

National Nominating Committee Policy and Procedures

Duties of the National Nominating Committee

The National Nominating Committee (NNC) reports to the Board of Directors and shall perform the following duties as set forth in the Appraisal Institute Bylaws as follows:

- 1) Interview and evaluate candidates for Vice President and for any other vacant Officer position(s);
- 2) Identify key issues for the written questionnaire that candidates for Vice President and for any other vacant Officer position(s) must complete;
- 3) Identify key issues for the oral interviews of candidates for Vice President and for any other vacant Officer position(s);
- 4) Solicit input from the membership, chapters and regions on the candidates for Vice President and for any other vacant Officer position(s) prior to finalization of the Nominating Committee's decision;
- 5) Nominate for Board of Directors consideration an individual (or two (2) individuals if there is a deadlock after three consecutive votes between the same candidates) for Vice President and for any other vacant Officer position(s);
- 6) Submit its nomination (or two (2) nominations if there is a tie vote as noted above) for Vice President to the Board of Directors at its second regular meeting, with the rationale for its decision, unless a vacancy in the office of Vice President occurs during the course of a Vice President's term, in which case the nomination(s) for Vice President and rationale shall be submitted to the Board of Directors as soon as practicable after notice of the impending vacancy is received or after the vacancy occurs;
- 7) Submit its nomination (or two (2) nominations if there is a tie vote as noted above) for any other vacant Officer position(s) to the Board of Directors, with the rationale for its decision, as soon as practicable after notice of the impending vacancy is received or after the vacancy occurs;
- 8) Nominate for Board of Directors consideration one (1) or more International Designated Members for election to the International Designated Member position on the national Board of Directors; and
- 9) Perform such other duties as may be assigned to it by the Board of Directors.

NNC members must comply with all requirements of the Appraisal Institute Bylaws, Regulations, policies and procedures, including but not limited to requirements related to eligibility for service on the NNC and all confidentiality obligations.

This policy shall apply to the following individuals:

- NNC members and staff liaison(s)
- Board of Directors
- National and Chapter staff
- Chapter Officers
- Individuals who meet the required qualifications for the Appraisal Institute Vice President position and whose candidacies for such position have been announced on the Appraisal

Institute's public website ("Candidate(s)") and individuals seeking to become Candidates ("Potential Candidate(s)");

- NNC nominee(s) for the Appraisal Institute Vice President position ("Nominee(s)");
- Individuals who meet the required qualifications for the International Designated Member Board position ("International Board Member Candidate(s)") and individuals seeking to become International Board Member Candidate(s) ("Potential International Board Member Candidate(s)"); and
- NNC nominee(s) for the International Designated Member Board position ("International Board Member Nominee(s)").

A. Solicitation of Candidates

In accordance with Appraisal Institute Bylaws, an elected officer of the Appraisal Institute shall:

1. Be a Designated Member in good standing of the Appraisal Institute;
2. Not have been subject to a publishable disciplinary action as defined by the Regulations of the Appraisal Institute within five (5) years of the date of election;
3. Hold the status "Continuing education program completed";
4. Stay up-to-date on the content of Appraisal Institute communications, including but not limited to the content of all non-commercial emails originating from the national organization, the individual's region and the individual's chapter; and
5. Have met such other minimum qualifications for service as may be adopted by the Board of Directors from time to time.

Individuals who serve on the NNC for any period of time whatsoever are not eligible to submit their candidacies or to run for the Appraisal Institute Vice President or any vacant Appraisal Institute national officer position being considered by the NNC in the year such individuals serve on NNC.

Solicitation of potential Candidates shall be made in Appraisal Institute publications or communications, which may include Appraisal News Online, Chapter FYI, and other publications as appropriate so as to receive broad-based input. The NNC Staff Liaison shall coordinate the solicitations working with appropriate departments of the Appraisal Institute.

Solicitations shall include or refer to the required qualifications of the Vice President as established by Appraisal Institute Bylaws, Officer Responsibilities, and also may include any desirable qualifications.

Chapter Presidents, Chapter Executive Directors and National Board members shall receive notification of the solicitation.

Interested individuals will receive a list of required documentation that they must submit to the NNC Staff Liaison to continue in the process. This documentation includes:

- The Questionnaire
- Waiver of Confidentiality
- Background Check Authorization Form

B. Meetings

All members of the NNC must participate in all conference calls and in-person meetings of the NNC for the entire duration of such calls and meetings, unless the NNC Chair excuses their absence. If an NNC member is not able to participate in all conference calls and in-person meetings of the NNC, his or her eligibility to participate in the in-person interviews of the Candidates and vote in the Nominee(s) selection process shall be at the discretion of the NNC Chair with the advice of Legal Counsel.

The initial meeting of the NNC, held via conference call, shall include an overview of the anticipated timeline, the procedure for the development of the Questionnaire that Potential Candidates will be requested to complete, and the procedure for the development of oral interview questions for Candidates. NNC members also will be provided with a confidentiality agreement prior to the initial call, which they must execute and return to the NNC Staff Liaison prior to the initial call to continue to serve on the NNC.

The Questionnaire should relate to the individual's interest in the Vice President position, the individual's background, experience, judgment, and character, the required and desirable qualifications for the Vice President position, and issues currently facing the Appraisal Institute and that the Appraisal Institute may face in the future. The NNC is encouraged to review questionnaires used in previous years, but circumstances unique to any given year may necessitate development of revised or new questions by the NNC.

Desirable qualifications for the Vice President position may include oral presentation skills, the ability to travel nationally and internationally, commitment to Appraisal Institute policies and goals, long-range strategic thinking, appraisal knowledge, being adept at and possessing technical capability for long-distance communication, and previous Appraisal Institute service at the national, regional or chapter levels.

All meetings and communications of the NNC, whether in person, conference call, or electronic means, shall be confidential. NNC members must maintain the confidentiality of all NNC meetings and communications, except the final recommendation of the NNC.

C. Submission of Questionnaire to Potential Candidates

The NNC Staff Liaison shall submit the Questionnaire and a list of the position's responsibilities to Potential Candidates who have complied with previous requests for materials. Potential Candidates shall have no fewer than forty-five (45) days to complete and return the Questionnaire to the NNC Staff Liaison. Potential Candidates may not request any amendments to the Questionnaire after submission to the NNC Staff Liaison.

Potential Candidates must submit the following materials to the NNC Staff Liaison to be eligible for NNC's consideration:

- Completed Questionnaire, to be published on the Appraisal Institute website and in other avenues as appropriate;
- Resume or CV, to be published on the Appraisal Institute website and in other avenues as appropriate;
- Signed authorization permitting the Appraisal Institute to conduct legal, background and credit checks; and
- Other materials as required by the NNC.

The Appraisal Institute will verify the eligibility of Potential Candidates after review of relevant information. Appraisal Institute staff shall conduct legal, background and credit checks of all Potential Candidates who submit the required materials, and the findings of such checks shall be reported to the NNC Chair by Legal Counsel.

The NNC Chair may disseminate information related to the legal, background and credit checks to members of the NNC upon the advice of Legal Counsel. Any such information shall be disclosed in Executive Session.

D. Campaigning

All campaigning by Potential Candidates or Candidates shall be done in a professional and courteous manner, upholding the highest standards of the Appraisal Institute.

No Potential Candidate or Candidate shall utilize any means of contact to AI Professionals, the Board of Directors, NNC members, or other individuals that are not also available to the other Potential Candidates or Candidates. For example, if any Potential Candidate or Candidate is allowed to give a campaign speech / presentation at an Appraisal Institute event or meeting, including regional or chapter meetings or events, all Potential Candidates or Candidates must be given the same opportunity.

E. Publication of Questionnaires and Resumes

The completed Questionnaires and resumes of Candidates shall be posted to the Appraisal Institute website and additional input on such Candidates, including but not limited to letters of recommendation, shall be invited. Letters of recommendations and other written input or comments for individual Candidates may be submitted by Chapters, Regions, AI Professionals, and other individuals. Letters of recommendation from national, regional and chapter staff, NNC members and Executive Directors shall not be submitted to or considered by the NNC.

Letters of nominations and other written input or written comments shall be submitted to the NNC Staff Liaison, who shall forward the letters and other written input to the NNC for its review. Current Board members are discouraged from providing letters of recommendation. The Appraisal Institute shall not provide Candidates with the letters of recommendation or other written input or comments.

Only the completed Questionnaires and the resumes of Candidates, and no other materials, shall be posted on the Appraisal Institute public website.

F. Interview Process

The NNC shall conduct in-person interviews of the Candidates. All members of the NNC and the Candidates being interviewed must be present in-person during the interview process. Exceptions to the in-person interview requirement may be granted by the NNC Chair for circumstances beyond the Candidate's control, such as severe illness or family emergency.

NNC members must have participated in all meetings and calls to participate in the Candidate interviews. If NNC members have not participated in all meetings and calls of the NNC, such members may participate in Candidate interviews only with the written permission of the NNC Chair with the advice of Legal Counsel.

Candidates must bear all of his or her own costs (e.g., meals, lodging, airfare, local travel) to attend their in-person interviews with the NNC.

G. Presentations by Candidates

Candidates will each be permitted to make an opening presentation of up to five (5) minutes and a closing statement of up to five (5) minutes to members of the NNC. NNC members shall ask questions of the Candidates between their opening and closing presentations. Presentations shall be oral, and may not include PowerPoint, videos, handouts, or other materials of any kind. The order of Candidate presentations shall be determined by random selection.

Upon completion of all presentations by the Candidates, the NNC shall hold confidential discussions and deliberations regarding the Candidates.

H. Voting

NNC members must vote their conscience as to who can serve the best interests of the AI as a whole for the duration of their service as an officer. NNC members are not bound by Region or Chapter preferences, nor should their decision be based on a Candidate's position on a particular issue.

Upon completion of the NNC's deliberations, paper ballots will be provided with the names of all Candidate(s) listed in alphabetical order. Voting shall be by secret ballot. The Chair of NNC shall not have a vote. Votes will be counted by the Audit Committee Chair (or his or her designee from the Audit Committee) and legal counsel or his or her designee. The results shall be conveyed to the NNC Chair. The Chair of the Audit Committee or his or her designee shall not otherwise be present during the NNC meeting.

Candidate(s) must receive a simple majority of votes cast to receive the NNC's nomination. If a Candidate has received a majority, the NNC Chair will announce the result.

If no Candidate receives a majority of votes cast, then the fact that no candidate received a majority will be communicated to NNC members on a confidential basis. The NNC shall have an opportunity for further deliberation and a re-vote. All candidates will be on subsequent ballots. This process shall

continue until a Candidate receives a majority vote. If the NNC has three consecutive tied votes between two Candidates or the NNC is deadlocked, then the names of two (2) Candidates will be submitted to the Board for selection of a Nominee.

I. Submission of Nomination to Board

The NNC shall submit to the Board the name(s) of the Nominee(s) and the rationale for such Nominee(s) during the Board's second regular meeting. The NNC shall not report the number of ballots taken to the Board unless it has taken three consecutive tie votes. The NNC shall not report the vote totals on any ballot taken to the Board.

J. Nominations by Petition

If individual(s) are nominated through the petition process set forth in the Appraisal Institute Bylaws, such individual(s) must go through the following process if he or she has not already done so:

- 1) Complete the same Questionnaire required of Candidate(s) who came before the NNC that year and submit such completed questionnaire to the CEO no later than five (5) days after the deadline for filing the petition;
- 2) Submit to an in-person interview by that year's NNC no later than fifteen (15) calendar days after the deadline for filing a petition; and
- 3) Submit to the CEO written authorization(s) for the same background check(s) required of Candidates who came before the NNC that year. The CEO must receive such authorizations(s) no later than five (5) calendar days after the deadline for filing a petition.

The NNC shall consider the information provided above on the same basis as the information of the other Candidates when selecting the Nominee.

K. International Designated Member on the Board of Directors

The NNC shall receive the recommendation(s) of the International Relations Committee (IRC) for one or more International Designated Members to serve in the position of International Designated Member on the Board of Directors. International Board Member Candidates shall comply with the Appraisal Institute Election Policy, and shall submit a completed questionnaire developed by the International Relations Committee. Potential International Board Member Candidates may not request any amendments of their answers to the Questionnaire after submission to the NNC Staff Liaison.

After receiving the recommendation(s) for the IRC, the NNC shall conduct personal or virtual interviews (such as by Skype) of the International Board Member Candidates. The NNC shall develop the questions asked of the International Board Member Candidates during the personal or telephone interviews. NNC members must have participated in all meetings and calls in order to participate in the International Board Member Candidate interviews. Exceptions may be made only by the NNC Chair with the advice of Legal Counsel.

The NNC shall select the International Board Member Nominee(s) using the voting procedures identified in Section H. The NNC shall submit the name of the International Board Member Nominee(s) to the Board of Directors at least sixty (60) days prior to the election in accordance with the Appraisal Institute Election Policy, including the petition period set forth in such policy.

International Board Member Nominee(s) must comply with all requirements in the Bylaws, Regulations, policies and procedures of the Appraisal Institute. International Board Member Nominee(s) selected by petition must complete all application requirements if he or she has not already done so, including submitting to a personal or telephonic interview by the NNC.

L. Suggested Schedule

December

- NNC Staff Liaison places solicitation for Candidates in Appraisal News Online and other publications as appropriate. At least thirty (30) calendar days should be given for responses to the solicitation.

January

- The NNC conducts its first meeting via conference call.

February

- The NNC Staff Liaison, on behalf of the NNC, sends Potential Candidates the Questionnaire, the responsibilities of the Vice President position, the background check authorization form, and other materials.

April

- Staff verifies that Potential Candidates comply with all eligibility requirements. Background and other checks are conducted on all Potential Candidates.
- The resumes of eligible Candidate(s), along with their responses to the Questionnaire and a photo provided by the Candidate(s), are posted to the Appraisal Institute public website so that the NNC may receive additional input.

April/May

- Written Recommendations from Chapters, Regions and individuals are forwarded to the NNC Staff Liaison for NNC review.
- NNC Staff Liaison schedules interviews with Candidates.
- NNC Staff Liaison notifies Candidates of location and time for in-person interviews.

May

- NNC meets in conjunction with the second regular Board meeting and conducts in-person Candidate interviews.
- The NNC selects the Nominee using the voting procedures contained in this policy.
- The name of the Nominee(s), if any, is formally submitted to the Board during its second regular meeting, typically by announcement at such meeting as well as by memorandum. The nominated Candidate(s), if any, shall be informed of his or her nomination in the same time frame.

June

- Written petitions accepted for any additional nominations in accordance with the Bylaws.

July/August

- Election for Vice President occurs during the third regular Board meeting.
- Election of the International Designated Member on the Board occurs during the third regular Board meeting every two years.

Adopted by the Appraisal Institute Board of Directors November 16, 2017