



Holstein Association USA Committee Charter *Nominating Committee*

Staff Liaison: Daren Sheffield, Sr. Director, Performance Programs, Membership & Governance

Purpose

The Holstein Association USA Nominating Committee is responsible for identifying, evaluating, and nominating qualified candidates for election to the Holstein Association USA Board of Directors. The committee ensures a fair, transparent, and representative nominations process that supports strong, effective, and diverse leadership for the Association, operating in accordance with *Article II, Section 1* of the Holstein Association USA Bylaws.

The Nominating Committee exists to:

- Identify and vet eligible candidates for open Board positions.
- Promote awareness of Board service and encouraging a strong pipeline of potential leaders.
- Ensure that the nomination process aligns with the Association's bylaws and values.
- Support member confidence in the integrity of the governance process.

The Committee serves in an advisory capacity to the Holstein Association USA Board of Directors and staff.

Scope

The following topics are appropriate for discussion at committee meetings.

- Recruitment and outreach strategies for Board nominees
- Qualifications and criteria for Board service, consistent with the Bylaws
- Evaluation of potential candidates' backgrounds, leadership abilities, and commitment to the Holstein breed
- Timing and logistics of the nomination process, including deadlines and ballots
- Opportunities to promote diversity in leadership (e.g., geographic, demographic, professional)
- Communications to the membership regarding open positions and election procedures

Committee Member Qualifications

- Be active Holstein Association USA members in good standing
- Have a strong understanding of the Association's structure, mission, and governance

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- Be familiar with the qualities needed for effective Board leadership
- Demonstrate impartiality and integrity in evaluating potential candidates
- Review and comply with the HAUSA Committee Member Code of Conduct
- Demonstrate ethical leadership, prioritizing association interests over personal or business agendas
- Maintain confidentiality throughout the nominations process

Composition

The Holstein Association USA President appoints all committee members annually, following the HAUSA Annual Meeting.

- **Nominating Committee Chair:** Typically, the immediate past HAUSA President serves as the Committee Chair.
- **Committee Members:** The President will appoint two committee members from each of the nine election regions, which may consist of a combination of current board members and other HAUSA members. Committee members are appointed for one-year terms but may be invited to serve for consecutive years. Any member of the committee may be removed at any time by the President.

The President may consider geographic, demographic, and experiential diversity when appointing members to ensure balanced representation and a well-rounded committee.

Roles and Responsibilities

- **Staff Liaison:** Organizes meetings in coordination with the Committee Chair, ensures timelines are met, facilitates communications related to elections, prepares meeting minutes.
- **Committee Chair:** Approves agendas, leads committee discussions, ensures productive meetings, and presents recommendations to the board of directors.
- **Committee Members:** Prepare for meetings by reviewing materials in advance. Actively participate in all committee meetings, representing members' best interests using their expertise & experience.
- **Non-Voting Advisors:** Prepare for meetings by reviewing materials in advance. Actively participate in all committee meetings, using their expertise & experience to inform the committee's discussions and decision making.

Meetings

The Nominating Committee meets as needed between the Annual Meeting and the deadline for submitting election paperwork for board candidates. Most work occurs in winter, with all meetings taking place via teleconference or video conference.

Committee members must disclose any potential conflicts of interest and recuse themselves from discussions or votes where appropriate.

A quorum is established when more than 50% of voting committee members are present at a meeting. Only voting committee members in attendance, whether in person or virtually, count toward quorum and may vote on committee matters.

Decisions are made by a simple majority vote of the voting committee members present at the meeting.