



## **ELECTIONS & GOVERNANCE COMMITTEE**

### ***DRAFT\* JOB DESCRIPTION***

#### **Description**

A voluntary standing Elections & Governance Committee (EGC) shall be appointed by the OPALCO Board of Directors and shall consist of three (3) OPALCO members from each of the three (3) residency districts\*\* in San Juan County, for a total of nine (9) members. The Board will determine EGC tasks to be reviewed.

Members of the Committee are expected to:

- Make a serious commitment to participate actively in the Committee's work, including substantive participation in Committee meetings and discussions;
- Complete assignments thoroughly and on time;
- Stay informed about Committee matters, prepare for meetings and review and comment on minutes and reports;
- Acquaint themselves with other Committee members to build a collegial working relationship that contributes to the goal(s) of the committee;
- Become educated on industry matters in order to understand the qualifications of a Director;
- Meet with OPALCO board member(s) upon being named to the Committee to review important topics addressed by the Board of Directors during the previous year;
- Attend OPALCO open house and other events on their island when possible;
- Attend Board of Director meetings held on their island when possible;
- Understand that this is a voluntary, nonpaid position except that travel expenses will be reimbursed at IRS rates

#### **Purpose**

The main task of the EGC will be to seek candidates for the OPALCO Board of Directors on an annual basis (December-March). The Committee will develop a nominating process whereby individuals seeking election to the Board will be vetted for their expertise and value to serving on the Board of Directors. The slate of qualified candidates selected by the EGC (and by petition) will be put forth to the membership for voting as outlined in the bylaws.

*\*to be reviewed at the November 17, 2016 board meeting*

*\*\*See description at [www.sanjuanco.com/documentcenter/view/306](http://www.sanjuanco.com/documentcenter/view/306)*

The EGC will also serve to review and recommend adjustments (if any) to other matters as assigned by the Board, such as Board compensation, and changes to bylaws, policies and/or cooperative governance.

### **Terms**

Members of the EGC will fill staggered (rotating) three-year terms. The first year of appointment (2017) the terms will be one-, two-, and three-years in order to satisfy the long-term goal of having staggered three-year terms. Appointment thereafter to the EGC will be a process of recommendation by the EGC itself, with final appointment approved by the Board of Directors.

In each of the three districts, three positions will be created; i.e., Position A, Position B and Position C. The first year (2017), Position A in each district shall be appointed to a three-year term that will expire December 31, 2019. Position B in each district shall be appointed to a two-year term that will expire December 31, 2018. Position C shall be appointed for a one-year term that will expire December 31, 2017. Thereafter, each position shall be appointed to a three-year term.

The table below illustrates the terms for each position within each of the three districts:

Districts 1, 2, 3	2017	2018	2019	2020	2021	2022	2023
Position A	X			X			X
Position B	X		X			X	
Position C	X	X			X		

### **Meetings**

The EGC will hold meetings as needed to accomplish the goals and objectives of the Committee. The intention is for the EGC to hold closed working meetings, with open discussions at OPALCO Board Meetings. One administrative OPALCO staff member will assist the EGC (if needed).