instructions on front page of application. (Section 12 – Forms)

_____ Background Check Report – The applicant is responsible for obtaining their background records check report directly from the Alaska State Troopers. The cost is \$20/per report and generally can be obtained while waiting at the Alaska State Troopers office on Peger Road in Fairbanks, Alaska. See Appendix B, for a summary of this process. The report must be included as part of your application

packet and needs to be dated no earlier than 90 days prior to the application deadline: **5pm on January 20, 2021 or 9am on March 8, 2021.**

SECTION 11 – CANDIDATES

Checklist: Candidates (via nominating committee and petition process)

After selection by the nominating committee, or after the time for verification of required valid signatures by a petitioner has passed, board candidates may begin campaigning.

Staff will also begin communications to members regarding the candidates running for board seats. GVEA will be using candidate information in all election advertising: *Ruralite* magazine, website and ballot material.

Candidate checklist:

_____ GVEA will provide candidate information to have a professional photo taken.

_____ Submit to GVEA staff your responses to the *Meet the Candidate Q&As*. **Staff will provide the questions on March 9, 2021. Responses – in electronic format only – will be required by 5pm on April 2, 2021.**

_____ Sign and have notarized GVEA’s Confidentiality Agreement. This allows GVEA to provide the candidate with a current district membership list in electronic format that may be used for campaigning purposes only. Contact GVEA staff for this form or it is available at <http://www.gvea.com/inside/directors/elections>.

_____ Read and be familiar with GVEA’s Candidate Campaigning Guidelines below.

Campaigning Guidelines

As Golden Valley Electric does not endorse any candidate, the use of GVEA logos, taglines or any GVEA promotional items in association with your campaign is not allowed.

Campaigning Guidelines at GVEA’s Annual Members’ Meeting

DATE: **Thursday, May 6, 2021** at LHS Hering Auditorium, Fairbanks (Note: Due to COVID-19 the Annual Meeting may only be presented only in a virtual format. More information will be available as the date nears.)

Candidates may only campaign in the designated booth space assigned to them by GVEA during the registration period of the meeting. Specifically:

During the Registration Period, which will be from 5pm to 6:30pm.

- Campaigning is to be conducted only during the registration period. No campaigning is allowed while the Annual Members' Meeting is in session.
- GVEA will provide a separate campaign **booth** space for each candidate. Members requesting candidate information will be directed to these areas.
- Candidates may not campaign in any area other than the designated booth space for their district, including the sidewalk and parking lot.
- GVEA will provide a banner identifying campaign booths by district.
- Campaigning materials may be brought to the Annual Meeting, but may only be distributed by the candidate during registration.
- Candidates who cannot attend the Annual Meeting can designate someone to place their campaign material on the table of their booth space. Campaign materials cannot be handed out by anyone other than the candidate.
- Campaign materials may not be affixed to the walls or curtains.
- Candidates are required to clean up their campaign materials at the close of the registration period before the business meeting begins. Material left on the campaign tables after the meeting begins will be discarded.

During the Business Meeting (6:30pm until adjournment)

- When director elections are announced, candidate photos will appear on screen.
- During the "Member Comment" portion of the meeting, it is appropriate for a candidate to introduce him/herself to the audience. Candidates will be held to the three-minute time limit that is set for the member comment period.
- No campaigning is allowed during the meeting (no distribution of literature, no display of banners etc.).

TIMELINE AND DEADLINES

Candidates

After selection by the Nominating Committee, or submission of a successful petition, here are the dates and deadlines to remember. Your staff contact will be:

Meadow Bailey
Director of External Affairs & Public Relations
Phone: (907) 451-5676
Fax: (907) 458-6368
mpbailey@gvea.com

- Early March 2021 GVEA will provide candidate with information to have a professional photo taken.
- March 9, 2021 Set of six “*Meet the Candidate*” questions will be sent to all candidates. Responses will be posted on www.gvea.com and will be included with the ballot materials.
- Electronic mailing lists are available for candidates.
- April 2, 2021 Deadline for “*Meet the Candidate*” responses to be turned in – electronic format only.
- May 6, 2021 Annual Members’ Meeting – individual candidate booths available during registration (5 pm to 6:30 pm at LHS Hering Auditorium, Fairbanks). Note: Due to COVID-19, the Annual Members’ Meeting may only be presented in a virtual format. More information will be available as the event nears.
- April 9, 2021 Date of Record for ballot packet mailing labels***
- May 14, 2021 Ballots are mailed.
- June 8, 2021 5 pm deadline for ballots to be returned
- June 10, 2021 Ballots are tallied and the Election Committee certifies results.
- June 28, 2021 Board meeting – certified election results will be accepted and directors will be seated.

SECTION 12 – FORMS

1. Template of Application (which includes instructions)

An application form is provided in your packet, so you can easily see what an applicant must complete. You may hand this form to a potential applicant. The form is also available online at gvea.com/elections.

2. Nomination Form

All committee members must sign this when submitting candidate names to GVEA.

SECTION 13 - APPENDIX A

Policy 2.1.1 DIRECTOR'S CONFLICT OF INTEREST

I. OBJECTIVE

To define conflicts of interest and to establish rules governing a director's conduct when conflicts of interest exist or are claimed to exist.

II. POLICY

- A. A conflict of interest exists when a director or a member of his immediate family has a personal financial interest in an entity to whom a contract or other thing of value may be awarded or given on the basis of a decision by the Board or **when the matter or proceeding involves any person who is, or has been, an employer, employee, client, patient or other business associate of the director within one (1) year immediately preceding the date of the matter or proceeding** before the Board for consideration or action and **the matter or proceeding is related to the director's representation of that employer, employee, client, patient or other business associate of the director**. A conflict of interest also exists when the issue to be decided by a vote of the Board may have a direct non-monetary impact, adverse or beneficial, on the director or a member of their immediate family, of a nature and extent significantly different from the impact on other persons.
- B. A director having a conflict of interest will disclose to the other directors the nature of the conflict. The director will not engage in discussions or debate about the issue as to which a conflict of interest exists, nor will the director vote on any issue as to which a conflict exists.
- C. If a director asserts that another director has a conflict of interest, the director may request that the director refrain from participating in discussions, debate or vote on the issue as to which a conflict is claimed to exist. If the director in question denies that a conflict of interest exists, the question of whether or not that director may participate in discussions, debate or vote on the particular issue, a majority vote by the Board will decide.
- D. If a director is deemed to have a conflict as described in B or C above, the director will leave the room and not participate in the discussion and/or vote on that issue unless asked to remain by unanimous consent of the Board.
- E. For the purpose of this policy, a director's "immediate family" means a person who by blood or in-law, including half, foster, step or adoptive kin is either a spouse, child, grandchild, parent, grandparent, brother or sister of the person in question or who on a fixed, long-term or non-temporary basis, shares living quarters with the director.

- F. Annually, each director will sign a Conflict of Interest Disclosure Statement which will be reviewed by all directors at the annual CEO/Attorney/Board Review and maintained by the Vice President & General Counsel. Any director may seek guidance regarding a potential conflict from GVEA's Vice President & General Counsel.

III. RESPONSIBILITY

Each director and the Vice President & General Counsel are responsible for compliance with this policy.

AMENDED: March 27, 2017

Policy 2.7

QUALIFICATIONS OF DIRECTORS

I. OBJECTIVE

To establish guidelines to be used by nominating committees in selecting the most qualified persons to nominate as candidates for election to the Board.

II. POLICY

The policy set forth below will be used when considering the qualifications of candidates for directorship. The nomination of a Director will be made without discrimination as to race, color, religion, national origin, gender, age, veteran status, marital status, pregnancy, parenthood, disability or sexual orientation.

A. Bylaw Requirements

No person shall be eligible to become or remain a Director who:

1. Is not a member of the Cooperative by virtue of membership held in his name as a natural person receiving electric service at his residence in the district from which he is elected;
2. Does not have the legal capacity to enter into a binding contract or who is not physically or mentally able to discharge the duties of a Director;
3. Is in any way employed by or holds a material financial interest in any of the following:
 - a. A competing enterprise;
 - b. A business selling electric energy;
 - c. A business selling substantial amounts of energy or fuel products to the Cooperative;
 - d. A major vendor to the Cooperative, including but not limited to, professional consultants, electrical contractors, and businesses whose sales to the Cooperative represent more than one-third (1/3) of its business;
4. Is employed or has been employed by the Cooperative or a subsidiary within the last three (3) years;
5. Is employed by, materially affiliated with, or shares a material financial interest with, any other Director;
6. Is an officer or employee of a collective bargaining unit with which the Cooperative has a labor contract;
7. Is a close relative or a member of a household of a Director of the Cooperative or of a person described in (c), (d), (e), or (f) above;
8. Has been convicted of a felony and has not had his civil rights restored;
9. Had a criminal judgment entered against him based on fraud, theft, deceit, misrepresentation, conspiracy, breach of trust, breach of fiduciary duty, or insider trading;
10. Has not provided a criminal background check within ninety (90) days of the election;
11. Has served on the Board for at least two and one half (2½) consecutive years, but who has failed to qualify for and obtain the National Rural Electric Cooperative Association (NRECA) Credentialed Cooperative Director (CCD) designation.

As used in this Bylaw, "close relative or a member of a household," means a person who by blood or in law, including half, foster, step or adoptive kin is either a spouse, child, grandchild, parent, grandparent, brother or sister of the person in question or who

on a fixed, long-term or non-temporary basis, shares living quarters with the person in question.

As used in this Bylaw, a business selling electric energy, under (c) (2) above does not include a Director's family member, except for his spouse, who is selling power to the Association Cooperative under a GVEA sponsored alternative energy program.

Nothing contained in this section shall affect the validity of any action taken at any meeting of the Board.

B. Guidelines

The person nominated:

1. Must be willing to attend regular and special meetings of the Board; national, state and other meetings of organizations with common interests that further the cooperative movement; and training institutes or seminars on subjects of current importance to GVEA.
2. Should be aware that members of the Board serve without salary and on a fee basis only for attendance at meetings of the Board, meetings of the members and meetings and conferences specifically authorized by the Board. All reasonable expenses in connection with Board-authorized attendance at such meetings and conferences are reimbursable.
3. Will not use, or cause to be used, his position as Director to further any political ambitions.
4. Will not have been employed by GVEA within the past 36 months.
5. Will not have been found guilty of a felony offence within the last five years, shall not have had a judgment ordered against him or her in a civil claim based on fraud, theft, deceit, misrepresentation, civil conspiracy, breach of trust, breach of fiduciary duty, insider trading, failure to disclose material facts or changes, or similar conduct, will not be involved in any litigation against GVEA, will be in good standing with his or her account, will not have been prohibited or otherwise removed as a Director of an organization, and if a member of a professional body, will not have, during the previous five years, been involuntarily prohibited or restricted from practicing as a member of that body.
6. Must be willing to take the oath of office as specified in Policy 2.8.1.
7. Directors are individually, and collectively as a board, responsible for the fiduciary and legal implications of Board decisions.
8. Directors must avoid conflicts of interest, observe high standards of integrity and ethics, and maintain the confidentiality and security of Board deliberations.
9. Directors are expected to be diligent in preparing for and attending Board meetings, contribute positively to Board discussions and work in harmony with other board members.
10. Directors must disclose to GVEA the nature and extent of any real or perceived interest that the Director has in a material contract or transaction, or a proposed material contract or transaction with GVEA.
11. Directors will be:
 - a. Individuals of good character.
 - b. Knowledgeable about the cooperative business model.
 - c. Aware of, and comfortable with, the legal liabilities implicit with Board service.
 - d. Able to add to the diversity of knowledge and skills of the Board, in areas such as:

- Board governance
 - Strategic leadership, planning and management
 - Financial management
 - Risk management
 - Project management
 - Computer literacy
 - Human resources
 - General business knowledge and skill
 - Marketing and communications
 - Administration and law
- e. In addition, board members must demonstrate:
- An ability to compromise and work collaboratively with others.
 - An ability to communicate effectively.
 - Pro-active leadership
 - An ability to represent the entire membership
 - Good listening skills
12. Must be willing to expend the effort needed to understand GVEA's issues and concerns and to provide the judgment needed to reach decisions in constantly changing circumstances.
 13. Must be willing to support in their official capacity as a Board member all official decisions and actions made or taken by a majority of the Board.
 14. Must be willing to study conscientiously the information contained in reports submitted to the Board.
 15. Must be willing to contribute to the development of statements on functions and responsibilities of Directors and to work toward their constant improvement.
 16. Must be able to consider and evaluate objectively the questions, issues and concerns with which GVEA is faced.
 17. Must remain informed about, alert to and aware of the ideals and objectives of GVEA and to study and analyze the policies, plans, issues and concerns which result from efforts to achieve such ideals and objectives.
 18. Must be informed about and responsive to the attitudes of the members and general public toward GVEA's objectives and policies.
 19. Must be able to inform interested persons about GVEA's ideals, objectives, programs and services.
 20. Must be able to qualify for and obtain a National Rural Electric Cooperative Association Credentialed Cooperative Director's Certification within two and one-half consecutive years of service as a Director.

III. RESPONSIBILITY

- A. It will be the responsibility of the Board to appoint nominating committees as set out in Policy 2.6.1 for the districts that are up for election.
- B. It will be the responsibility of the Secretary of the Board or his designee to inform the nominating committees about the foregoing requirements and guidelines of candidates.

AMENDED: August 28, 2017

Policy 2.6.1

Nominating Committees

I. OBJECTIVE

The success of GVEA is critically dependent on having a board of directors who are engaged, willing to put forth the effort necessary to understand and address the issues and concerns facing GVEA and its membership, and who are committed to representing the interest of GVEA's entire membership. Nominating committees play an essential role in identifying qualified candidates for GVEA's Board of Directors. This policy establishes guidelines to assist nominating committees in achieving this important objective and to ensure that guidelines for the nomination of directors are followed by the nominating committees.

II. POLICY

1. Composition of Nominating Committees

- A. In seeking candidates to serve on nominating committees, GVEA will advertise in the districts from which a director is to be elected, encouraging members from those districts to apply for appointment to the nominating committee for that district. Member Advisory Committee (MAC) members for the districts from which directors are to be elected are strongly encouraged to apply to serve on the nominating committee.
- B. Once the nominating committee application period has closed, GVEA staff will review all applications to ensure that the applicant(s) meet the qualifications set forth in GVEA's Bylaws (Article V, Section 3 (a through g)). Qualified applications will be submitted to a Selection Task Force comprised of MAC members not from districts up for election. The Selection Task Force will review the qualified applications and submit to the GVEA board a list of not less than three (3), nor more than seven (7), applicants from each district from whom a director is to be elected. Directors may not serve on a nominating committee.
- C. The Board will review the list of applicants submitted by the Selection Task Force and will appoint not less than three (3), nor more than seven (7) members from each district to the respective nominating committees. Directors will abstain from voting when a nominating committee is to be appointed for their district.

2. Responsibilities of Nominating Committees

- A. Within thirty days after nominating committees are appointed, the Board Secretary (or designee) and a designated staff member will hold an orientation to instruct all nominating committees members on their duties and responsibilities. The orientation will include, at a minimum, a review of the duties specified in GVEA's Bylaws (Article V, Section 4) and a review of the following GVEA Policies: 2.1 (Authority and Functions of Directors); 2.7 (Qualifications of Directors); 2.8.1 (Seating of Directors). Nominating committee members are required to attend an orientation.
- B. In order to better understand the role and function of the Board of Directors, nominating committee members are encouraged to attend at least two board meetings
- C. GVEA's Bylaws (Article V, Section 4a(4)), allow nominating committee members to seek nomination to the Board of Directors. However, to avoid any appearance of impropriety, a

nominating committee member seeking nomination to a board seat must declare their candidacy before the second nominating committee meeting (excluding the orientation meeting). Failure to withdraw from the nominating committee before the end of second nominating committee meeting automatically disqualifies that person from being nominated as a board candidate by committee.

- D. Nominating committees are responsible for actively seeking candidates to serve on GVEA's Board of Directors who meet the qualifications set by GVEA's Bylaws. To assist the nominating committees in this responsibility, GVEA will advertise in the districts from which a director is to be elected, encouraging members from those districts to apply for nomination. Once the deadline for director applications has closed, GVEA staff and Board Secretary (or designee), will review the applications to ensure that each applicant meets the qualification requirements as set forth in GVEA's Bylaws (Article V, Section 3). All applications that meet the qualification requirements will be forwarded to the respective nominating committee.
- E. Nominating committees have the responsibility to evaluate each applicant consistent with the guidelines specified in GVEA Policy 2.7 (Qualification of Directors). Nominating committees will interview all applicants from their district and nominate at least two candidates who the committee members think will perform the duties and responsibilities of a director and will represent the best interests of GVEA's entire membership. A nominating committee's nomination of an applicant is an endorsement by the committee.
 - 1. If the nominating committee fails to submit at least two candidates for election as required by GVEA's Bylaws (Article V, Section 4a(3)), the committee will be disbanded by the board. Those applicants not submitted for election due to the nominating committee having been disbanded, must seek nomination through the petition process (Article V, Section 4c), in order to be placed on the ballot for election to the board.
 - 2. Persons not nominated by the nominating committee may seek nomination through the petition process as set forth in GVEA's Bylaws (Article V, Section 4c).
 - 3. For the financial best interest of GVEA and its membership, if the deadlines have passed for nominations, by committee and petition, and there is only one qualified candidate seeking election, no election will be held provided that the board appoints that candidate pursuant to GVEA's Bylaws (Article V, Section 2(a)). In the event the board declines to appoint that candidate, an election will proceed with that candidate as the only name on the ballot.
- F. Nominating committee members will receive the same meeting attendance fee and mileage reimbursement for each approved meeting as do MAC members.

III. RESPONSIBILITY

- A. The President & CEO will be responsible for overall compliance with the administration of this policy.
- B. The Chairman of the Board will ensure that the board complies with this policy.

To be AMENDED: September 24, 2018

SECTION 14 - APPENDIX B

Background Check Sample of Member's Experience Who Was Interested in Applying for a Board Seat October 21, 2008

A member from District 6 entered the Alaska State Troopers (AST) headquarters office on Peger Road in Fairbanks and went to the front information desk. No one was present. She pressed the buzzer as instructed, and someone appeared from the office within seconds.

She said she wanted to get a background check. She was asked for two pieces of identification and \$20. The ADT employee signed a form assigning her an inquiry ID number and accepted the \$20. The AST employee went into the office where the member's name was entered and a 3-page report was produced. The top page was a standard cover sheet, the second had information about the member, including place of birth, etc., and the third page listed any criminal activity. The AST employee stamped the third page and initialed it, then passed it to the member who requested the report.

The entire process took less than 10 minutes. It is possible to get this report from local Alaska State Trooper offices and she gave me the number for the Delta office when she saw my address, so I could get their hours.

Each person has to get his/her own report in person. Nothing is done by mail, and you cannot have someone bring in a notarized letter authorizing another to obtain the report. If the machines are down when you arrive, there will be a sign on the window that says "no background checks can currently be performed," because the system is experiencing a problem.

NOTES:

Payment methods accepted: Cash or Alaskan check

Acceptable identification (two pieces required):

1st piece – Government issued ID with picture (required)

2nd piece – Passport, Social Security card, Military ID, vehicle registration, organ donor card, voter registration, Tribal ID or current hunting and fishing license.

SECTION 15 - APPENDIX C

Candidate Evaluation Ranking Form

SECTION 16 - APPENDIX D

Fees and Mileage Reimbursement Form

Each committee member needs to fill this form out starting with the required training. If you need more space for listing additional meetings, please use back of form. Leave this form in your handbook when turned in to your Chair at the last committee meeting. Your Chair will return handbooks, etc. to GVEA. At that point, the forms will be pulled and processed.