



SONS of NORWAY

2019 – 2020

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.

Nominating Committees for International Officers and District Officers

Background

As a fraternal insurance company, Sons of Norway is required to comply with various corporate governance regulations and best practice standards. For several years, Sons of Norway has progressed toward complying with additional legal requirements and best practices in contemplating changes in the law.

As of May 2019, these law changes were enacted by the State of Minnesota and other states where Sons of Norway is licensed. Going forward, Sons of Norway is now required to comply with the Corporate Governance Model Act and make annual disclosures on the status of its governance practices through a disclosure process called the Corporate Governance Annual Disclosure (CGAD).

An important section in this annual disclosure relates to a description of Sons of Norway's officer and director election process and the use of Nominating Committees. These guidelines are a very important step toward defining the procedures and process for our Nominating Committees.

Required Background Analysis of Candidates

Sons of Norway is an insurance company. Many state insurance departments require that each officer and director considered for election to the board of an insurance company complete the following:

- Fingerprinting
- Financial services disclosures
- Employment history
- Conflict of interest documentation

To facilitate this process Sons of Norway must administer a background investigation of candidates (also referred to as vetting the candidate). A professional company will be employed to document candidate information, such as residency, education, bankruptcy, litigation and criminal records. The report is forwarded to our legal counsel who informs the International Nominating Committee of the results. *NO PERSONAL INFORMATION IS DISCLOSED TO THE NOMINATING COMMITTEE.*

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.

The following resolutions concerning Nominating Committees for International Officers and District Officers were adopted and amended at International Conventions.

From the 2018-2020 Charter & Constitutions of Sons of Norway:

3.7.7. Nominating Committee for International Director

The District Board of directors shall elect a district nominating committee of no fewer than three (3) members of the district. The purpose of the nominating committee is to identify, review, and recommend the eligible international and the international director alternate candidates. The district nominating committee shall elect the committee chair. No member of the nominating committee shall be a candidate for election as international director or international director alternate. Members of the district may submit candidates to the district nominating committee as determined by the district lodge. Candidates for nomination to the International Board of Directors must meet all eligibility criteria as set forth by the International Board. The district nominating committee shall review the qualifications of the candidates and present them to the international nominating committee for review and vetting. Upon satisfactory review and vetting by the international nominating committee, the candidates' names shall be placed on the district ballot. (8/18)

Other procedures and deadlines for the nomination of candidates for international director shall be determined by the district lodge or District Board. (8/14)

2.11.4. NOMINATIONS

2.11.4.1. Officers, Director and Alternate Director. All nominations for the international president, vice president, secretary, treasurer, director and the alternate to that director shall be submitted to the International Nominating Committee no later than two weeks after the last district convention and lodge meeting. Nominations shall cease at that time. (8/18)

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 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. (8/16)

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. (8/18)

Main Goal

The main goal is to seek a proper match between the skills needed for the International and District Boards with interested persons who may have those requisite skills.

Strategy: To use any and all means available to find qualified, interested persons who are willing and able to serve as board members. Those persons must meet or exceed the established eligibility requirements as set forth by the Corporate Matters and 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.

Timeline for Nominating Committees

NON-ELECTION YEARS

March-April-May in non-election year

District Nominating Committee

- Consist of no fewer than three (3) members
- Elected by District Board (**3.7.7.**)
- Committee may include current and past District Board members who are not candidates for election
- Only one (1) member per zone
- Nominating Committee election to be held by spring board meeting of non-election year

International Nominating Committee

- Consist of no fewer than three (3) or more than five (5) members
- Elected by International Board of Directors
- Committee may include current and past International Board members who are not candidates for election
- Only one (1) member per district
- Nominating Committee election to be held by spring board meeting of non-election year

June of non-election year

- The District President and the International President convene their respective Nominating Committee by teleconference
- Outline their responsibilities
- Discuss general timelines
- Answer questions
- Elect the Committee Chair

September/November of non-election year

- Story in *Viking Magazine*
- The District President or the Nominating Committee Chair should write an article for the district newsletter
 - 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
- Send an email to the zone directors to share with lodge presidents and secretaries to announce the Nominating Committee members
- Zone directors will be pivotal in communicating efforts with lodges and delegates in their area
- Nominating Committee divides outreach responsibilities so they can visit or contact lodges

Fall Board Meeting of non-election year

- At the fall District Board meeting, board members indicate their willingness to continue in their current position or to run for another post
- It would be helpful if the Nominating Committee Chair or another committee member can attend the board meeting to engage individuals there
- Develop a timeline for candidate applications

December of non-election year

- Start identifying and contacting potential candidates via email, personal contact, word of mouth, personal calls, websites, Facebook, etc.
- Seek out and encourage members who have previously demonstrated their leadership skills and commitment to the mission and goals of the organization

ELECTION YEARS

January, February, March of election year

- Continue to identify and contract potential candidates
- Nominating Committee Chair, or other committee member, continues to include articles in the district newsletter regarding progress, etc.
- Nominating Committee Chair keeps the District President updated throughout the process
- Nominating Committee Chair should interface with the convention registrar and/or District Secretary as delegate names are submitted so the committee can reach out to them by email or telephone about the respective board positions. This should be done several times as delegate names are added.
- The Nominating Committee should also have a list of delegates from the previous district convention as part of the outreach efforts

April of convention year

- Candidate applications for district office are to be in 30 days prior to start of the district convention
- Background checks administered by Sons of Norway. Additional information and procedures for background checks to be forwarded by headquarters.
- Nominating Committees to hold interviews by teleconference, as needed

May and June of convention year

- Elections held at district conventions

August of convention year

- Candidate applications for international office are to be submitted to the International Nominating Committee no later than two weeks after the last district convention
- All candidates are 'vetted' by Sons of Norway

Board Member Criteria and Desired Skill Sets

A primary consideration for any potential candidate is if he or she can commit to the amount of time and flexibility required to fulfill the responsibilities of service on the District or International Board. The time commitment could be up to 20 hours a week especially in a convention year 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

In addition to the leadership and other expertise a candidate brings to the office, there are personal characteristics that may factor into the analysis:

- Mission driven with a passion for Sons of Norway
- Functional and visionary leadership
- Time and self-management skills
- Results oriented
- Can be a leader or follower, as needed
- Interpersonal skills
- Willingness to learn
- Comfortable with conflict
- Benefit member
- Flexibility
- Dedicated, disciplined
- Ethical, honest
- Demonstrates wisdom
- Fair and impartial
- Accepts majority-ruled decisions
- Analytical
- Inquiring mind
- Decision maker
- Good communicator and listener
- Participatory, responsive
- Motivator
- No felony convictions (*required*)

Candidates also bring to the office their 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

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 a balance in geographic representation, if possible
- Seek diversity in the skills and abilities of the whole board
- Seek board composition that would represent a broad spectrum of members with a wide range of experience and diverse problem-solving abilities
- Provide all candidates with the office's job description and performance expectations
- 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

- Reviews the candidates' qualifications as they compare to the position requirements
- Reviews the board member qualifications and needed skill sets
- The Nominating Committee may endorse a candidate
- Meets 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
- Interviews all candidates, using prepared questions and an evaluation matrix
- Regroups immediately after the interview to compare their impressions
- Formulate and offer slate of qualified candidates

Sons of Norway
International Candidate Leadership Application

(Please feel free to provide information on a separate sheet and/or attach a resume)

Name _____

Address _____

City _____ State _____ Zip _____

Phone (____) _____

Email address _____

International Candidate for Leadership Position

International Officer or Director
(please specify*)

* Please fill in the blank specifying the International office or position for which you are a candidate.

1. Required Qualifications

The following are mandatory candidate requirements:

- Eighteen (18) years of age or older
- Sons of Norway benefit member

2. Yes _____ No _____

I understand the job description, expectations of performance, and the time commitment necessary to carry out the duties of this office.

Instructions: Please complete the application online.

- a) If running for an International Director or Alternate International Director position, send the completed application to the Chair of the District Nominating Committee as well as the Chair of the International Nominating Committee at least 30 days prior to the district lodge meeting.
- b) If running for an International officer position, submit the completed application to the International Nominating Committee no later than two (2) weeks after the last district convention and lodge meeting.

3. Education

High School		Diploma/Degree	
Community College		Diploma/Degree	
University/College		Diploma/Degree	
Other			

4. General Knowledge Levels

Please indicate your level of skills, experiences, competencies and background for each of the following areas. Note that this is a general assessment and that each board officer is not required to have all of these skills:

	<u>None</u>	<u>Some</u>	<u>Substantial</u>
A. Accounting/Audit	_____	_____	_____
B. Actuarial	_____	_____	_____
C. Legal	_____	_____	_____
D. Investment	_____	_____	_____
E. Insurance Management	_____	_____	_____
F. Corporate Management/Governance	_____	_____	_____
G. Marketing and Communications	_____	_____	_____
H. Strategic Planning	_____	_____	_____
I. Technology Skills (Internet/Social Media)	_____	_____	_____
J. Human Resources	_____	_____	_____
K. Community service/volunteering	_____	_____	_____
L. Fraternal Benefit System	_____	_____	_____

5. Employment History

(please select one)

- Employed Retired

Please provide details of your current or former employment (limit to past 20 years):

- A.** Employer: _____ from ____ to ____ Position _____
- Employer: _____ from ____ to ____ Position _____
- Employer: _____ from ____ to ____ Position _____
- Employer: _____ from ____ to ____ Position _____

B. Please describe any of the following from your work experience:

Leadership

Computer Skills

Written Communications

Verbal Communications (speaking, training)

6. Licensing

List all professional, occupational or vocational licenses (including whether you are a licensed insurance agent):

License _____ License _____

License _____ License _____

7. Organizational Membership and Leadership

List all community and professional organizations with which you are currently or were a member and list leadership any roles:

Organization _____ Leadership role/s _____

Organization _____ Leadership role/s _____

Organization _____ Leadership role/s _____

Organization _____ Leadership role/s _____

8. Sons of Norway Lodge Membership and Leadership

Lodge _____ City _____ State _____ from _____ to _____

Lodge _____ City _____ State _____ from _____ to _____

What lodge leadership positions have you held?

A. _____ B. _____ C. _____ D. _____

9. Sons of Norway District Leadership

What district leadership positions have you held?

A. _____ B. _____ C. _____ D. _____

10. Sons of Norway International Leadership

What international leadership positions have you held?

A. _____ B. _____ C. _____ D. _____

11. Reasons for your interest in this international leadership position

What skills, experiences, education, expertise and background do you bring as a candidate for this position on the International Board?

Regarding #4 “general knowledge levels” – for any of the knowledge levels you identified as 'substantial', please provide details.

12. Time Commitment and Travel Availability

Are you available to commit the necessary time to the position? _____

Are you able to commit the necessary time to travel? _____

13. Thinking Ahead

Sons of Norway is a fraternal benefit society insurance company. As such, we are under the jurisdiction of state departments of insurance who oversee the financial stability and governance of our society.

States where we sell our insurance products are now requiring us to annually submit a Corporate Governance Annual Disclosure (CGAD). What they want to know is everything about how the International Board of Directors is elected and what skills, experiences, competencies and background board members possess.

Here are skills, experiences, competencies and background they look for on governing boards: accounting/audit, actuarial, legal, investment, insurance management, corporate governance, business ownership/management, strategic planning, technology, marketing, human resources.

Do you have any of these skills, experiences, competencies and background? If so, please list them below with a short descriptive narrative.

Sons of Norway
District Candidate Leadership Application

(Please feel free to provide information on a separate sheet and/or attach a resume)

Name _____

Address _____

City _____ State _____ Zip _____

Phone (____) _____

Email address _____

District Candidate for Leadership Position

District Officer or Director
(please specify*)

* Please fill in the blank specifying the District office or position for which you are a candidate.

1. Required Qualifications

The following are mandatory candidate requirements:

- Eighteen (18) years of age or older
- Sons of Norway benefit member

2. Yes _____ No _____

I understand the job description, expectations of performance, and the time commitment necessary to carry out the duties of this office.

Instructions: Please complete the application online.

- a) Complete this application online and send to the Chair of your District Nominating Committee at least 30 days prior to the district lodge meeting. Please provide the specific information and detail requested below.

3. Education

High School		Diploma/Degree	
Community College		Diploma/Degree	
University/College		Diploma/Degree	
Other			

4. General Knowledge Levels

Please indicate your level of skills, experiences, competencies and background for each of the following areas. Note that this is a general assessment and that each Board officer is not required to have all of these skills:

	<u>None</u>	<u>Some</u>	<u>Substantial</u>
A. Accounting/Audit	_____	_____	_____
B. Actuarial	_____	_____	_____
C. Legal	_____	_____	_____
D. Investment	_____	_____	_____
E. Insurance Management	_____	_____	_____
F. Corporate Management/Governance	_____	_____	_____
G. Marketing and Communications	_____	_____	_____
H. Strategic Planning	_____	_____	_____
I. Technology Skills (Internet/Social Media)	_____	_____	_____
J. Human Resources	_____	_____	_____
K. Community service/volunteering	_____	_____	_____
L. Fraternal Benefit System	_____	_____	_____

5. Employment History

(please select one)

- Employed Retired

Please provide details of your current or former employment (limit to past 20 years):

- A.** Employer: _____ from ____ to ____ Position _____
- Employer: _____ from ____ to ____ Position _____
- Employer: _____ from ____ to ____ Position _____
- Employer: _____ from ____ to ____ Position _____

B. Please describe any of the following from your work experience:

Leadership

Computer Skills

Written Communications

Verbal Communications (speaking, training)

6. Licensing

List all professional, occupational or vocational licenses (including whether you are a licensed insurance agent):

License _____ License _____

License _____ License _____

7. Organizational Membership and Leadership

List all community and professional organizations with which you are currently or were a member and list leadership any roles:

Organization _____ Leadership role/s _____

Organization _____ Leadership role/s _____

Organization _____ Leadership role/s _____

Organization _____ Leadership role/s _____

8. Sons of Norway Lodge Membership and Leadership

Lodge _____ City _____ State _____ from _____ to _____

Lodge _____ City _____ State _____ from _____ to _____

What lodge leadership positions have you held?

A. _____ B. _____ C. _____ D. _____

9. Sons of Norway District Leadership

What district leadership positions have you held?

A. _____ B. _____ C. _____ D. _____

10. Sons of Norway International Leadership

What international leadership positions have you held?

A. _____ B. _____ C. _____ D. _____

11. Reasons for your interest in this district leadership position

What skills, experiences, education, expertise and background do you bring as a candidate for this position on the District Board?

Regarding #4 "general knowledge levels" – for any of the knowledge levels you identified as 'substantial', please provide details.

12. Time Commitment and Travel Availability

Are you available to commit the necessary time to the position? _____

Are you able to commit the necessary time to travel? _____