



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.

2022

Nominating Committees for International Officers and District Officers

Background

Sons of Norway is a \$365+ million enterprise and the issue is corporate governance, especially on the International Board.

Sons of Norway is an insurance company. Many state insurance departments require that everyone elected to the board of an insurance company complete the following:

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

In addition, candidates will be “vetted” by Sons of Norway. 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:

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 District Nominating Committee of no fewer than three (3) members of the District Lodge. The purpose of the Nominating Committee is to identify, review and recommend the eligible International Director and the International Director Alternate. 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.

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 International President, Vice President, Secretary, Treasurer or Director shall be submitted to the Nominating Committee no later than two weeks after the last District 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 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

March-April-May Non-election Year

District Nominating Committee

- Consists of no fewer than 3 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 Spring Board Meeting of non-election year

International Officer Nominating Committee

- Consists 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 Spring Board Meeting of non-election year

August of Non-election Year

- The District President and the International President convene the 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 members divide outreach responsibilities so they can visit or contact lodges

Fall Board Meeting of Non-election Year

- 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
- Seek out and encourage members who have previously demonstrated their leadership skills and commitment to the mission and goals of the organization

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 re: 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 outreach efforts

April of Convention Year

- Candidate applications for District office are to be submitted 30 days prior to start of the District Convention
- Background checks by Sons of Norway
- 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 in 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 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 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 visits/travel – ceremonies, education
- Legal facilitation and follow-through
- Prep time
- Conventions
- Personal development – education regarding Sons of Norway business/policies/procedures – time required for meeting prep
- Length of term of service
- Other duties

Besides the leadership and expertise a candidate brings to the office, there are personal characteristics that are desirable:

- 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
- Good listener
- Benefit member
- No felony convictions
- 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

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 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
- 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 Board Member qualifications and needed skill sets
- 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

Sons of Norway International Leadership Candidate Application 2022

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

Name _____

Address _____

City _____ State _____ Zip _____

Phone (_____) _____

Email address _____

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: Complete this application online and send to the chair of your district nominating committee within 30 days of the District Lodge meeting. Please provide the information requested below.

3. Education

High School _____ Diploma/Degree _____

Community College _____ Diploma/Degree _____

University/College _____ Diploma/Degree _____

Other _____

International Leadership Position Candidate

International Officer or Director
(please specify*)

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

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 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

Employed _____ Retired _____ (please select one)

Please provide details of your current or former employment:

- 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

Travel

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. Please provide a one-page cover letter in which you describe how your background will be an asset to the governance of a fraternal life insurance company.

Your letter will be attached to the front of your candidate application that is provided to the District and International delegates. Let's be uniform: please use Times New Roman font, size 11.

You are likely aware of the Minnesota audit and the feedback we received concerning "enhancement of the quality of its Sons of Norway board" members with financial, accounting, business ownership/management, executive leadership, etc., experience/backgrounds. This is now a key issue that state insurance departments look at as they regulate insurance companies and financial institutions such as Sons of Norway.

Additionally, in the state of Minnesota, the Department of Commerce (or the insurance regulators) requires Sons of Norway to file an annual Corporate Governance Annual Disclosure (CGAD), which explains the organization of the Sons of Norway board and the respective qualifications/experiences of its officers and directors.

This cover letter is about your education and professional experience that qualifies you for this position. Here are the skills, experiences and competencies they look for on governing boards: accounting/audit, actuarial, legal, investment, insurance management, corporate governance, business ownership/management, strategic planning, technology, marketing, human resources.

If you have any questions, please contact a member of the International Nominating Committee:

Gloria Benazic – gloriabenazic@gmail.com

Ken Johnson – ken.johnson@sofnboard.com

Jon Tehven – tehven@msn.com

Sons of Norway District Leadership Candidate Application 2022

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

Name _____

Address _____

City _____ State _____ Zip _____

Phone (_____) _____

Email address _____

District Leadership Position Candidate

**District Officer or Director
(please specify*)**

*** Please fill in the blank specifying the District office 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: Complete this application online and send to the chair of your district nominating committee within 30 days of the District Lodge meeting. Please provide the information 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	_____	_____	_____
B. Investment	_____	_____	_____
C. Corporate Governance	_____	_____	_____
D. Marketing	_____	_____	_____
E. Communications	_____	_____	_____
F. Strategic Planning	_____	_____	_____
G. Technology Skills (Internet/Social Media)	_____	_____	_____
H. Fraternal Benefit System	_____	_____	_____
I. Cultural Skills	_____	_____	_____

5. Employment History

Employed _____ Retired _____ (please select one)

Please provide details of your current or former employment:

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

Travel

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 in which you are a current or former 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. 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 how the International Board of Directors is elected and what skills, experiences and competencies board members possess.

Here are the skills, experiences and competencies 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 or competencies? If so, please list them below with a short descriptive narrative.