Six months prior to a vacancy occurring on the Board of Directors, the Board Chairperson shall appoint a Nominating Committee composed of two Board members. A staff member (not on the Board) may also assist the committee, in an advisory capacity, toward recommending a candidate for the vacancy. The Nominating Committee shall be responsible for: 1) identifying one or more candidates to fill the vacancy, 2) investigating each candidate and evaluating his or her suitability for service on the Board and 3) recommending a candidate to the full Board. In addition, the committee shall be responsible for recommending nominees for reelection to the Board.

The Nominating Committee shall be authorized to use any method it deems appropriate for identifying candidates for Board membership, including:

- recommendations from current Board members;
- recommendations from SIATech staff;
- contacting Board member whose term is about to expire to determine his/her interest in continuing for an additional term.

Existing board members interested in serving an additional term shall submit their interest in writing to the Nominating Committee. In the event the vacancy is to be filled by someone other than the existing board member, certain requirements shall be expected of all potential candidates. For a “staff” vacancy (excluding the ex-officio position) all SIATech staff shall be notified, by e-mail or through other means, of the upcoming vacancy.

To be considered for the available “staff” Board vacancy, a staff member must:

- have been an employee of SIATech for at least three years;
- be in good standing and have positive employee evaluations;
- submit his/her interest in writing;
- submit a resume.

To be considered for an available “at-large/community” Board position, an individual must:

- complete an application;
- submit a resume.

The SIATech CEO and the VUSD representative positions on the Board shall be exempt from all of the above requirements, as the former serves as an ex-officio member of the Board and the later is appointed by VUSD.

In fulfilling its duties, the Nominating Committee shall be authorized to engage in whatever investigation and evaluation processes it deems appropriate, including a thorough review of the candidate's background, characteristics, qualities and qualifications and personal interviews with the committee as a whole, one or more members of the committee or one or more other Board members.

In formulating its recommendation, the Nominating Committee shall consider not only the findings and conclusions of its investigation and evaluation process, but also the current composition of the Board; the attributes and qualifications of serving Board members; additional attributes, capabilities or qualifications.
that should be represented on the Board; and whether the candidate could provide those additional
attributes, capabilities or qualifications. The committee shall not recommend any candidate unless that
candidate has indicated a willingness to serve as a director and has agreed to comply, if elected, with the
expectations and requirements of the Board. The committee shall take one name to the Board as its
recommendation to fill the vacancy, two months prior to the end of the term of the Board member whose
term is to expire. All candidates considered for the vacancy shall be notified of their status by a member
of the Nominating Committee in advance.

DATE OF ADOPTION BY THE BOARD: MAY 15, 2007