Nominating Committee Roles & Responsibilities

1) **The Nominating Committee shall develop and manage all official documents.** All documents used in the recruitment and deliberation processes (i.e., call for candidates, applications, policies, etc.) shall be developed and approved by the Nominating Committee.

2) **Nominating Committee Deadlines.** All deadlines must be set for the nominating process by the Nominating Committee no later than March 1 and posted immediately thereafter on the PRSA Web site. All of the committee’s tasks will be detailed in the committee’s timeline to ensure deadlines are met. Deadlines may not be changed, except as provided by the force majeure provision of the PRSA Policies and Procedures Manual.

3) **Job descriptions for officer and director positions.** The job descriptions for each elected position shall be reviewed annually by the Nominating Committee to ensure that they reflect the Society’s Strategic Plan. The descriptions also should set the candidates’ realistic expectations for the time and financial resources necessary to fulfill their responsibilities. Any change in existing job descriptions shall be reviewed and approved by the PRSA Board of Directors.

4) **The Chair and Committee Members.** The Nominating Committee chair shall manage and facilitate the nominating process and lead member education related to the nominating process. The chair and the committee members should remain objective and impartial. While the chair may answer candidate questions about the Nominating Committee process, neither the chair nor Nominating Committee members will participate in candidate preparation or support. In addition to those candidates who are self-nominated or nominated by PRSA members, the chair and the committee members may help to identify candidates.

5) **Certification of nominating process, deliberations and results.** An independent enumerator (preferably a parliamentarian familiar with PRSA’s Bylaws and policies and procedures) will attend all Nominating Committee meetings to ensure committee members fully understand the Policies & Procedures, to ensure those Policies and Procedures are adhered to and to serve as arbiter in case of procedural issues and/or disagreement during and at the end of the process. Both the process and voting results will be validated in writing by the enumerator.

6) **Nominating Committee governance.** As exhaustive as the Policies and Procedures can appear, there is always the potential that they may not address every situation. When the Policies and Procedures are silent, the rules contained in the current edition of *Robert’s Rules of Order, Newly Revised* shall apply, so long as they are not in conflict with the PRSA Bylaws. The rulings of the chair are subject to reconsideration with appeal, and any disagreements between the chair and the committee is to be decided by a vote of the committee members in attendance.

7) **Understanding and Acceptance of Policies & Procedures.** Each Nominating Committee member will be required to sign a pledge of understanding of the Policies and Procedures and agree to abide by them. Failure to sign this pledge will disqualify a member from further participation. Violations of this agreement will be subject to action by the PRSA Board of Directors.
8) **Confidentiality.** By its nature, the nominating process requires a high degree of confidentiality, especially with regard to the deliberations and vote totals. All teleconferences, discussions and deliberations of the Nominating Committee must remain confidential. Each Nominating Committee member will be required to complete a volunteer commitment form and abide by it. Public disclosure of opinions, views, comments, votes and related intermediate work of the Nominating Committee constitutes a violation of the pledge. Violations of this agreement will disqualify a member from further committee participation and is subject to action by the PRSA Board of Directors.

9) **Candidates’ Applications and Eligibility.** Within this Policies and Procedures document, “eligible” candidates are those candidates who are confirmed as meeting the criteria for office once applications are vetted by staff.
   a) Candidates only will be allowed to apply for one position, but may indicate on the application if they would be willing to accept a nomination for any other position from the Nominating Committee by marking boxes for those alternate positions in which they would be willing to serve.
   b) Sitting Board of Director members that are considering applying for a second term as a board member are asked to notify the Nominating Committee staff project manager at PRSA Headquarters 60 days in advance of the date which applications are due in order to allow for other candidates to be made aware of the positions for which sitting board members intend to run. Their intent to apply, however, does not obligate them to apply, nor is the Nominating Committee in any way obligated to select them for a second term of office.
   c) Applications will be submitted electronically by e-mail.
   d) The Nominating Committee staff project manager will accept delivery and time-stamp applications when they are received. All applications must be received by the staff project manager no later than 5 p.m. in the time zone in which the candidate resides.
   e) The staff project manager will first evaluate the application to ensure that it is complete. If the application is complete, the staff project manager will notify the candidate of this fact via email. Candidates will be instructed to contact the staff project manager if they have not received confirmation of receipt within two business days of submitting their application. If the application is incomplete, the staff project manager will make a reasonable effort to contact the candidate by phone and e-mail to advise the candidate that material is missing. Additional material will be accepted only until the deadline of applications. Once the deadline has passed, applications will be forwarded to the Nominating Committee as is.
   f) The staff project manager will screen all candidate applications for eligibility. Any candidate application with eligibility issues will be referred to the Nominating Committee chair, who will share this information with the entire Nominating Committee. The Nominating Committee, in consultation with PRSA legal counsel and/or the PRSA parliamentarian, will make the final determination of a candidate’s eligibility by a majority vote.

10. **Recruiting fill-in candidates when necessary.** The PRSA Bylaws (Article VII, Section 2) direct the committee to provide nominations for chair-elect, treasurer, secretary and any other positions directed by the board, and to nominate substitutes if needed.
   a. If by the initial application deadline there is an inadequate number of eligible candidates so that there is not at least one candidate for each open District director position, the
application deadline will remain as originally scheduled, provided that it is possible to convert those open District director positions for which there are no applicants to “at-large” positions for this nomination cycle. Eligible applicants who have expressed a willingness to fill alternate positions could be considered for those newly designated at-large positions, and all positions would have at least one eligible applicant.

b. If by the initial application deadline there is an inadequate number of eligible candidates, and the reassignment of candidates as envisioned above in Section 10(a) is not possible, then the application deadline may be extended by the Nominating Committee.

c. In cases where the application deadline has been extended, as described in Sections 10(a) and (b) above, all qualified at-large applicants, regardless of whether their application was submitted by the initial or extended deadline, shall be grouped in one pool of Director at-large candidates and shall not be segregated into individual Director-At-Large offices. The Nominating Committee shall be informed of the date at which each application was filed, and may consider that information as a factor to help guide its decisions.

d. After candidate interviews, if the committee decides not to nominate any of the eligible candidates who did apply, the Committee must advise the membership accordingly sixty days (60) in advance of the Leadership Assembly. Candidates submitting a qualifying petition no later than thirty 30 days in advance of the Assembly then may become eligible for the open position. If no petitions are submitted, blank ballots will be distributed to Assembly delegates and the names of write-in candidates will be allowed.

11) Announcement of Candidates. Within seven work days of the closing of the application process, the name of and relevant information regarding each candidate will be posted on the PRSA Web site, a news release will be issued, and an open call for comments about the candidates will be communicated to all PRSA members.

12) Conflicts of Interest. Once the applications have been received, committee members shall reveal to the Committee all possible conflicts of interest they may have. Conflicts of interest may include prior and/or current professional and/or personal relationships with any candidates. The committee shall determine whether such conflicts require abstention from voting for the candidates for that officer or director position.

13) Comment Letters Concerning Candidates Suitability For Nomination. The Committee’s review of candidates may include not only a review of objective information provided by the candidate (e.g., biography, resume, views, record of service), but also subjective information submitted by their colleagues that may provide insight with regard to suitability, fitness, capability and related leadership and service potential. Members of the Society and other interested individuals may provide such comments to the committee as a whole in the form of Comment Letters.

14) Rules regarding comment letters received by the committee.

   a. Anonymity. Anonymous Comment Letters will not be accepted. The name of the author of the letter must be included within each letter, and the committee may elect to verify authorship and fact check information where appropriate.

   b. Confidentiality. All submitted Comment Letters will be closely held as part of the committee’s confidential deliberations.

   c. Transparency and Response. Candidates will be provided with copies of comment letters submitted to the committee, including the source, and given the opportunity to respond.
d. **Verification.** Any concerns over validity of claims made in comment letters will be reviewed by the PRSA Nominating Committee chair, the parliamentarian and PRSA’s legal counsel.

e. **Length.** All Comment Letters shall be limited such that they may only refer to one candidate, and the body of the letter shall not exceed 300 words. If a letter exceeds 300 words, only the first 300 words of a Comment Letter will be distributed to members of the Nominating Committee.

f. **Single Subject.** If the Comment Letter refers to more than one candidate, the letter shall be returned to the author.

g. **Number of Letters that Individuals May Write.** Any individual letter writer may only write one letter with respect to each available position. For the positions of Chair-Elect, Treasurer, and Secretary, and Director positions corresponding to a specific District, which are all single elected positions, individual letter writers may only write one letter supporting a single candidate for each position. For the positions of Director-At-Large positions, individual letter writer may only write as many letters as there are open positions; in other words, if there are four open District-At-Large positions, an individual letter write may write up to four letters supporting candidates for District-At-Large positions.

h. **Communication.** The rules regarding comment letters will be communicated to all candidates.

15) **Delivery of candidate support letters.** One of the prescribed responsibilities of the Nominating Committee staff project manager shall be to receive and assemble all candidate support letters. The Nominating Committee staff project manager will distribute the documents to the Nominating Committee as soon as they are available. If a member of the committee feels that a fact stated in a comment letter is inaccurate, he or she must notify the chair of the Nominating Committee as soon as possible, but no later than 48 hours prior to the deliberation of the committee. If a fact is challenged, the PRSA Staff, under the direction of the chair of the committee, will check the facts and advise the committee.

16) **Deadline for submission of candidate support letters.** The call for comments will close 21 days after the names of candidates are announced. No further comments will be accepted as of 5 p.m. in the time zone in which the letter writer resides. The Nominating Committee staff project manager shall distribute copies of the comment letters to all candidates as soon after the deadline submission as possible. Candidates will be allowed to submit responses to comments for up to seven days after the staff project manager has distributed the letters to the candidates. No candidate comments will be accepted after 5 p.m. in the time zone in which the letter writer resides.

17) **Disclosure of Lobbying.** Contact by any person, whether a member of PRSA or not, on behalf or against the candidate shall be considered lobbying. The Nominating Committee member must keep a log of such contacts, including name of the individual making the contact, the names of any candidates, the nature of the contact and any other relevant details including the names of any candidates mentioned. Any person contacting a member of the Nominating Committee, either in favor of or against the candidacy of any individual shall be considered to have been engaged in lobbying. Information from each member’s log will be provided to all members of the Nominating Committee when it convenes to select candidates.

18) **Nominating Committee media contact.** To ensure appropriate independence and separation, the Nominating Committee chair is the only authorized media spokesperson on nominating process matters. The Nominating Committee chair must work with the PRSA Public
Relations department on all media inquiries, but only the Nominating Committee chair can actually speak on behalf of the Committee. This restriction applies to members of the Nominating Committee and does not apply to the individual candidates.

19) **PRSA Board Involvement in the Nominating Committee process.** Incumbent PRSA Board members are certainly qualified to evaluate and assess the needs of the board and the leadership qualities of incumbents and should actively identify and recruit members to run for leadership positions. They should actively identify members to run for leadership positions and communicate the names of these individuals to the Nominating Committee. Except for individual board members voluntarily providing comment letters for any candidates (as described in Section 13 above), any active involvement by board members in the Nominating Committee deliberations and/or campaign process, either on behalf of or against a candidate, can be perceived as undue influence or interference and must be avoided.

All Board members are required to sign a document of understanding and acceptance of this policy. Consequences of violating this agreement can include removal from the board, expulsion from PRSA, or other penalty. This information must be communicated to all candidates. The incumbent immediate past chair of PRSA is an ex officio member of the PRSA Nominating Committee and a member of the board. He or she is prohibited from actively campaigning for or against any candidate; however he or she is expected to participate in the deliberations of the Nominating Committee.

20) **PRSA executive staff involvement in the nominating campaign process.** PRSA executive staff members are qualified to evaluate and assess the needs of the board and the leadership qualities of incumbents. They should actively identify members to run for leadership positions and communicate the names of these individuals to volunteer leaders. However, with the exception of the Chief Executive Officer and Nominating Committee staff project manager, as described below, any active involvement by executive staff members in Nominating Committee actions, deliberations and decisions and/or campaign process, either on behalf of or against a candidate, can be perceived as undue influence or interference and must be avoided. Executive staff members are required to sign a document of understanding and acceptance of this policy. Consequences of violating this agreement can include discipline or termination from PRSA. This information must be communicated to all candidates.

a) Notwithstanding the above, for the sake of clarity the duties of the Nominating Committee staff project manager are otherwise described within this Policies and Procedures document and include supporting the work of the committee and assisting candidates in understanding the election process — but at all times the Nominating Committee staff project manager shall remain impartial with respect to the candidacy of specific individuals.

b) The PRSA Chief Executive Officer shall serve as an ex-officio member of the Nominating Committee, as provided for in Article VII(1)(g) of PRSA’s Bylaws. As such, the role of the Chief Executive Officer shall be to provide information and guidance regarding the current state of PRSA operations, PRSA’s planned activities for coming years, the administration and functioning of the Nominating Committee, and other support as may be required provided, however, that the Chief Executive Officer shall not participate in the actual deliberations of the Committee, nor offer opinions or views regarding the candidacy of specific individuals.