

As you might recall in February you were informed concerning the formation of Nominating Committees as required by section 3.7.7 of the Charter and Constitution of Sons of Norway and the revision of section 3.11.5. The District Boards of Directors from each District are to elect a Nominating Committee to identify candidates for election to District and International office. To aid the District Boards in carrying out this mandate the Governance Committee developed the document "Guideline for Nominating Committees". The Governance Committee would like to express our thanks to the District Presidents for their valuable input and significant collaboration in the development of these guidelines. At the Spring 2015 International Board Meeting the International Board approved the guidelines, and the District Presidents recommended at their Spring District Presidents Council that all Districts use them for the next election cycle.

The District Presidents and their Boards are now in the process of electing their Nominating Committees. Once the nominating committees are in place they have the task of recruiting candidates by publicizing the position(s) to all members of the organization seeking a proper match between the skills needed to round out the International Board and the District Boards. In short they are to find qualified, interested persons that are willing and able to serve as board members and must agree to meet the time commitments and any other requirements necessary to serve on the respective boards.

The Nominating Committees will not endorse one candidate over another but rather review the candidates' credentials, and present all candidates eligible as they compare to the position requirements.

Respectfully,

The Governance Committee:

Dan Rude, Chair	Ray Knutson
Marit Kristiansen	Gloria Benazic
Jon Tehven	Odd Harald Olson
Mark Agerter	Jon Grinde
Mary Andersen	Eivind Heiberg
Erlene Stevenson	Dave Ness

Sons of Norway

Guidelines for Nominating Committees

*“Leadership Begins with the Nominating
Committee”*

An organization can be no more effective than its leadership. The Nominating Committee is a special committee and holds the key to a successful leadership team. Its responsibility is to present qualified nominees for office.

May 2015

Nominating Committees for International Officers and District Officers

Background

At the 2014 International Convention in Jacksonville, Florida the following resolutions concerning Nominating Committees for International Officers and District Officers were adopted:

3.7.7 "Nominating Committee for International Director" to the Charter and Constitutions of Sons of Norway reads as follows:

The District Board of Directors shall elect a Nominating Committee of no fewer than three (3) and no more than five (5) members of the District Lodge. The purpose of the Nominating Committee is to identify, review and recommend eligible candidates for the election of the International Director. The Nominating Committee shall elect the Committee Chair from the elected committee members. No member of the Nominating Committee shall be a candidate for election as International Director. Candidates for nomination to the International Board of Directors shall be benefit members and must meet all eligibility criteria as set forth by the International Board. The Nominating Committee shall review the qualifications of the candidates and present them to the Lodge and place the candidates on the ballot.

Other procedures and deadlines of the nomination of candidates for International Director shall be determined by the district Lodge or District Board.

2.11.4.1 Officer Nominations and Director Nominations. All nominations for the International President, Vice President, Secretary, Treasurer or Director shall be submitted to the Nominating Committee no later than 45 days prior to the International Convention. All nominations shall cease at that time.

3.11.5.1 "Nominating Committee and Elections" reads as follows

Nominating Committee. The District Nominating Committee, as established by 3.7.7., shall identify, review, and submit eligible candidates for the election of District Lodge Officers and Directors. No member of the Nominating Committee shall be a candidate for election as a District Lodge officer or Director. Members of the District Lodge may submit candidates to the Nominating Committee as determined by the District Lodge. Candidates for nomination to the District Board shall be benefit members and must meet all eligibility criteria as set forth by the District Lodge.

The benefit member provision for District Board officers and directors shall not be required for countries, provinces, or states where Sons of Norway is not authorized to sell

insurance. Other procedures and deadlines for the nomination of candidates for District Lodge officers or Directors shall be determined by the District Lodge or District Board.

Main Goal

The Main Goal is to seek a proper match between the skills needed to round out the International Board and the District Boards with interested persons who may have those requisite skills.

Strategy: To use any and all means at our disposal to find qualified, interested persons that are willing and able to serve as board members. Those persons must meet or exceed the established eligibility requirements as set forth by the Governance Committee of Sons of Norway. They must agree to meet the time commitments and any other requirements necessary to serve on the respective board.

Selecting the Nominating Committee

District Nominating Committee

- Consist of no fewer than 3 or more than 5 Members
- Elected by District Board (3.7.7)
- Committee may include current District Board Members and past District Board Members who are not candidates for election
- Only 1 member per Zone
- Nominating Committee election to be held by June 1st of non-election year..

International Officer Nominating Committee

- Consist of no fewer than 3 or more than 5 Members
- Elected by International Board of Directors
- Committee may include current International Board Members and past International Board Members who are not candidates for election
- Only 1 member per District
- Nominating Committee election to be held by June 1st of non-election year

Securing Candidate Names

How candidates are identified/recruited:

- Publicize the position(s) available to all members of the organization and explain the application process and any established deadlines
- List the required qualifications for the position(s), as well as any desired attributes established by the Board.

- Explain the time commitment required for the available position(s), as well as any other special requirements determined by the Board.
- Seek out and encourage members who have previously demonstrated their leadership skills and commitment to the mission and goals of the organization.

The following chart identifies the various methods of communication that should be employed to publicize the positions available, to explain the application process and to identify and encourage members that might be a suitable match for leadership positions within Sons of Norway.

TOOL	WHAT ACTION	RESPONSIBLE	TIMELINE
Viking Magazine	Short Story - general information based on Nominating Committees & regulation compliance – pared down press release with links to job descriptions, application process	Governance Committee Chair and SONS Staff	September 2015
District Newsletters	Provide similar piece from Viking story and District Board can add items such as job descriptions, Nominating Committee contact information, where to get additional information, etc	District President, with contributions from District Board and Nominating Committee, Editor	Fall 2015 Newsletter
E-mail – personal contact	Identify candidates, contact potential candidates Ongoing leadership development and mentorship	District Board, Nominating Committee	3 rd & 4 th quarters plus ongoing one-on-one work (Could start as early as 2 nd quarter)
Word of Mouth – personal calls	Identify candidates, contact potential candidates Ongoing leadership development and mentorship	District Board, Nominating Committee	3 rd & 4 th quarters plus ongoing one-on-one work (Could start as early as 2 nd quarter)
Websites – District & International	Section on International website for nominations/elections Written piece on District websites on where information is and how to access International links	SONS Staff, District President & District Webmaster	By <u>August 1 2015</u>
District Board Meetings	1. Agenda item Spring 2015 to report on status of Governance Committee’s compliance with new resolution:	International Director & District President	Spring 2015 Board Meeting Fall 2015 Meeting

	<ul style="list-style-type: none"> a. Background - why this is happening - use news release b. Job descriptions and time commitments c. District Nominating Committee's criteria <ul style="list-style-type: none"> 2. Agenda for Fall 2015 to review progress report from Nominating Committee 3. Agenda for Spring Board Meeting in election year – to report on vetted candidates and plans for executing next steps 		Spring Board Meeting in election year
Local Lodge Officers, Boards	Search for candidates and submit recommendations to District Board/Nominating Committee, development of leadership and mentoring potential leaders	Local Lodge Officers	Ongoing
Visitations	Utilize opportunities to ask members of past leadership roles and workplace experiences Similar to Local Lodge Officers, Boards	Local Lodge, District, International Officers	Ongoing
Facebook, SONS Blog	Blog to report on improved Governance and Nominating Committees as approved by members at last convention with links to the SONS website for details on nominations and elections, (Will confirm if Facebook is viable venue)	Governance Chair, SONS Staff	Potential Blog for September 2015

Board Member Criteria and Desired Skill Sets

Because of recent legislative and regulatory changes and in accordance with best practices standards of good governance for fraternal benefit societies, it is important that Sons of Norway establish criteria guidelines for those seeking election as officers and directors to the International Board of Directors and to the District Boards of Directors. A primary consideration for any potential candidate is whether or not he or she is able to commit to the amount of time and flexibility required to fulfill the responsibilities of service on the International Board. The time commitment could be up to 20 hours a week especially in a convention year.

General Attributes for Board Members

- Regulatory requirements, as applicable (Illinois Senate Bill 646, and NAIC Corporate Governance Annual Filing Model Regulation (Draft))
- Benefit member
- No felony convictions
- Flexibility
- Dedicated, disciplined
- Understands the mission
- Ethical
- Honest
- Competent
- Demonstrates wisdom
- Fair and impartial
- Accepts majority-ruled decisions
- Analytical
- Inquiring mind
- Decision maker
- Good communicator and listener
- Participatory, responsive
- Motivator
- Visionary - Creative thinker

Time Commitment for the Following

- Board Meetings
- Committees
- Lodge visitations/travel – ceremonies, education
- Legal facilitation and follow through
- Prep time
- Conventions
- Personal development – education regarding SON business/policies/procedures – time required for meeting prep
- Length of term of service
- Other duties

Education and Experience

- Personal development and education
- Professional background and experience (Education & Training)
- Fraternal experience
- Business experience - Insurance, Finance, Investments, Real Estate
- Accounting

- Legal
- Information technology - computer knowledge and skills
- Marketing/Advertising
- Management skills
- Leadership skills
- Project management experience (chair and ad hoc positions for teams/groups)
- Teamwork experience
- Interpersonal skills
- Strategic planning experience

Selecting Candidates By Nominating Committee

The Nominating Committee should:

- Evaluate the needs of the whole Board; identify weak spots or particular needs and find the best candidate to fill those needs
 - Seek a balanced representation of relevant experience and skill sets
 - Seek diversity in the skills and abilities of the whole Board
 - Seek board composition that would represent a broad spectrum of thoughtful members with a wide range of experience and diverse problem-solving abilities
- Evaluate candidates in view of expected vacancies in the Board committees and in committee chairperson positions - identify candidates who have the necessary qualifications to fill the expected vacancies

Evaluating the Candidates The Nominating Committee is not to endorse a candidate but rather to review the candidates' credential as they compare to the position requirements.

- The Nominating Committee should review the International Board Member Criteria and Desired Skill Sets.
- The required skill set of the International Board will be fluid due to International Board member turnover. As such it is imperative that the necessary skill sets be evaluated and weighed vs the available skill sets wherever possible.
- The Nominating Committee should meet periodically (in person, by phone, Skype etc.) to review the list of candidates. If there are no candidates for a particular position recruiting efforts should be intensified.
- Identify those members of the Nominating committee who have experience with exploratory conversations. Such person(s) will provide additional training to all committee members if necessary.
- This process should be factual (e.g., experience) and behavioral (e.g., is the person a "fit" for the position and the Order). If possible, the conversation should include two members of the Nominating Committee.
- An evaluation matrix should be used during the conversation.

Nominating committee members on the call should regroup immediately after the conversation to compare their impressions.

Interview Questions

The following are some sample questions that the Nominating Committee may draw upon while conducting interviews. The questions are optional and merely a guide to help generate and maintain conversation where necessary.

Initial Questions – **Note:** Review the candidates Application and note responses related to why the candidate is applying and why he/she thinks they have the experience necessary for the position, in other words, what do they bring to the table?

1. Why are you applying for this position?
2. Tell us about your leadership roles in the Sons of Norway as well as other organization, e.g., church, work, other interests.
3. Can you tell us about an occasion where you needed to work with a group to get a job done? What was the outcome?
4. Tell us about any new ideas you have made at the lodge/District or other organization. What was the outcome?
5. Tell us about your community service/volunteer work and describe the outcomes for which you feel most gratified?
6. Now that you know the position requirements, is there any reason you could not fulfill the responsibilities?

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LAW CHANGE #4 (SUBSTITUTE FOR LAW CHANGES #4, #6, #12, #14, #16 AND #18) – INTERNATIONAL DIRECTOR NOMINATING COMMITTEE

WHEREAS it is in the best interest of the society to provide for the most reasoned and informed selection process of candidates and the purpose of a Nominating Committee is to identify, review, and recommend qualified candidates to serve in leadership positions;

WHEREAS a Nominating Committee is a well-established approach to the candidate selection process and is not unique to the fraternal world. Fraternal organizations such as Royal Neighbors, Baptist Life Association, Loyal Christian Benefit Association, Degree of Honor Protective Association, Catholic United Financial, and Thrivent (to name a few) all utilize Nominating Committees to select candidates for their highest boards.

WHEREAS the Sons of Norway Charter and Constitution (4.11.4.) currently requires a Nominating Committee structure at the local lodge level. If required at the local lodge level, then it should be at the District and International levels as well. There is inherent value in consistency at all levels of the organization related to the evaluation and election of leadership.

WHEREAS state insurance regulators may soon introduce legislation mandating new corporate governance requirements for fraternal. Some of the proposed requirements relate specifically to the election of qualified officers and directors.

WHEREAS it is in the best interest of the Society to elect the most qualified candidates to lead.

WHEREAS the eligibility criteria includes being a Sons of Norway member, being a benefit member, being an International Lodge member, and also includes proper vetting and background checks.

WHEREAS qualifications include knowledge of accounting or finance, business judgment, industry knowledge, management, leadership, and vision and strategy, it also includes knowledge of Norwegian and Scandinavian heritage, history, crafts, arts and language.

THEREFORE BE IT RESOLVED that the following Nominating Committee for International Director be adopted and added to the Sons of Norway Charter and Constitutions as 3.7.7.

3.7.7. NOMINATING COMMITTEE FOR INTERNATIONAL DIRECTOR

The District Board of Directors shall elect a Nominating Committee of no fewer than three (3) and no more than five (5) members of the District Lodge. The purpose of the Nominating Committee is to identify, review, and recommend eligible candidates for the election of International Director. The Nominating Committee shall elect the Committee Chair from the elected committee members. No member of the Nominating Committee shall be a candidate for election as International Director. Candidates for nomination to the International Board of Directors shall be benefit members and must meet all eligibility criteria as set forth by the International Board. The Nominating Committee shall review the qualifications of the candidates and present them to the Lodge and place the candidates on the ballot.

Other procedures and deadlines for the nomination of candidates for International Director shall be determined by the District Lodge or District Board.

COMMITTEE RECOMMENDATION

The Law Committee recommends approval of the substitution to replace Law Changes #4, #6, #12, #14, #16 and #18.

DISCUSSION

MOTION to amend to strike “No member of the Nominating Committee shall be a candidate for election as International Director.”

DISCUSSION

FAILED

MOTION to include “nominations may also be made from the floor at the time of election. The candidates nominated from the floor must show they meet the published qualification for such candidate may be slated to the ballot for election.”

DISCUSSION

DEFEATED

MOTION to amend that “Members of the District Lodge may submit candidates to the Nominating Committee.”

DISCUSSION

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DEFEATED

MOTION to amend to change criteria be set by the District Lodge.

DISCUSSION

Second withdrawn

FAILED

VOTE TO SUBSTITUTE RESOLUTION #4

DISCUSSION

CARRIED

VOTE ON SUBSTITUTED RESOLUTION

DISCUSSION

CARRIED

**LAW CHANGE #5 (SUBSTITUTES #5, #7, #13, #15, #17 AND #19) –
DISTRICT OFFICERS NOMINATING COMMITTEE**

WHEREAS it is in the best interest of the society to provide for the most reasoned and informed selection process of candidates and the purpose of a Nominating Committee is to identify, review, and recommend qualified candidates to serve in leadership positions.

WHEREAS a Nominating Committee in a well-established approach to the candidate selection process and is not unique to the fraternal world. Fraternal Organizations such as Royal neighbors, Baptist Life Association, Loyal Christian Benefit Association, Degree of Honor, Protective Association, Catholic United, and Thrivent (to name just a few) all utilize Nominating Committees to select candidates for the highest boards.

WHEREAS the Sons of Norway Charter and Constitution (4.11.4.) currently requires a Nominating Committee structure at the local level. If required at the local level, then it should be at the District and International levels as well. There is inherent value in consistency at all levels of the organization related to the evaluation and election of leadership.

WHEREAS insurance regulators may soon introduce legislation mandating new corporate governance requirements for fraternal. Some of the proposed requirements relate specifically to the selection of qualified officers and directors.

WHEREAS it is in the best interest of the society to elect the most qualified candidates as leaders.

WHEREAS the eligibility criteria includes being a Sons of Norway member, being a benefit member, being an International Lodge member, and also includes proper vetting and background checks, if required by the District Lodge or Board.

WHEREAS qualifications include knowledge of accounting or finance, business judgment, industry knowledge, management, leadership, vision and strategy. It also includes knowledge of Norwegian and Scandinavian heritage, history, crafts and arts and language.

THEREFORE BE IT RESOLVED that the following Nominating Committee for District Lodge Officers and Directors be adopted by each District for their respective bylaws and added to the Sons of Norway Charter and Constitution by replacing 3.11.5. in its entirety with the following:

3.11.5. NOMINATING COMMITTEE AND ELECTIONS

3.11.5.1. Nominating Committee. The District Nominating Committee, as established by 3.7.7., shall identify, review, and submit eligible candidates for the election of District Lodge Officers and Directors. No member of the Nominating Committee shall be a candidate for election as District Lodge Officer or Director. Members of the District Lodge may submit candidates to the Nominating Committee as determined by the District Lodge. Candidates for nomination to the District Board shall be benefit members and must meet all eligibility criteria as set forth by the District Lodge.

The benefit member provision for District Board officers and directors shall not be required for countries, provinces or states where Sons of Norway is not authorized to sell insurance. . Other procedures and deadlines for the nomination of candidates for District Lodge Officers or Directors shall be determined by the District Lodge or District Board.

3.11.5.2. Elections

3.11.5.2.1. Time of Elections. The Officers are elected at the regular meetings of the District Lodge by the International Officers, International Directors, District Officers, District Directors and District Delegates present, all being the current members of the District

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Lodge.

3.11.5.2.2. Ballots. Ballots shall be used in all cases where there are two (2) or more candidates for any office. A majority of the votes cast is necessary for election; otherwise election shall be by acclamation.

3.11.5.2.3. Candidates. If more than two (2) candidates have been nominated for an office and none receives a majority on the first ballot, the candidate receiving the least number of votes shall withdraw, and so on until one (1) candidate gets a majority. When there is only one (1) candidate for any office, vote by acclamation is permissible.

COMMITTEE RECOMMENDATION

The Law Committee recommends approval of the substitution to replace Law Changes #5, #7, #13, #15, #17 and #19.

VOTE TO ACCEPT SUBSTITUTION

DISCUSSION

CARRIED

VOTE ON SUBSTITUTION

DISCUSSION

CARRIED