

## **Conserv FS Nominating Committee**

The selection of quality directors to serve on the Board of Directors of a cooperative is very important to that cooperative's long-range success. One of the unique features of Conserv FS is that it is owned and controlled by the customers the company services. Customer control is exercised through the election of qualified directors.

The director election process begins with the selection of the nominating committee.

Guidelines for the nominating committee members:

1. To be eligible to serve on the Nominating Committee a shareholder should satisfy the same general guidelines and qualification as established by the bylaws and company policy for a director. A member of the Nominating Committee should have a keen interest in the success of Conserv FS, Inc. The Nominating Committee shall be made up of persons that represent Conserv FS shareholders. The Conserv FS Board President shall appoint one of the persons as chairman.
2. Prior to the first meeting of the nominating Committee the Board President should solicit input from the current Board of Directors to determine their possible interest in being considered for reelection.
3. Committee shall hold its first meeting during the 90 – 120 days prior to annual meeting and complete its slate of candidates not later than 30 days prior to annual meeting.
4. The Committee shall meet and make its nominations as a single committee body
5. The Committee shall annually review and evaluate the effectiveness of each current director.
6. Nominating Committee is expected to nominate only candidates that fully qualify under the articles, and the Duties and Responsibilities of a Board Member for Conserv FS, Inc. as provided in company policy.
7. The Nomination Committee is expected to take into consideration good geographic representation of the trade area serviced by the company when making director nominations.
8. Prior to submitting the report of the Nominating Committee to the Conserv FS Board President, the chairman of the Nominating Committee or a Nominating Committee member designated by the chairman shall contact all newly nominated shareholders for the directorship to review with those nominees the Director Qualifications, Duties and Responsibilities of Directors.
9. In selecting candidates to fill director positions the Nominating Committee should be aware that a balance of individuals who possess abundant energy, innovative ideas, experience and mature judgment should be considered. While age is not necessarily a measure of an individual's ability or usefulness, directors reaching the age of 70 should retire from the board to provide an opportunity for younger individuals to take over director responsibilities. In large organizations such as Conserv FS, a substantial amount of time is needed to become well acquainted with the operation in order to become an effective director. Therefore, new directors to fill vacancies on the board should be of an age that they could serve a reasonable time before reaching the age of 70.
10. No current director shall serve as a member of the Nominating Committee.

Anyone interested in being considered for the nominated committee should send an email expressing interest to [leadership@conservfs.com](mailto:leadership@conservfs.com) Board President John Henning will be in contact about next steps.