



## **EAP Board Composition Policy Statement**

*The EAP Governing Board approved this policy statement on June 27, 2022.*

### **Background**

The following policy provisions provide additional guidelines regarding EAP Bylaws Article IV and related sections/subsections of other articles.

### **Policy Provisions**

#### ***Policy Provision #1: EAP Governing Board Membership and Terms of Service***

The EAP Governing Board shall be composed of a maximum of twelve (12) Corporate Member Directors and a maximum of four (4) Public Directors. Each Corporate Member and Public Director shall serve a maximum of two (2) consecutive three-year terms. For both Corporate Member and Public Directors, eligibility for a second term will be contingent on the recommendation of the EAP Governance Committee.

#### ***Policy Provision #2: Method for Selecting the EAP Governing Board | Corporate Members***

The twelve (12) Corporate Member Directors of the EAP Governing Board shall be selected on a rotational schedule, with four directors completing their terms each year. The selection schedule shall be as follows:

1. By August 15, EAP will announce the start of the EAP Governing Board recruitment process and the availability of the EAP Governing Board application.
2. By September 25, the EAP Governance Committee will announce the slate of new and/or reappointed directors following EAP Governing Board approval.
3. By October 15, any Corporate Member wishing to contest the approved slate must submit a petition with the signatures of a minimum of seven and one half (7.5) percent of EAP's Corporate Members in good standing to require a full vote of the EAP Corporate Membership at a Special Meeting conducted electronically.
4. By December 15, the new, reappointed, or petition-elected directors will be confirmed by a vote of the EAP Governing Board.

Other practices and deadlines for EAP Governing Board Corporate Member Director selection process will be determined by the EAP Governance Committee.

#### ***Policy Provision #3: Method for Selecting the EAP Governing Board | Public Members***

The EAP Governing Board may seat a maximum of four (4) Public Directors recruited from outside the EAP Corporate Membership. Public Directors will be appointed at the discretion of the EAP President, following a review by the EAP Governance Committee, and with the final approval of the EAP Governing Board.

#### ***Policy Provision #4: Director Vacancies***

In the event of a Director vacancy on the EAP Governing Board, the EAP Governance Committee will be responsible for recommending qualified candidates to fill the unexpired term within 30 days of written confirmation of the vacancy. The EAP Governing Board will approve candidates to fill unexpired terms.

#### ***Policy Provision #5: Officer Vacancies***

in the event of the incapacitation, resignation, or removal of the EAP President by the EAP Governing Board, the EAP President-elect will immediately become EAP President. If the EAP President-elect officer position

is also vacant, the EAP Vice President will immediately become EAP President. In the event of multiple officer vacancies, the EAP Governing Board will determine how to fill those vacancies within 14 days. All vacant officer positions can be filled by the EAP Governing Board.

***Policy Provision #6: Removal of Officers and Directors***

The EAP Governing Board may vote to remove a director or officer for malfeasance, misfeasance, and/or nonfeasance according to the following process:

1. Any charge of director/officer for malfeasance, misfeasance, and/or nonfeasance must be submitted in writing to the EAP President or the EAP President-elect if the charge is directed at the EAP President.
2. The EAP President (or President-elect) will convene and chair a special sub-committee of the EAP Governing Board to investigate the charge and return its findings to the EAP Governing Board within 14 days.
3. The sub-committee will report its findings to the EAP Governing Board in an executive session followed by an open business meeting to consider the removal motion.
4. The director or officer who is the subject of the removal motion may participate in the executive session and/or the business meeting unless a two-thirds majority of the EAP Governing Board votes to bar their participation.
5. The removal of a director or officer requires a two-thirds majority vote of the EAP Governing Board excluding the vote of the director or officer who is the subject of the removal motion.

***Policy Provision #7: Policy Changes***

This policy is subject to change by the EAP Governance Committee with the approval of the EAP Governing Board.