



## Nominating Committee Meeting

Wednesday, August 29, 2018

1:00 P.M.

MCEDD Office, 515 East Second Street, The Dalles

### AGENDA

<u>Topic</u>	<u>Estimated Time</u>	<u>Item</u>
Call to Order		
Overview of Committee Roles	5 minutes	Information
Slate of Officers	10 minutes	Decision
Private Sector Membership	10 minutes	Recommendation
Private Sector Executive Committee	5 minutes	Recommendation
Follow-up Roles	5 minutes	Decision
Adjourn		

The meeting location is accessible to persons with disabilities. If you have a disability that requires any special materials, services or assistance, please contact us at 541-296-2266 (TTY 711) at least 48 hours before the meeting.

MCEDD is an equal opportunity employer, lender and provider.

MID-COLUMBIA ECONOMIC DEVELOPMENT DISTRICT  
 NOMINATING COMMITTEE MEETING  
 MONDAY, JULY 17, 2017  
 MCEDD Office, 515 East Second St, The Dalles, OR

ATTENDENCE:

NOMINATING COMMITTEE MEMBERS: Jan Brending, Tonya Brumley, Dana Peck

STAFF: Amanda Hoey

CALL TO ORDER:

Meeting called to order at 4:00 p.m.

ROLES AND RESPONSIBILITIES:

Amanda Hoey reviewed the roles and responsibilities of the Nominating Committee. Amanda explained the nomination process including the rotation of the Vice Chair to Chair and Secretary/Treasurer to Vice Chair. She also discussed the need to maintain the rotating balance between Oregon and Washington members.

SLATE OF OFFICERS:

<b>MCEDD OFFICERS</b>		
<b>Position</b>	<b>Current</b>	<b>Nomination</b>
Chair	Jan Brending	Ken Bailey
Vice-Chair	Ken Bailey	Bill Schmitt
Secretary/Treasurer	Bill Schmitt	Bob Benton

Tonya Brumley moved to approve the slate for recommendation to the full board with Bob Hamlin as an alternate for Secretary/Treasurer if Bob Benton is unable or unwilling to serve. Dana Peck seconded the motion. Motion passed unanimously.

PRIVATE SECTOR NOMINATION

The Committee discussed including all officers on the Executive Committee. They also discussed the need for two to four Private Sector nominations. The Committee proposed the following individuals to serve as private sector representatives to the Executive Committee:

<b>MCEDD EXECUTIVE COMMITTEE, PRIVATE SECTOR</b>		
<b>Position</b>	<b>Current</b>	<b>Nomination</b>
Exec Comm, Private Sector	Ken Bailey (officer)	Ken Bailey (officer)
Exec Comm, Private Sector	Eric Proffitt	Eric Proffitt
Exec Comm, Private Sector	---	Dana Peck

*Discussion: The committee discussed the need to maintain an odd number of individuals on the Executive Committee which includes County Commissioners (5), Officers and private sector members. With the officers proposed, three Executive Committee members would be needed to maintain an odd numbered committee and maximize opportunities to obtain quorum for meetings. Jan Brending discussed the opportunity to add an additional private sector member from the Washington to support the balance between states and proposed Dana Peck as an engaged member of the board and Washington Chambers representative.*

Tonya Brumley moved to approve the slate of Eric Proffitt, Ken Bailey and Dana Peck. Jan Brending seconded the motion. Motion passed unanimously with one abstention (Peck).

#### FOLLOW-UP ROLES:

Amanda explained the follow up roles. Jan Brending volunteered to the following:

1. With staff's assistance contact the nominated individuals regarding willingness to serve as officers and Executive Committee private sector representatives.
2. Present the full slate of officers/executive committee to the full board at the September meeting. MCEDD staff will prepare the written document.

*Meeting adjourned at 4:10 pm*

*Minutes submitted by Amanda Hoey, Executive Director*

## **MCEDD Nominating Committee Roles/Responsibilities**

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### **Overview:**

The Mid-Columbia Economic Development District (MCEDD) Nominating Committee is appointed by the Chair of the MCEDD Board. It is intended to have a mix of public and private sector representatives and a balance of Oregon and Washington representatives. To avoid split votes, it is designed to have an odd number of committee members. Support for the committee is provided by the staff of MCEDD.

### **Role #1: Nominate a Slate of Officers**

The officers of MCEDD include a Chairperson, Vice Chairperson, and Secretary/Treasurer. Currently these positions are held by Ken Bailey, Bill Schmitt and Bob Benton respectively. The Officer duties are provided in our by-laws and attached. Consideration for the slate has generally included:

- Officers must have a term that will continue after the annual meeting.
- Officers should have a strong record of participation and engagement in Board activities and demonstrate an understanding of the organization.
- Officers should include a balance of Washington and Oregon interests and may include rotation among counties.
- Officers rotate through positions (sec/treasurer becomes vice-chair, vice-chair becomes chair)

### **Role #2: Nominate Private Sector Representatives to the Executive Committee**

The MCEDD Executive Committee consists of the five County representatives, MCEDD officers, and at least two private sector representatives. The private sector representatives are nominated by the Nominating Committee. Consideration and qualifications are generally the same as for officers.

### **Responsibilities of the Committee:**

1. Meet prior to the annual MCEDD Board meeting and establish a slate of officers and nomination for private sector representation to the Executive Committee
2. Contact nominees and ensure they are willing to serve and understand the duties required, if elected.
3. Present the slate and recommended nominees to the Board of MCEDD.

## **Officer Positions**

### ***Chair\****

The Chairperson: (1) shall be the principal presiding officer of the District Board of Directors and shall preside at all meetings of the members and at all meetings of the Board at which he or she is present; (2) may sign any instruments authorized by the Board to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the MCEDD, or shall be required by law to be otherwise signed or executed; and (3) shall, in general, perform all duties incident to the office of the chairperson and such other duties as may be prescribed by the Board from time to time.

### ***Vice-Chair\****

In the absence of the Chairperson, or in the event of his or her inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall also perform such other duties as from time to time may be prescribed by the Board.

### ***Secretary/Treasurer\****

The Secretary-Treasurer shall: (1) keep the minutes of the meetings of the Board in one or more books provided for that purpose; (2) see that all notices are duly given in accordance with these bylaws; (3) be custodian of the MCEDD records; (4) keep general charge of the books of the MCEDD; and, (5) in general, perform all duties incident to the office of Secretary-Treasurer, and such other duties as from time to time may be prescribed by the Board, or may assign these duties to staff. *Note: The Secretary/Treasurer causes these duties to be performed. They are then handled by MCEDD staff. Actual notetaking is not required.*

### **\*All officers also serve on the Executive Committee**

### ***Executive Committee***

The Executive Committee shall have the same powers and authority as the Board of Directors and may take any action (s) on behalf of the Board. The Executive Committee may meet monthly, or as needed to conduct all operations of the District. Significant policy decisions will be referred by the Executive Committee to the full Board of Directors for consideration during a regular or special meeting.

SLATE OF OFFICERS AND PRIVATE SECTOR NOMINATION:

<b>MCEDD OFFICERS</b>		
<b>Position</b>	<b>Current</b>	<b>Nomination</b>
Chair	Ken Bailey	
Vice-Chair	Bill Schmitt	
Secretary/Treasurer	Bob Benton	

<b>MCEDD EXECUTIVE COMMITTEE, PRIVATE SECTOR</b>		
<b>Position</b>	<b>Current</b>	<b>Nomination</b>
Exec Comm, Private Sector	Ken Bailey (officer)	
Exec Comm, Private Sector	Dana Peck	
Exec Comm, Private Sector	Eric Proffitt	

**Follow-Up Responsibilities:**