

CONNEXUS® ENERGY

POLICY: 1.12

SUBJECT: BOARD OF DIRECTOR ELECTION PROCESS

BOARD REVIEW: 10-19-2023

BOARD APPROVAL: 10-19-2023

I. OBJECTIVE

To ensure the board director election process is fair and equal for all members, as well as protecting the reputation of Connexus Energy.

II. POLICY

- A. Connexus Energy shall provide its members with information on how to apply to be a board director candidate; information on board director duties, responsibilities, and time requirements; and general information regarding Connexus Energy.
- B. Connexus Energy shall notify the board director candidates of the following campaign guidelines:
 - 1. In campaigning or soliciting votes for nomination or election as a board director, an individual shall comply with any rules, requirements, or procedures prescribed by the Board of Directors, which apply to all candidates.
 - 2. In campaigning or soliciting support for nomination or election as a board director and unless offered and made equally available to any individual campaigning or soliciting support for nomination or election as a board director, a candidate may not:
 - a) Request or receive assistance, promotion, support, or endorsement from a cooperative employee.
 - b) Use cooperative resources, facilities, or assets.
 - 3. Campaigning at the annual meeting is not allowed. The posting of campaign signs at the annual meeting is not allowed.
 - 4. To ensure the privacy of our members, Connexus Energy will not supply candidates, or others, with lists of member names or contact information (i.e., addresses, phone numbers, email addresses).
 - 5. Candidate campaign materials must state “member’s name” and/or “contact information was not provided by Connexus Energy.”
 - 6. The use of Connexus Energy’s logo or any other protected mark is not allowed in a board candidate’s campaign materials, including electronic and social media.
 - 7. Candidates shall not misrepresent any election information presented by Connexus Energy.
 - 8. Robocalling or other automated or pre-recorded electronic methods of calling and/or texting members wireless phone number(s) regarding Connexus Energy elections is not permitted.

DIRECTOR ELECTION PROCESS

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9. Candidates shall not provide any financial inducement to garner votes in the Connexus Energy director election.
 10. Initial questions of process or potential violations shall be reviewed and decided by the counsel for the Board. To the extent that does not resolve the issue, the Board of Directors shall select an attorney independent of the cooperative to serve as the neutral arbitrator to decide whether there are violations of director election rules and to prescribe appropriate recourse for any violation determined. The appropriate recourse shall be determined by the neutral arbitrator given the totality of the circumstances, considering the gravity of the offense and any extenuating circumstances. The recourse may include but is not limited to verbal counseling, a verbal or written censure, limitations on campaign material, and up to disqualification from being considered as a candidate.
 11. Connexus Energy will supply a photographer to take a campaign photograph of each board director candidate to use in the annual meeting notice mailed to each member.
- C. Each board director candidate may submit responses to candidate information requested by Connexus Energy for publication in the annual meeting notice mailed to each member. To be included for submission, the candidate must comply with the deadline established by Connexus Energy management.
- Staff will work with the board director candidate to edit their response to fit within the constraints of the annual meeting notice. Full responses will be made available on the election website.
- D. When there are two board director elections in the same district, because one board director was appointed to fill a vacancy until the next annual meeting or as a result of redistricting, the members may vote for two candidates in that district. The candidate receiving the most votes will be elected to the longer term of office, and the candidate receiving the second most votes will be elected to the shorter term of office.
- E. The ballot for the election of the Board of Directors will list candidates in alphabetical order within each board director district and indicate director incumbents and nominations made by petition.

III. RESPONSIBILITY

Board of Directors

REFERENCE

Board Minutes 11-19-98, 07-15-99, 12-16-99, 01-16-03, 12-20-07, 10-16-08, 06-17-10, 08-18-11, 12-20-18, 11-19-2020, 12-16-21, 10-19-23