

MARIN AGRICULTURAL INSTITUTE NOMINATING COMMITTEES POLICY AND PROCEDURE

1. Background

Article IV, Section 4.B.i of the Bylaws of Marin Agricultural Institute (“MAI”) provides that:

The directors then in office will elect nine Nominated Directors, as follows. Seven directors will be elected from among nominees proposed by nonvoting members in the farmer class; two directors, one from each class, will be elected from among nominees proposed by members in the food purveyor and artisan classes, respectively.

This document describes the process by which nominees for these Nominated Director positions will be brought forward to the Board of Directors.

2. Summary

Committees for each of the farmer, food purveyor and artisan classes of members will be formed as vacancies open for the respective Nominated Director positions. These “Nominating Committees” will identify and nominate candidates for the relevant positions on the Board. The Governance Committee will select the members of each Nominating Committee from members of the relevant member class. Nominating Committees are advisory committees under Article V, Section 2 of MAI’s Bylaws.

3. Nominating Committees

A. **Formation.** No later than six months prior to the expiration of the term of any Nominated Director, or promptly after occurrence of a vacancy in the office of any Nominated Director, the Governance Committee will form and appoint members to a Nominating Committee for the relevant membership class.

B. **Size and Qualification.** Each Nominating Committee will consist of three to five members selected from the respective membership class. Each such person must be in good standing as an MAI member at the time of his or her appointment. At least one member of each Nominating Committee must be a current or former director of either MAI or Marin Farmers Market. In the case of the farmer Nominating Committee, such director or former director must be or have been a Nominated Director or equivalent for the farmer class. In the case of the artisan and food purveyor Nominating Committees, the director or former director need not be or have been a Nominated Director or equivalent for those classes.

C. **Selection.** The Governance Committee will select members of each Nominating Committee from a pool of members of the appropriate class who have expressed interest in such service by so noting as provided in membership documents or by responding in writing to notices that may be sent by MAI at the time of formation of a Nominating Committee. If fewer than three members in the relevant class express interest or meet the criteria for service, the Governance Committee will seek to recruit qualified individuals. Members of the Governance Committee will serve on the relevant Nominating Committee until the earlier of appointment of at least three qualified members or the Governance Committee decides to terminate the recruitment process in view of time or other limitations.

D. **Dissolution.** Each Nominating Committee will dissolve upon the acceptance by the Board of Directors of its nomination(s), unless the term of another Nominated Director of the same class will expire within six months. If that case, the Nominating Committee will continue to serve in order to nominate candidates for such directorship.

D. **Removal.** The Governance Committee may remove any member of any Nominating Committees at any time, with or without cause.

E. **Board Service.** Nominating Committee members who are not current directors will not be eligible for election or appointment to the Board until at least six months after conclusion of their service on a Nominating Committee.

4. **Nomination of Nominated Director Candidates**

A. **Meetings.** Each Nominating Committee will meet at least once. MAI will facilitate scheduling of Nominating Committee meetings. A majority of the Nominating Committee's members then serving will constitute a quorum. Action by a Nominating Committee will require a vote by a majority of Nominating Committee members present at a meeting at which a quorum is present. The meetings will take place at MAI's office unless the committee chooses to meet elsewhere or by telephone conference. As contemplated by Article V, Section 4.B of the Bylaws, each Nominating Committee may otherwise determine its own meeting rules.

B. **Timing.** Each Nominating Committee will conduct its review in such a manner as to enable the committee to conclude and make nominations to the Board (i) in the case of term expiration, no later than two months prior to the expiration of the relevant director's term and (ii) in the case of a vacancy, no later than 60 days after the relevant position became vacant.

C. **Process.** Each Nominating Committee will consider at least one candidate for each open position. The Nominating Committee will interview candidates and review resumes, references and such other materials and information as it believes appropriate. The Nominating Committee will select, by a vote of a majority of Nominating Committee members present at a meeting at which quorum is present, one or more candidate(s) to be nominated to the Board of Directors, together with at least one alternative candidate for each position when possible. The Nominating Committee will communicate its nominations by sending a notice to both the Chair of the Governance Committee and MAI's Executive Director. A representative from each Nominating Committee will attend the appropriate meeting of the Board of Directors to present his or her committee's nomination(s).

D. **Criteria.** Subject to the guidance of the Governance Committee, each Nominating Committee is free to nominate whomever it determines will best serve MAI's needs, and to nominate more than one candidate for each vacancy.

5. **Annual Review**

The Governance Committee will review this policy at least annually and make such amendments to it as the Governance Committee considers appropriate.

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