



Wild Sheep Foundation, Inc.

Appointed Wild Sheep Legacy Foundation (WSLF) Trustees

1.0 Purpose

The purpose of this policy is to define how the Wild Sheep Foundation (WSF) fulfills its obligations to appoint Wild Sheep Legacy Foundation (WSLF) Trustees.

1.1 Background

WSLF was established as a “Supporting Organization” for WSF, the “Supported Organization.” Per the WSLF Bylaws:

1. WSF appoints a “majority plus one” of the WSLF Board of Trustees
2. At least two Trustees must be standing WSF Directors
3. All Trustees must be WSF Life Members in good standing
4. Trustees are to be selected at the first Board meeting of the calendar year
5. Trustees serve a three year term, with the exception of the Trustees who are standing WSF Directors, who serve a one year term
6. There are no term limits for Trustees

The WSLF Bylaws specify there will be no less than three and no more than eleven Trustees. WSLF controls the number and is responsible to notify WSF of any changes on or before May 1st of each year that affect WSF Trustee selections.

1.2 Number of Trustees Required

No later than May 1st, the WSF Chairman Elect will confirm with the WSLF Chairman the number of Trustees to serve the upcoming year. This number will dictate how many Trustees WSF needs to appoint. The WSF Chairman Elect will determine, with the Board of Directors approval, how many Trustees are to be Standing Directors. Typically, only two will be Standing Directors which satisfies the minimum requirement.

1.3 Solicitation of Trustee Nominations

No later than May 1st, the WSF Board of Directors will appoint a Trustee Evaluation Committee of at least three members of which two must be Trustees (current or past) who were appointed by WSF.

The WSF Chairman Elect with support of the WSF President will solicit the Board of Directors, Chapters and Affiliates, and membership at large for Trustee nominations. As part of the solicitation it will be made clear that nominees must:

1. Be WSF Life members in good standing
2. Sign a form that indicates that the nominee has read, understands, and agrees to any requirements of WSLF Trustees and WSF Directors contained in the following documents:
 - a. WSLF
 - i. Mission Statement
 - ii. Bylaws
 - iii. Trustees Code of Conduct
 - iv. Trustees Confidentiality and Non-Compete Agreement
 - b. WSF
 - i. Mission Statement
 - ii. Bylaws
 - iii. Directors Code of Conduct
 - iv. Directors Confidentiality and Non-Compete Agreement
 - v. Ethics Policy
 - vi. Wild Sheep Foundation (WSF) Appointed Wild Sheep Legacy Foundation (WSLF) Trustees Policy
3. Include a description of the requisite qualifications of the nominee as they relate to being a Trustee

All nominations will be sent to the WSF Headquarters and must be received by July 1st. The WSF President will ensure the nomination packages are complete.

1.4 Evaluation of Trustees

No later than December 1st, the Trustee Evaluation Committee will evaluate all nominees and assign a rating of Not-Acceptable, Acceptable, or Highly Recommended to each. As part of this evaluation the committee will consider the nominees:

1. Investment/financial expertise
2. Business acumen
3. Demonstrated commitment to WSF as evidenced by donations to WSF or participation in WSF, Chapter, or Affiliate Boards, committees, or events.

If there are not sufficient acceptable candidates to fill the required positions the WSF Chairman will resolve the issue by taking one or more of the following actions:

1. Negotiate with the WSLF Chairman to reduce the number of Trustees to be commensurate with the candidates identified
2. Task the Trustee Evaluation Committee to seek out an adequate number of acceptable candidates
3. Increase the number of Trustees that are Standing Directors to fill the deficit

At the December Board of Directors meeting the Trustee Evaluation Committee will present to the Directors their evaluations.

1.5 Election of Trustees

At the pre-convention WSF Board meeting, or the first Board Meeting of the calendar year, if the pre-convention meeting is not the first meeting of the calendar year, the Directors will elect the Trustees. The WSF Chairman will immediately notify the WSLF Chairman of the selections and the selections will be announced at the WSF Annual Membership meeting.

1.6 WSF Elected Trustee Terms

Trustees who are Standing Directors shall serve from February 1st of the year elected until January 31st of the following year. Trustees that are not Standing Directors shall serve a three (3) term commencing February 1st of the year elected and ending three (3) years hence on January 31st. In any event, Trustees shall serve until a replacement has been identified. There are no term limits.

1.7 Vacancies

If a Trustee vacancy occurs for any reason (death, illness, resignation, removal), the WSF Board of Directors shall appoint an interim Trustee to fill the remainder of the vacant Trustee term.

1.8 Removal of a WSF Appointed Trustee

Trustees shall comply with the Ethics standards established by the Foundation for WSF Directors. Failure to do so will result in disciplinary action up to and including removal as a Trustee. Within WSF, the filing and processing of complaints shall be the same as for WSF Directors. WSF will honor any ethics actions taken by WSLF regarding WSF appointed Trustees. Vacancies that occur by actions taken by either organization shall be filled as specified in Section 1.7 of this document.