

# **Nomination Application**

## **Horizon Credit Union Board of Directors**

**Deadline 5:00 p.m. on November 16, 2018**



Dear Applicant:

Thank you for your interest in contributing to Horizon Credit Union's future. The Nominating Committee calls for candidate nomination applications for three Board of Director positions. Elected candidates will serve 3-year terms (2019-2022) and these terms shall begin and end at the Annual Meeting as described in our Bylaws. You may submit your application to the Nomination Committee in person or by mailing it to Horizon Credit Union at 1201 North Eastman Rd, Kingsport, TN 37664.

Completed confidential applications must be turned in to Horizon Credit Union in a sealed envelope marked Attn: Nominating Committee. You may mail your application to:

Nominating Committee  
Attention Mark Drinnon, Secretary  
1201 N Eastman Rd.  
Kingsport, TN 37664

For more information call: Mark Drinnon 423-398-5860

**Commitment:** You should be prepared to devote about 5-15 hours a month to the Board, including monthly meetings, credit union events and planning or executive meetings. The monthly Board Meeting is held on the 4<sup>th</sup> Tuesday of each month at 4:00 pm and last approximately 2-3 hours. Board Members are not compensated for their time. Board Members are required to adhere to all Horizon Credit Union's policies and procedures and will be treated the same as all other credit union Members. Horizon Credit Union will require you to have a background investigation including a credit report.

**Skills:** The Nominating Committee is looking for Director Candidates with a history of credit union membership and strategic expertise in various aspects of business management and operations. Functioning on our high performing Board requires logical, innovative and forward-thinking individuals able to work well in a team. The Nominating Committee is looking for individuals savvy with using technology,

including PC's, Tablets, and laptops. This includes sending and receiving emails, accessing the internet and opening and reading documents whether encrypted or unencrypted.

**Interviews:** The Nominating Committee may contact you to schedule an interview to provide additional insight into your interest in volunteering at Horizon Credit Union. If so, the interviews will be arranged during the month of November.

**Nomination:** After reviewing all applications, the Nominating Committee will make nominations for the ballot.

**Annual Meeting:** Horizon Credit Union will announce election results at the Annual Meeting which is held during the first quarter after proper notice is given to Members of the time and place of the meeting.

Feel free to contact Mark Drinnon, Chief Operating Officer if you have questions about your submission or the process. You may reach Mark at 423-398-5860 or by email at [mdrinnon@myhcu.org](mailto:mdrinnon@myhcu.org). Again thank you for your interest in serving. The Nominating Committee is eager to have a diverse Board to make the best decisions for the future growth of Horizon Credit Union.

Sincerely,

Mark Snodgrass,

Nominating Committee Chairperson

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# **Board of Directors Job Description**

With certain expectations, each Director on the Board of Directors is elected by the membership of Horizon Credit Union to serve a three-year term. The Board sets Horizon Credit Union Policy and directs Management in the overall operations of the credit union.

## **Basic Board Responsibilities:**

1. Set strategic direction of the Credit Union
2. Set Policies of the credit union
3. Hire and evaluate the Credit Union President/CEO.
4. Maintain the Credit Union's Bylaws
5. Ensure the safety and soundness of the Credit Union
6. Ensure that the Credit Union is in compliance with applicable state and federal laws
7. Monitor progress of the Credit Union by meetings, reports, emails, etc.

## **Individual Director Duties:**

- Thoroughly review Board packets prior to each Board Meeting
- Attend monthly Board meetings and special Credit Union events including Planning Sessions.
- Participate in committees as appointed by the Board
- Be familiar with the Credit Union Policy Manual

- Attend and actively participate in the Credit Unions strategic retreat and planning session.
- Fulfill yearly training requirements
- Be aware of state and federal political and regulatory issues affecting Credit Unions
- Assist fellow Directors, as well as the Credit Union's Management Officers to perform their duties.
- Disclose possible conflicts of interest and refrain from voting on issues that present a conceived conflict of interest.
- Act as a goodwill ambassador for the Credit Union
- Refrain from making special requests from Staff. Board Members are treated the same as all Members.
- Direct operational questions to the President/CEO
- Maintain the Confidentiality of all non-public Credit Union business, including information in Board packets, reports, personnel issues, audits and examinations.
- Maintain current membership and satisfy other eligibility requirements set out in the Credit Union Bylaws.

### **Training Requirements:**

1. Volunteers are expected to complete annual training during the calendar year.

### **Required Meetings:**

1. Board meetings are held on the fourth Tuesday of every month. The meetings start at 4:00 pm and last approximately 2 hours or until all business has been attended to. Attendance requirements are set forth in the Board's Policy.
2. Special Meetings may be called as needed.
3. Meeting of the Board committees, such as Executive Committee or Nominating Committee or Credit Committee are held on an as needed basis. The Audit Committee meets quarterly.

4. It is the Director's responsibility to contact the Board Chairman or the President/CEO if unable to attend a meeting.
5. Annual Planning Sessions are held in late spring and again in early fall. These sessions may include partial weekends.
6. The Annual Meeting will be held in February or March of each year.

**Liability:**

The Credit Union carries Directors' and Officers' liability insurance through CUNA Mutual. This policy protects the Credit Union's Directors and employees from liability arising out of their duties performed for the Credit Union.

**Loans:**

All Volunteer loan applications will be submitted to the Director of Lending for approval.

# Profile Grid

## Skills, Knowledge and Experience

Rate the current level of your skills, knowledge and experience in the following areas. See the following pages for factors you should consider as you complete this section.

	<i>Area of Personal Strength</i>				<i>Not an Area of Personal Strength</i>
	5	4	3	2	1
Financial Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Human Resources and Personnel Law	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Strategic Planning	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Board Governance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Marketing and/or Public Relations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Corporate Legal Matters	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Information Systems/ Technology	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Credit Union/Banking Experience	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Experience with a Non-Profit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Economic Analysis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Small-Medium Sized Business Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Non-Banking Services	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Communication	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Knowledge of the Economy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Substantial Credit Union Membership	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Project Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Experience as a Volunteer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Experience using a Computer & Microsoft Products	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## ***Skills, Knowledge and Experience Factors to Consider***

### Financial Management

- Formal education in accounting or related discipline
- Ability to read and understand basic financial statements - Balance Sheet, Profit and Loss, Annual Report
- Ability to understand key credit union performance ratios - how they are computed, how they are interconnected

### Human Resources and Personnel Law

- Formal education in human resources and/or personnel law
- Experience in human resources functions – e.g., personnel, HR, payroll
- Certifications in human resources – e.g., PHR, SPHR

### Strategic Planning

- Formal education in strategic planning
- Participation in strategic planning processes
- Leadership of strategic planning processes

### Board Governance

- Membership on non-profit boards
- Leadership positions on non-profit boards

### Marketing/Public Relations

- Formal education in marketing or public relations
- Employment in marketing or public relations functions

### Corporate Legal Matters

- Formal legal education
- Employment in the legal profession
- Employment in the legal department of an organization

### Accounting/Auditing

- Formal education in accounting or a related field
- Employment in accounting or auditing

### Information Services/Information Technology

- Formal education in IT or IS
- Employment in IT or IS

### Credit Union or Banking Experience

- Prior employment in a credit union or bank
- Participation on the board or committee of a credit union or bank

### Experience with a Non-Profit

- Membership in a non-profit organization
- Participation in the leadership of a non-profit organization

### Economic Analysis

- Formal education in accounting, economic finance, or related discipline
- Employment in a position that required analysis of economic trends and recommendations for action

### Small – Medium Sized Business Management

- Experience in owning or running a small – medium sized business
- Consulting with owners of small – medium sized businesses

### Non-Banking Services

- Experience in selling or servicing non-banking services – e.g., brokerage, insurance, trust, etc.
- Consulting experience in non-banking services

### Communication

- Formal education in communication skills
- Experience in positions that require highly developed communication and conflict resolution skills

### Knowledge of the Economy

- Formal education in economics or a related field
- Employment in a position that required analysis of local, regional, national and/or international economic trends

### Substantial Credit Union Membership

- Active membership of five or more years in a credit union

### Project Management

- Formal education in project management
- Employment in a position that required project management

### Experience as a Volunteer

- Experience serving as a volunteer for a non-profit organization

## Experience Using a Computer and Microsoft Products

- Comfortable sending and receiving emails using MS Outlook
- Comfortable opening and reading Word documents and Excel spreadsheets
- Open and read PDF documents
- Comfortable surfing websites and/or using social networking sites (such as Facebook)
- Comfortable with e-commerce services such as online banking

## Eligibility Questions

Please check all applicable boxes to assist the Nominating Committee in determining your Horizon Credit Union Board Director or Supervisory Committee Member eligibility:

- I am a Horizon Credit Union member as of the voting date of record, and either I or my family hold/holds Horizon Credit Union accounts beyond a basic savings.
- I am not a plaintiff in a legal action pending against Horizon Credit Union, a member of an organization that is a plaintiff in a legal action pending against the Credit Union, or an attorney representing a plaintiff in a legal action pending against the Credit Union.
- I am not an employee of Horizon Credit Union or any of its subsidiaries.
- I have not been employed by Horizon Credit Union or any of its subsidiaries in the previous two (2) years.
- I have never been a senior vice president or other higher-designated employee of Horizon Credit Union or any of its subsidiaries.
- I am not a family member of a Horizon Credit Union employee who reports directly to the Chief Executive Officer of Horizon Credit Union.
- I am not a family member of an existing Director of Horizon Credit Union or if I am a family member of an existing Director they are ineligible for further service or their term is expiring at the upcoming Annual Meeting and they do not intend to file a candidate application or petition for the open position.
- I or my spouse is not employed by a competing financial institution. My spouse is employed at \_\_\_\_\_.
- I do not live in a household of an employee of a competing financial institution.

Additionally, the Nominating Committee would like to know if you are affiliated with a vendor that provides products or services to Horizon Credit Union.

- I am not the owner or employee of a business that provides services or products to Horizon Credit Union.

If you are affiliated with a vendor, please explain: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

## Bond Questions

Please answer the following questions:

YES

NO

Has a claim pertaining to a fidelity bond ever been filed against you?

\_\_\_\_\_

\_\_\_\_\_

Have you ever been denied coverage under a fidelity bond?

\_\_\_\_\_

\_\_\_\_\_

Are there any civil suits pending against you?

\_\_\_\_\_

\_\_\_\_\_

Are there any legal or administrative proceedings pending against you?

\_\_\_\_\_

\_\_\_\_\_

Have you ever had a criminal referral filed against you by either a Federal or State court?

\_\_\_\_\_

\_\_\_\_\_

Have you ever been indicted or convicted of a crime by either a Federal or State court?

\_\_\_\_\_

\_\_\_\_\_

If you have answered **YES** to any of the above questions, please provide an explanation and attach copies of any documents available to you regarding the matter(s) in question. (If necessary, use the back of this sheet or attach additional pages.)

## Credit Report and Background Investigation Authorization

Horizon Credit Union may evaluate the competence, experience, character, and integrity of any individual who is to serve as a Director of Horizon Credit Union, a federally insured credit union. To assist in the evaluation process, Horizon Credit Union, the Tennessee State Department of Financial Institutions, the National Credit Union Administration (NCUA), or CUNA Mutual Insurance Company may obtain and review an individual's credit report and background investigation.

I authorize Horizon Credit Union, Tennessee State Department of Financial Institutions, the National Credit Union Administration (NCUA), or CUNA Mutual Insurance Company to order a credit report and conduct a criminal background investigation for the purpose of processing my application for my participation as a volunteer of Horizon Credit Union.

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Last Name	First Name	Middle Name	Mr. /Ms.
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Maiden Name (if applicable)

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Street Address	City	State	Zip
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Date of Birth	Place of Birth
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Social Security Number

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Signature	Date
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## Acceptance Letter

As part of the application process, please sign the letter below, which states:

- a. You will accept nomination and serve if elected to office
- b. You agree to execute and be bound by policies in this Application
- c. You authorize the Credit Union to obtain a credit report and agree to a criminal background check.
- d. The information submitted in your Application is true, accurate, and complete

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Board Secretary and Nominating Committee  
Horizon Credit Union  
1201 North Eastman Rd.  
Kingsport, TN 37660

Dear Committee Members:

I hereby certify that I will accept nomination to the \_\_\_\_\_ of Horizon Credit Union, will serve if elected, and agree to execute and be bound by the Credit Union's policies enclosed in this Nomination Application Packet.

I acknowledge that I am a member at least 18 years of age and that I must satisfy all bonding requirements to serve the Credit Union. I authorize the Credit Union to obtain a credit report and conduct a criminal background check on me.

I certify that the information I have provided in this Application is true, accurate, and complete.

Sincerely,

Signature \_\_\_\_\_

Printed Name \_\_\_\_\_

Address \_\_\_\_\_

# **CREDIT UNION BOARD POLICY**

## **SECTION: VOLUNTEER RESPONSIBILITY**

### **SUBJECT: Code of Business Conduct**

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#### *Statement of Policy:*

Horizon Credit Union ("HCU") expects that its Officers, Directors, and Audit committee members ("Officials") and employees ("Staff"), shall conduct business in accordance with the highest standards of integrity and personal and professional ethics. Long-term, trusting business relationships are built by being honest, open, and fair.

Staff is part of a team assembled for achieving the Credit Union's business goals and the expectations of its members, and each of us deserves to be treated with dignity and respect. Every employee is responsible for his or her own conduct. No one has the authority to make another employee violate this Code of Business Conduct (this "Code") or any law or regulation, and any attempt to direct or otherwise influence someone else to commit a violation is unacceptable. Managers, in particular, set an example for other employees and are often responsible for directing the actions of others. Managers **must** know and understand this Code as it applies personally to the manager and those under his or her supervision.

This Code applies to all Officials and Staff and is administered by HCU's Chief Executive Officer. The Chief Executive Officer will consult with and report to the Board of Directors regarding the operation of this Code. The Board of Directors has ultimate authority to modify, interpret, and apply this Code. The staff that has questions regarding business conducts or possible violations of this code should follow the procedures on Employee Reporting in the Employee Manual.

This Code outlines the Credit Union's broad principles of legal and ethical business conduct. It is not intended as a complete list of legal or ethical questions that Officials and Staff might face in the course of business. No two situations are alike, so we should aim for consistency and honest and ethical conduct when we encounter difficult business situations. We must also be vigilant to spot and report possible infringements of this Code, whether they are intentional or represent an oversight.

If a Board Director member becomes aware or has reasonable grounds to suspect wrongful conduct has occurred or is about to occur, he or she will notify the appropriate Chair (Board Chair). The Chair will also notify the CEO, unless it concerns the CEO. If the concern is regarding actions of the Chair, the Vice Chair will be notified.

If the issue is about misappropriation or misdirection of funds, securities or other credit union property, or breaking the law, rules, or bylaws, then the CPA Firm shall be informed, as well as the CEO, unless the CEO is involved.

It is the policy of the credit union to keep confidential, to the extent possible, the identity of any Official, who in good faith, reports suspected potential or actual violations or who participates in good faith in any investigation of a potential or actual violation. It is further the policy of the credit union that no Official will be retaliated against in any way for making a good faith report of a potential or actual violation consistent with this policy.

Officials and staff shall:

- Act with honesty and integrity;
- Avoid conflicts of interest where possible and disclose and handle ethically any conflicts that do arise;
- Not disclose, misuse, mishandle, or access, without authorization any confidential information of HCU or HCU's members, vendors, or other third parties (by, among other things, not discussing confidential information regarding HCU or its members, vendors, or other third parties in public forum, such as elevators, restrooms, lobbies, or similar areas where others may hear such information);
- Treat employees, members, vendors, and competitors fairly and with respect always;
- Not have unauthorized possession of HCU property or use any HCU facility, building, equipment, materials, or vehicle for his or her personal use or benefit, or for the personal use or benefit of any other individual;
- Not use HCU's facilities or the individual's position at HCU for the purpose of advocating, endorsing, or marketing the sale of any goods or services, other than as required as part of the individual's position at HCU;
- Reject any honorarium if the individual is being paid by HCU for the time for which the honorarium is offered;
- Not use HCU's name, trademarks, or trade name for personal benefit or economic gain to the individual employee or related person (as defined below) of the individual;
- Not use his or her position to secure special advantage in business, personal gain, or other benefit derived from such relationship;
- Comply with all applicable governmental rules and regulations, and with the Credit Union's articles, bylaws and policies that are adopted from time to time by the Board of Directors; including, without limitation, all applicable provisions of this Code;
- Disclose and seek guidance from appropriate sources when confronted by difficult ethical issues; and
- Promptly report any conduct that may, in his or her best judgment, constitute a violation of law, business ethics, or this Code.

## I. Bank Bribery Act

The Bank Bribery Act (BBA) is a federal law that prohibits any credit union Officials, staff, agent or attorney from (1) soliciting for themselves or for a third-party (other than the Credit Union) anything of value from anyone in return for any business, Service or confidential information of the Credit Union and from (2) corruptly accepting anything of value from anyone in connection with the business of the Credit Union. Violation of the BBA is a federal crime.

The Credit Union Board has adopted and maintains the following guidelines for compliance with the BBA.

### a. General Prohibitions.

- (1) Officials, staff, agents or attorneys are prohibited from soliciting for themselves or for a third-party (other than the Credit Union itself) anything of value from anyone in return for any business, service or confidential information of the Credit Union.
- (2) Officials, staff, agents or attorneys are prohibited from accepting anything of value (with certain exceptions set forth below) from anyone in connection with any business of the Credit Union, either before or after a transaction is discussed or consummated.

### b. Exceptions to General Prohibition of Accepting Things of Value in Connection with Credit Union Business.

Because there are a number of instances where an Official, staff, agent or attorney, without risk of corruption or breach of trust, may accept something of value from one doing or seeking to do business with the Credit Union, there are certain exceptions to the prohibition on accepting things of value. Those exceptions are as follows:

- (1) Bona fide salary, wages, fees, or other compensation paid, or expenses paid or reimbursed, to an Official, staff, agent or attorney in the usual course of business.
- (2) Gifts, gratuities, amenities, or favors based on obvious family or personal relationships (such as those between the parents, children or spouse of an Official, staff, agent or attorneys) where the circumstances make it clear that it is those relationships rather than the business of the Credit Union concerned which are the motivating factor.
- (3) Meals, refreshments or entertainment, all of reasonable value (under \$150) and in the course of a meeting or other occasion, the purpose of which is to hold bona fide Credit Union business discussions, provided these expenses would be paid for by the Credit Union if not paid for by the other party as a reasonable business expense.

- (4) Loans from credit unions, banks or financial institutions on customary terms to finance proper and usual activities of Officials, staff, agents or attorneys, such as home mortgage loans, except where prohibited by law.
- (5) Advertising or promotional material of reasonable value such as pens, pencils, note pads, key chains, calendars, and similar items.
- (6) Discounts or rebates on merchandise or services that do not exceed those available to other members.
- (7) Gifts of reasonable value (under \$150) that are related to commonly recognized events or occasions, such as a promotion, new job, wedding, retirement, Christmas, or bar or bat mitzvah.
- (8) Civic, charitable, educational, or religious organizational awards (under \$150) for recognition of service and accomplishment.

The Chief Executive Officer (“CEO”) may, subject to Board ratification, approve of other circumstances, not identified above, in which an Official, staff, agent, attorney, or officer (other than the CEO) of the credit union accepts something of value in connection with credit union business, provided that such approval is made in writing by the CEO on the basis of a full written disclosure of all relevant facts and is consistent with the BBA.

The Board may approve of other circumstances, not identified above, in which a director or the CEO of the credit union accepts something of value in connection with credit union business, provided that such approval is made in writing by the Board on the basis of a full written disclosure of all relevant facts and is consistent with the BBA.

Disclosure of Offers or Acceptances not authorized above.

Any Official, staff, agent or attorney who is offered or receives something of value that is not authorized above or that he or she believes may be impermissible under the BBA must disclose the matter in writing to the Board. The Board shall keep contemporaneous written reports of such disclosures.

II. Conflict of Interest

Business Conduct also requires compliance with the Conflict of Interest found in the Credit Union’s Bylaws, Article XIII, and Section 2.

## Acknowledgment & Agreement

I acknowledge that I have read the foregoing Code of Business Conduct which I will retain for future reference, and I agree to comply in all respects with the Code of Business Conduct (including, without limitation, the provisions respecting the Bank Bribery Act). I also acknowledge that the Code of Business Conduct may be modified or supplemented by Horizon Credit Union's Board from time to time and at any time, and I agree to comply with any such modifications and supplements.

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Printed Name

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Signature

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Date

## Horizon Credit Union Nominating Committee Policy

### Purpose:

The Nominating Committee exercises general oversight with respect to the nomination of Directors for election to the Board, the conduct of elections for the Board and the appointment of Directors to fill vacancies on the Board.

### Membership:

The Nominating Committee shall be composed of three directors, none of whom may have a director term that is expiring during the year of their appointment. The Nominating Committee shall also include the Chief Operating Officer who shall serve as Secretary of the Nominating Committee.

### Authority and Responsibility:

The Nominating Committee is responsible for:

- a. Reviewing the qualifications of and recommends to the Board of Directors proposed nominees for election to the Board.
- b. Identifies individuals qualified to become Board Members who reflect the criteria specified in the Board of Directors Policy and the Code of Ethics Policy.
- c. Recommends to the Board nominees to fill vacancies on the Board and the nominees to stand for election as directors at the next annual meeting of the membership.
- d. Makes a report to the Membership related to the election or appointment of members to the Board of Directors.

The Committee may make recommendations to the Board of Directors for policies and procedures to be followed for the nomination and election of Board Members in accordance with the Bylaws of Horizon Credit Union.

The Committee will review, at least annually, the Nominating Committee's policy and recommend any proposed changes to the Board of Directors for approval.