

**AMERICAN RED CROSS
BOARD OF GOVERNORS**

NOMINATION PROCESS FOR SELECTING BOARD MEMBERS

Board Member Skills and Experience.

The Governance and Board Development Committee (“the Committee”) will assess the Board’s skill set requirements and needs. The Committee will evaluate the current members of the Board of Governors (“the Board”) against the following criteria:

- Proven leadership ability;
- Previous experience serving on boards (either for-profit or nonprofit);
- Diversity, including but not limited to gender, ethnicity, race, age, disabilities and geography;
- Experience with large and complex organizations;
- Current or prior chief executive officer, chief operating officer, or chief financial officer level experience (either for-profit or nonprofit);
- Knowledge and experience regarding nonprofit and volunteer organizations (not limited to Red Cross experience);
- Specific skills such as finance, audit, legal, international, information technology, diversity awareness, governmental affairs, public relations, marketing, leadership development, disaster relief, medical, biomedical, regulated industries and pharmaceutical; and
- Community experience and knowledge of local Red Cross services.

The skill set evaluation will be completed by June.

Nomination Process.

Step One: Evaluation of Current Board Members. Based upon the Board’s identified skill set requirements for that given year, current members eligible for re-election will be assessed by the Committee with possible assistance by a third party. Current members must receive a satisfactory assessment from their committee chairs to be considered by the Committee for re-election.

Step Two: Receiving Recommendations for Potential New Board Members: Based upon the Board’s identified skill set requirements for that given year, the Committee will also consider nominees recommended by board members, management, chapters and blood regions, and other recommendations that may come to the Committee’s attention. Recommendations or resumes should include the following:

- Skills, experience or other qualifications as may be reasonably necessary to determine if candidates meet the needs of the skills and experience outlined above; and
- Information as may be reasonably necessary to determine whether the candidate meets the independence standards outlined in the Bylaws of the Corporation.

Step Three: Outreach to Potential Board Members: Outreach for new members will be conducted by a sub-set of Committee members and/or third parties retained to identify qualified individuals. This outreach will include recommendations from chapters, blood regions and the larger Red Cross community as outlined in Step Two. Recommendations or resumes should be submitted to the Corporate Secretary in writing by October 1st of each calendar year.

Step Four: Reviewing Candidate Resumes: A sub-set of the Committee will meet to review submitted candidates and their resumes with possible outside assistance from a third party in mid-October. The Committee sub-set will then forward candidates to the full Committee for its consideration in November.

Step Five: Committee Interview: After the full Committee's consideration and approval, a Committee member will be assigned to reach out to a prospective candidate to determine their interest and assess the candidate. The Committee members should assess the individuals for a high level of personal and professional integrity and commitment to promote the long term interests of the American Red Cross. Finally, the Committee members should be convinced that the potential Board member can commit adequate time to service as a Board member.

Step Six: Additional Interviews and Due Diligence: With the prospective candidate's concurrence, a due diligence process (with assistance from a third party) and professional evaluation (by a third party) will be conducted. The CEO will also have an opportunity to interview prospective candidates.

Step Seven: Voting New Members: The cumulative results of the interview and due diligence processes will be forwarded to the Chair of the Committee. In consultation with the Chairman and the CEO, the Committee will formally vote to recommend candidates to the full Board at the Board's meeting in March. A complete profile of each candidate recommended by the Committee will be forwarded to the full Board for a vote. If approved, they will be presented to the delegates at the March annual meeting for election.