

Excerpts from NS Bylaws Concerning Board Terms, Qualifications, and Nominations

Section 3. DESIGNATED DIRECTORS AND TERMS. The number of directors shall be no less than five (5) and no more than eleven (11), unless changed by amendments to these bylaws and to the charters held by the Corporation. The Board shall include representatives and members of the community, including one (1) Parent Representative from Gilroy Prep School and one (1) Parent Representative from Hollister Prep School (collectively referred to herein as "Foundational Schools"). The Corporation will seek to ensure that the members represent a broad area of expertise and a broad cross-section of the school communities and community-at-large, including financial expertise, community and educational leadership, real estate, law, educational pedagogy, public accountancy, business, and philanthropy. Individuals paid by the Corporation will not serve on the Board.

Section 5. DIRECTORS' TERM AND QUALIFICATION. Except for the initial Board members (who served staggered terms of service to ensure a healthy mix of experienced and new Board members), each director shall hold office for two (2) years and until a successor director has been designated and qualified. No Board member shall serve for more than three consecutive terms, or six years. Parent Representatives must have or had a student enrolled at the Foundational School that the parent represents (at the beginning of their term).

Section 6. NOMINATIONS PROCESS. The Board has created a Governance Committee to implement a process for nominating members to Board, which operates as follows:

a. Each spring (or as needed due to unplanned vacancies), the Governance Committee will identify existing vacancies, or vacancies that are bound to arise due to expiring Board terms. Though the Governance Committee is responsible for the vetting of all potential board candidates, any member of the Board may identify potential members and submit a resume for the candidate to the Governance Committee.

b. When a vacancy exists in either, or both, of the Parent Representative seats from the Foundational Schools, the Governance Committee shall provide a notification to the respective school site council who shall put forth up to five (5) qualified parent candidates for the Governance Committee to interview (during a public meeting).

c. The Governance Committee will review resumes for, have conversations with, discuss and rank all prospective candidates.

d. The Governance Committee will recommend candidates to the Board and bring the nomination to the Board for a vote at the next Board meeting.

e. The full Board will review the candidate's resume and vote to approve new members by majority vote.

f. If the Board does not vote to approve a parent candidate recommended by the Governance Committee (from a list put forth by the appropriate school-site council), the Board will request that a new list of parents candidates be generated and provided to the Board following the same process (the school site council will provide up to 5 candidates for the Governance Committee to interview and then the Governance Committee will forward one or more candidates to the Board to choose from).

g. New members will begin their term of office in July, or as needed when there is a vacancy. Once members have been sworn in, the Navigator Schools Board of Directors will partake in a mandatory board introductory training as well as the annual board training. New members will be presented with the past history of the board, bylaws and policies, as well as all full board and committee responsibilities.

h. New members will be elected to the Board when a previous member's term expires at an annual meeting occurring during the last quarter of the fiscal year. If vacancies occur mid-year or the Board wishes to grow in size between annual meetings, new members may be added at any Board meeting held for this purpose.