



**SONS of  
NORWAY**

# **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.*

**2023 – 2024**

# Nominating Committees for International Directors and District Officers

## Background

Sons of Norway (SON) is a \$365+ million fraternal benefits society and mutual insurance company, and the main responsibility of the international board of directors (IBOD) is corporate governance.

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, all candidates will be vetted by SON. A professional company will be employed to perform a background check and verify candidate information, such as residency, education, bankruptcy, litigation, and criminal records. Their report is forwarded to our legal counsel who informs the international nominating committee (INC) 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 and standards of good governance for fraternal benefit societies, it is important that SON establish criteria guidelines for those seeking election as officers and directors to the IBOD and to the district boards of directors (district BOD).

The following resolutions concerning nominating committees for international directors and district officers were adopted and amended by the IBOD.

## Nominating committees

### 16.1 General provisions

**16.1.1** Nominating committees (NCs) have been established and are required at all levels of SON. The NCs shall identify, review, and recommend eligible candidates for election as officers and/or directors throughout the organization. Other requirements and procedures for international and district NCs are as set forth below and in the *SON Policies and Procedures*.

**16.1.2** NCs at all levels shall identify, review, and recommend eligible candidates for the election of the officers and/or directors. No member of a NC shall be a candidate for election as an officer or director within the entity that they are representing. Members may submit candidates to the NCs as determined by the IBOD. Candidates for nomination to both the IBOD and district boards shall be adult benefit members and must meet all eligibility criteria as set forth by the IBOD.

### 16.2 Nominating committee objectives

**16.2.1** To ensure that only persons who meet the eligibility requirements for board election are presented to the members for election.

**16.2.2** To assist members in electing officers and directors who are best able to assist the IBOD and district boards in achieving business and fraternal purposes and objectives.

**16.2.3** To obtain and review all completed applications for board election and other information provided by applicants to the secretary as needed to determine whether an applicant satisfies the eligibility requirements, to certify all applicants who do, and provide members with a summary of pertinent information about each of the certified applicants.

The NC shall also review and consider each candidate's qualifications relative to any desired attributes that the IBOD and districts identify. To help in this process, the NC may interview each candidate and seek additional information to evaluate candidates. The NC shall recommend to the membership the election of those candidates who the NC believes are best suited to meet the current needs of the IBOD or district. Any such candidate who is unqualified, in the sole judgement of the IBOD, may not serve as an officer or director and shall not be slated on the ballot of candidates.

### **16.3 Committee members**

The international nominating committee (INC), as established by the IBOD, shall consist of seven (7) members. Two (2) members, who are chosen from different districts, are appointed by the district presidents' advisory council (DPAC). Two (2) members are appointed by the IBOD chair, and three (3) members are appointed by the IBOD. Members of INC must be adult benefit members and may not be employees, agents, directors, or candidates for director election. All such appointments are subject to final approval by the IBOD.

**16.3.1** Only candidate information provided to and approved for publication by the INC will be shared with the benefit members. To ensure fairness and consistency for all candidates, the candidates and/or their supporters are otherwise prohibited from campaigning, publishing, or distributing in any fashion, other information to members, outside the process established by the IBOD for the INC.

**16.4.1 Officers.** Officers of the IBOD, including international chair, vice chair, secretary, and treasurer, shall be elected by the members of the IBOD for a term of office pursuant to **14.3.1** and **14.3.4**. A member of the IBOD shall be eligible for election pursuant to **14.2.2** and **14.3.4**.

**16.4.2 Directors and alternate directors.** Nominations for international directors and international alternate directors may be made in the following three ways:

**16.4.2.1 Director and alternate director.** All nominations for the international director and alternate to that director, which originate from a district lodge meeting, shall be submitted to the INC no later than two (2) weeks after the last district convention and lodge meeting for vetting. Nominations from districts shall cease at that time.

**16.4.2.2 Nominations from benefit members at large.** The INC will seek out and solicit candidates from the benefit membership at large. These nominations must be submitted to the INC no later than sixty (60) days prior to the election.

**16.4.2.3 Other nominations.** The INC may seek candidates outside of the general membership as needed to enhance proficiencies, skills, or knowledge as deemed necessary to create a well-qualified board. All

such director candidates must be or become members of SON at least 60 days prior to the election being held.

## **District lodge**

### **16.5 Nominating committee for international director**

The district nominating committee (DNC) shall consist of at least three (3) members of the district. The DNC shall elect the committee chair. Members of the district may submit candidates to the DNC as determined by the IBOD. Candidates for nomination to the IBOD must meet all eligibility criteria as set forth by the IBOD. The DNC shall review the qualifications of the candidates and present them to the INC for review and vetting. Upon satisfactory review and vetting, the candidates' names shall be placed on the district ballot.

### **16.6 Nominations at district lodge meeting**

If a district lodge so provides in its bylaws, it may nominate candidate(s) for international director and alternate to which it is entitled from its current delegates, and international officers and directors. Nominations shall be submitted to the DNC for vetting as determined by the IBOD and must meet all eligibility criteria. If a nominee for international director or his or her alternate withdraw or dies between the district lodge meeting and the opening of the IBOD's last meeting of the biennium, the international officers, international directors, and delegates from that district shall caucus and fill from among their group such vacancy or vacancies, subject to prior vetting and the approval of the IBOD.

### **16.7 Officers and directors**

**16.7.1** The DNC, in addition to their role as established by **16.5**, shall recommend eligible candidates for the election of district lodge officers and directors. Members of the district may submit candidates to the nominating committee as determined by the IBOD.

**16.7.2** Candidates for nomination to the district board shall be adult benefit members and must meet all eligibility criteria as set forth by the IBOD. The benefit member provision for district board officers and directors shall not be required for countries, provinces, or states where SON is not authorized to sell insurance.

**16.7.3** Candidate applications for district officers must be submitted to the DNC for vetting no later than sixty (60) days-prior to the start of the district lodge meeting.

## **Main goal**

The main goal of the INC is to seek a proper match between the skills needed to round out the IBOD and the district boards with interested persons who may have those requisite skills.

Strategy: To use all means at our disposal to find qualified, interested people 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 (DNC)***

- Consists of at least three (3) members
- Elected by district board (**16.5**)
- Committee may include current district board members 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 (INC)***

- Consist of seven (7) members (**16.3**)
- Two (2) members, who are chosen from different districts, are appointed by the district presidents' advisory council (DPAC). Two (2) members are appointed by the IBOD chair, and three (3) members are appointed by the IBOD
- The committee may include current IBOD members and past IBOD members who are not candidates for election

### August of non-election year

- The district president and the international board chair convene their respective NC 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 NC 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 specific requirements determined by the board
- Send an email to the zone directors to share with lodge presidents and secretaries to announce the committee members
- Zone directors will be pivotal in communicating efforts with lodges and delegates in their area
- The committee will divide 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 committee chair or another committee member could 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 e-mail, personal contact, word of mouth, personal calls, websites, Facebook, or any other suitable means
- 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 contact potential candidates
- Committee chair or other committee members continue to include articles in the district newsletter regarding progress
- Committee chair keeps the district president updated throughout the process
- The 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 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 the start of the district convention
- Background checks by SON
- 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 from the DNC are to be in no later than two weeks after the last district convention
- All candidates are vetted by SON

## Board member criteria and desired skill sets

A primary consideration for any potential candidate is whether 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 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

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
- 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, Zoom, Teams, 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





## International Director Candidate Application

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

Name \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

Phone ( \_\_\_\_\_ ) \_\_\_\_\_

Email \_\_\_\_\_

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

**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.

**3. Education**

High School (name)		Diploma/Degree	
Community College		Diploma/Degree	
University/College		Diploma/Degree	
Other			

**4. General knowledge levels**

Please indicate your level of skills, experience, competencies, and background for each of the following areas. Note that this is a general assessment and that each director 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**

Employed \_\_\_\_\_ Retired \_\_\_\_\_ (please select one)

Please provide details of your current or former employment:

Employer	Position	From	To

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 any leadership roles:

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.



## District Candidate Leadership Application

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

### District Officer or Director

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

\_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

Phone ( \_\_\_\_\_ ) \_\_\_\_\_

Email \_\_\_\_\_

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

### 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.

### 3. Education

High School (name)		Diploma/Degree	
Community College		Diploma/Degree	
University/College		Diploma/Degree	
Other			

### 4. General knowledge levels

Please indicate your level of skills, experience, competencies, and background for each of the following areas. Note that this is a general assessment and that each director 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:

Employer	Position	From	To

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)

**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 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, and human resources.

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