

BOONE ELECTRIC COOPERATIVE **NOMINATING COMMITTEE**

The Board of Directors shall appoint, not less than one hundred and twenty (120) days, nor more than one hundred and eighty days (180) before the date of a meeting of members at which Directors are to be elected, a committee on nominations. The nominating committee shall consist of not less than five nor more than eleven persons who are members who shall be selected from the three director districts of the Cooperative so as to insure equitable representation.

All directors, except those whose term is expiring at the next meeting of members, shall submit the name of a member to be appointed and thereafter serve on the nominating committee. So as to avoid a tie vote on the committee, and aid in the timely completion of the activities of the committee, the Board of Directors shall select one of the members of the nominating committee as the chairperson. The chairperson of the committee shall be responsible for overseeing and ensuring that the activities of the committee are completed in accordance with the bylaws and policies of the Cooperative.

The Cooperative's General Legal Counsel shall meet with and otherwise be available to assist the chairperson and all members of the nominating committee.

In addition to the requirements to become or remain a director as set forth in the Bylaws, the nominating committee shall consider the following criteria when selecting a candidate to nominate to the Board of Directors:

1. Candidate shall believe in the Seven Cooperative principles.
2. Candidate shall be willing and able to attend 12 monthly board meetings per year.
3. Candidate shall be willing and able to attend 2 - 4 additional local meetings per year.
4. Candidate shall be willing and able to attend 2 - 10 days per year at State or National information and training seminars.
5. Candidate shall be willing and able to attend 10 - 12 days of training over a 36-month time period to complete their Credentialed Cooperative Director training.
6. Candidate shall review and complete the "Fact Sheet of Board of Directors Responsibilities" attached to this policy as Exhibit "A" and once complete, acknowledge the truthfulness of their response by written signature and commit, if elected, to serve in the position of director of the Cooperative.
7. The members of the nominating committee shall initially review and utilize the

candidate responses within the Fact Sheet of Board of Director Responsibilities document (Exhibit “A” hereto) in determining which candidates shall be selected to continue in the process of being nominated by the committee.

8. After the nominating committee’s initial review of the individual candidates’ responses as contained in Exhibit “A”, the list of potential nominees shall be further narrowed to those candidates that will be interviewed in-person by the nominating committee.
9. Except for follow-up questions based on initial responses, all questions asked of potential nominees at the in-person interview should be identical or at least similar in scope and subject matter.

BOONE ELECTRIC COOPERATIVE **NOMINATING COMMITTEE**

FACT SHEET OF **BOARD OF DIRECTORS RESPONSIBILITIES**

MISSION STATEMENT: The Mission of Boone Electric Cooperative is to provide reliable electric energy and other services at the lowest possible cost consistent with sound business practices and cooperative principles.

- **Believe in the Seven Cooperative Principles:**
 1. Voluntary & Open Memberships
 2. Democratic Member Control
 3. Member's Economic Participation
 4. Autonomy & Independence
 5. Education, Training and Information
 6. Cooperation Among Cooperatives
 7. Concern for Community
- **The officers and directors of the corporation occupy a fiduciary relation to the cooperative and to the members; their position is one of trust and they are bound to act with fidelity and subordinate their personal interest to the interest of the cooperative should there be a conflict.**

Duty of Due Care: This duty requires a Director to perform his or her job as a reasonable and prudent person would do in similar circumstances. In order to do so, a Director must make a reasonable effort to gather and consider relevant information.

Duty of Loyalty: This duty prohibits a Director from placing his or her personal or business interests above the interests of the cooperative. The Director must act fairly with the cooperative, refrain from letting his or her personal interests affect the Director's decisions, and always act honestly and in good faith.

Duty of Obedience: This duty requires that Directors must act within the limit of the powers granted them by law and applicable regulations and by the cooperative's charter, articles of incorporation and bylaws.

- **Willing and able to serve a 3-year term.**
- **Willing and able to attend 12 monthly board meetings.**

Currently scheduled in advance on the third Wednesday of each month unless there is a conflict with education or training sessions.

- **Willing and able to attend 2 - 4 additional local meetings per year.**
Overnight travel may be necessary.
- **Willing and able to attend 2 -10 days per year at State or National information and training seminars.**
Overnight travel may be necessary.
- **Board Members are required to attend 10 - 12 days of training over a 36-month time period to complete their Credentialed Cooperative Director Certificate.**

The Credentialed Cooperative Director (CCD) curriculum consists of five courses designed to provide basic knowledge and skills required of cooperative directors. Each course is one day long unless otherwise noted. Overnight travel may be necessary.

- **Directors Duties and Liabilities:** Boards are responsible for directing the affairs of the corporation. This course discusses and explains the duties of loyalty, obedience and due care, and the need for directors to acquire the minimum knowledge and skills necessary to fulfill their responsibility within the cooperative context.
- **Understanding the Electric Business:** The electric utility industry is an evolving high-tech system that must be designed and engineered to meet regulatory and consumer standards for reliability, quality, and safety. This requires an appropriate investment on a planned and ongoing basis. This course provides directors with an understanding of the key components of the utility industry.
- **Board Operations and Process:** The board of directors is responsible for managing the affairs of the corporation. In fulfilling its duties, the board typically can only take official action via majority rule in a duly convened meeting. This course focuses on the legal requirements for holding board meetings and also on the human factors and group processes that make such meetings productive and effective.
- **Strategic Planning:** Boards have ultimate responsibility for ensuring and evaluating the long-term health of the organization. They help fulfill this duty through strategic thinking, identifying goals through strategic planning and authorizing the appropriate allocation of resources through the adoption of financial policies, budget review and approval and monitoring management's progress toward strategic goals. This course teaches directors how to participate effectively in strategic thinking and planning processes.
- **Financial Decision Making (1 ½ days):** This course helps directors understand the role of the board in financial planning, including identifying the basic documents used in financial planning and reporting. It also covers assessing the issues that drive financial decisions, balancing competing goals, and taking responsibility to monitor and evaluate results.

- **Meet the qualifications of a director as written in the bylaws Article IV Section 3**

“To be eligible to become or remain a Director of the Cooperative any such person must:

- (a) be an individual with the capacity to enter into legally binding contracts;
- (b) have attained a high school diploma or equivalent;
- (c) be a U.S. citizen for at least thirty-six (36) months and be able to speak, read, write and understand English;
- (d) not have been convicted of, pled guilty to or entered a plea of no contest to a felony crime;
- (e) be a member of the Cooperative with their primary residence within the geographical area served by the Cooperative and the applicable district as set forth in these bylaws during their term as a director and for at least twelve (12) months prior to becoming a director;
- (f) not be in any way employed by or financially interested in a competing enterprise or business selling electric energy, or a business providing a financially substantial quantity of services or supplies to the Cooperative or any of its subsidiaries, or a business primarily engaged in selling electrical or plumbing appliances, fixtures or supplies to the members of the Cooperative;
- (g) be a Cooperative member in good standing by not being on a list for disconnection of electric service for nonpayment of a delinquent debt to the Cooperative or any subsidiary thereof while a director and during the thirty-six (36) months immediately before becoming a director;
- (h) not have a Close Relative who is an employee of the Cooperative or any subsidiary thereof while a director and during the thirty-six (36) months immediately before becoming a director;
- (i) not be an applicant for employment;
- (j) not be employed by the Cooperative or any subsidiary thereof while a director and during the thirty-six (36) months immediately before becoming a director;
- (k) not be engaged in a personal relationship with a fellow director or an employee of the Cooperative or any subsidiary thereof that could, in the sole judgment of the Board of Directors, interfere with the Director’s independent judgment, disrupt or negatively impact the workplace, undermine members’ confidence in the operations of the Cooperative, or reasonably create the appearance of a conflict of interest;
- (l) not be absent from more than two (2) regular board meetings in any twelve (12) month period except where the health of the director reasonably does not permit their attendance, a rescheduled regular board meeting conflicts with prior commitments of the director or any other good cause reason shown by the absent

director and accepted by resolution of the remaining directors;

- (m) not have been removed or disqualified as a director in any system within the rural electric cooperative program;
- (n) obtain their NRECA Credential Cooperative Director Certificate within thirty-six (36) months of becoming a director;
- (o) not conduct themselves, while a director, in any way that violates the Cooperative's Conflict of Interest, or Code of Ethics and Whistleblowing policies;
- (p) disclose all monetary and in-kind contributions and direct or indirect expenditures by the director candidate, from third-parties or other outside sources in support of, the member's campaign for election or re-election to the Board. The Board of Directors shall establish a policy setting forth rules and deadlines for reporting campaign contributions and expenditures consistent with this provision; and
- (q) Once elected, not receive any money, financial benefits or contributions of any kind from any third-party or outside source related to their service as a director of the Cooperative.

The term "Close Relative" shall mean Wife, Husband, Son, Daughter, Father, Mother, Grandfather, Grandmother, Brother, Sister, Grandson, Granddaughter, Father-in-law, Mother-in-law, Brother-in-law, Sister-in-law, step-children and any person cohabitating or living within the same household of a director. This bylaw section will not apply to Close Relatives as defined above who are employed full-time by the Cooperative as of July 13, 2007.

Upon establishment of the fact that a Director is holding office in violation of any of the foregoing provisions, the Board of Directors shall remove such Director from office by a majority vote of the remaining directors. Nothing contained in this Section shall affect in any manner whatsoever the validity of any action taken at any meetings of the Board of Directors.

- **Once elected to the Board, directors receive a daily per diem and mileage reimbursement to attend meetings per Board Policy B-1-5. Directors also have access to a health insurance program.**
- Complete, sign and date the attached Board Candidate Profile sheet attached hereto as **Schedule 1.**
- Complete, sign and date the attached Disclosure and Authorization Form to Obtain Criminal Background Report attached hereto as **Schedule 2.**

I hereby affirm that my responses set forth herein are to the best of my knowledge and belief are correct and truthful. Furthermore, I acknowledge the qualifications and responsibilities associated with the position of being a Board Member for Boone Electric Cooperative. I am willing and capable to serve in such capacity.

Name
Please Print

Signature

Date



**Boone Electric
Cooperative**

2024 BOARD CANDIDATE PROFILE

Thank you for expressing an interest in serving your cooperative as a Director. Please provide the following information to help the Nominating Committee select candidates for the Cooperative's Board of Directors and provide information for your candidate profile in the Rural Missouri and other publications, should you be nominated. The Committee must receive this completed form no later than 12 noon on _____.

Name: _____

Address: _____

Telephone #1: _____ Telephone #2: _____

Email: _____

County/District: _____ Member Number: _____

Prospective candidates who submit a profile may be asked to attend a Candidate Reception on _____ (date/time) at Boone Electric Headquarters for an overview, a personal interview, and a professional photo.

Please indicate your availability:

___ I can attend ___ I cannot attend

Article IV Section 3 Director Qualifications*

YES

NO

*If any answers provided to these questions are found to be untrue, the candidate will be automatically disqualified from running.

1. Are you an individual with the capacity to enter into legally binding contracts?		
2. Have you attained a high school diploma or the equivalent?		
3. Have you been a U.S. citizen for at least thirty-six (36) months and are you able to speak, read, write and understand English?		
4. Have you been convicted of, pled guilty to or entered a plea of no contest to a felony crime? (Must complete criminal background authorization form)		
5. Are you a member of the Cooperative (account in your name) with your primary address within the geographical area served by the Cooperative and the applicable district as set forth in the bylaws, and have been for at least twelve (12) months prior to becoming a Director and will during your term as Director?		
6. Have you been in any way employed by or financially interested in a competing enterprise or business selling electric energy, or a business providing a financially substantial quantity of services or supplies to the Cooperative or any of its subsidiaries, or a business primarily engaged in selling electrical or plumbing appliances, fixtures or supplies to the members of the Cooperative?		
7. Are you a Cooperative member in good standing by not being on a list for disconnection of electric service for nonpayment of a delinquent debt to the Cooperative or any subsidiary thereof during the thirty-six (36) months immediately before becoming a Director (and promise to remain in good standing while serving as a Director)?		
8. Do you have a close relative who is an employee of the Cooperative or any subsidiary thereof during the thirty-six (36) months before becoming a Director (or will have while serving as Director)?		
9. Are you an applicant for employment?		
10. Have you been employed by the Cooperative or any subsidiary in the past thirty-six (36) months, or plan to be during your term as Director?		
11. Have you engaged in a personal relationship with a fellow Director or an employee of the Cooperative or any subsidiary thereof that could, in sole judgment of the Board of Directors, interfere with your independent judgment, disrupt or negatively impact the workplace, undermine members' confidence in the operations of the Cooperative, or reasonably create the appearance of a conflict of interest?		
12. Do you commit to not being absent to more than two (2) regular board meetings in any twelve (12) month period except where health reasonably does not permit your attendance, a rescheduled regular board meeting conflicts with prior commitments or any other good cause reason shown and accepted by the resolution of the remaining Directors?		
13. Have you been removed or disqualified as a Director in any system within the rural electric cooperative program?		
14. Will you obtain your NRECA Credentialed Cooperative Director Certificate (CCD) within thirty-six (36) months of becoming a Director?		
15. While a Director, do you promise to not conduct yourself in any way that violates the Cooperatives's conflict of interest policy?		
16. Will you disclose all monetary and in-kind contributions and direct or indirect expenditures from third-parties or other outside sources in support of your campaign for election or re-election to the Board? The Board of Directors shall establish a policy setting forth rules and deadlines for reporting campaign contributions and expenditures consistent with this provision.		
17. Once elected, I know that I cannot receive any money, financial benefits or contributions of any kind from any third-party or outside source related to my service as a Director of the Cooperative.		

General Information and Experience

Employer: _____ Occupation: _____

Family information: _____

Miscellaneous: (if desired, include military service, civic organizations, etc.): _____

Briefly summarize your work experience: _____

Please indicate the level of education* you have achieved:

____ High school ____ Vocational school ____ College graduate
____ HiSET (high school equivalency) ____ Some college ____ Post-graduate/professional

*List post-secondary schools, colleges or universities attended and degrees or professional certifications earned:

	YES	NO
Are you available on the 3rd Wednesday from approximately 8 am - 3 pm every month?		
Can you devote 5-10 additional days per year for meetings?		
Would you be able to spend several hours each month to read and study information in preparation for Boone Electric's regular board meetings?		

- Briefly summarize your community service and leadership experiences with other organizations:

- What knowledge, expertise or special abilities would you bring to the board? (e.g. business, nonprofit, cooperative, outreach/advocacy, communications, utility experience, etc.)

- What are some of the important issues you believe the Cooperative board needs to focus on in the next few years?

- Which of the following is the most important feature (check one) of the electricity Boone Electric provides—that your electricity is: ☒ Affordable ☐ Reliable ☐ Environmentally clean
Please explain: _____
- What do you think is the best way to meet present and future energy needs?

- What interests you most about serving on the Boone Electric Cooperative Board of Directors?

I certify that the information provided on this form is true and accurate to the best of my knowledge.
(Attach additional information if needed.) **Please sign below:**

Signature: _____ Date: _____

BOONE ELECTRIC COOPERATIVE

Disclosure and Authorization Form To Obtain Criminal Background Report

As part of the nomination process and in order to be a candidate for election to the Board of Directors of Boone Electric Cooperative, I understand the Missouri State Highway Patrol will seek and obtain investigative reports about me as defined in the Fair Credit Reporting Act (FCRA). These investigative reports may include, but are not limited to, criminal history records (from local, state, federal, international and other law enforcement agencies' records), sexual offender's lists, warrants and warrants records. I understand that these records may be used for determination of my eligibility to be a candidate for director at Boone Electric Cooperative. I hereby authorize, without any reservation, the full release of these records and information to conduct the searches and investigations. I also certify that all information provided below is correct to the best of my knowledge. I agree that a copy or facsimile of this authorization shall be as valid as the original. In addition, I release and discharge Boone Electric Cooperative, and all of its agents, from any expenses, losses, damages, and liabilities arising from the investigative process.

Applicant's Name: _____
(Please Print) First M.I. Last

Previous, Maiden Name or Alias: _____
(Please Print) First M.I. Last

Signature: _____ **Date:** _____ mm/ _____ dd/ _____ yyyy

Date of Birth: _____mm/____dd/____yyyy

Social Security Number: _____ - _____ - _____ **Female** ☐ **Male** ☐

Driver's License Number: _____ **State:** _____

PROVIDE ADDRESSES FOR PAST FIVE (5) YEARS (Use back of form if necessary)

Current Address: _____

Street Address	City	State	Zip Code

Length of Residency at Current Address: _____

Email address: _____ **Phone:** _____

Length of Residency at Previous Address: _____

Previous Address: _____
Street Address City State Zip Code

Length of Residency at Previous Address: _____

Previous Address: _____
 Street Address City State Zip Code