



AMERICAN RED CROSS BOARD OF GOVERNORS

NOMINATIONS PROCESS FOR SELECTING BOARD MEMBERS

Board Member Skills and Experience.

The Governance and Board Development Committee (the “Committee”) assesses the Board’s skill set requirements and needs on an ongoing basis. The Committee evaluates the current members of the Board of Governors (the “Board”) and potential candidates for the Board against the following criteria:

- Proven leadership ability;
- Previous experience serving on boards (either for-profit or nonprofit);
- Diversity, including but not limited to gender, ethnicity, race, disability status, veteran status, and LGBTQ status;
- Experience with large and complex organizations with revenues in excess of \$1 billion;
- Current or prior chief executive officer, chief operating officer, chief financial officer, or other c-level experience;
- Whether the candidate meets the independence standards outlined in the Bylaws; and
- Specific skills such as finance, audit, legal, investments, information technology and security, governmental affairs, public relations, marketing, leadership development, disaster relief, medical, biomedical, regulated industries, and pharmaceuticals.

Additionally, the Committee determines specific skill sets and attributes to focus on for the annual nominations process based on:

- the current and emerging issues facing the Red Cross;
- the current composition of Board members in order to balance their various areas of expertise and the Board’s diversity profile;
- identified gaps in skills as Board members reach their term limits or resign.

Nomination Process.

Step One: Evaluation of Current Board Members. Current members who are eligible for re-election will be assessed by the Committee, taking into account the results of peer and self assessments and the recommendation of the chairs of any committees on which the current Board member serves.

Step Two: Receiving Recommendations for Potential New Board Members. Based upon the Committee’s identified skill set requirements for the coming years, the Committee

works with a third-party firm to identify potential candidates and considers nominees recommended by Board members, management, Red Crossers, and other recommendations that may come to the Committee's attention.

Step Three: Reviewing Candidate Resumes. The Committee will meet to review potential candidates and their resumes with possible outside assistance from a third party on an ongoing basis.

Step Four: Outreach to Potential Board Members. Outreach to potential candidates is normally conducted by the Chairman, the CEO, the Chair of the Committee, and/or a third party retained to identify qualified individuals, based on prior relationships and availability.

Step Five: Interviews. If, after initial outreach to the potential Board member, there is agreement that the individual should be considered for service on the Board, a series of interviews are conducted. The normal interview process shall include the CEO, Committee Chair and Chairman of the Board, but others may be identified depending on the circumstances. The interviews should assess the candidate for a high level of personal and professional integrity, commitment to promote the long term interests of the American Red Cross, and the candidate's capacity to commit adequate time to service as a Board member.

Step Six: Invitation to Join the Board and Electing New Members. Once the interview process is completed, and if there is agreement from the Committee that the potential candidate should be invited to join the Board, normally the Chair of the Committee or the CEO reach out to the candidate to extend an invitation to join the Board, contingent upon the Board's election. If the candidate agrees, the Committee will formally vote to recommend the candidate to the full Board. This election may happen at any meeting of the Board. A complete profile of each candidate recommended by the Committee will be provided to the full Board for a vote. If approved by the Board, the candidate will be presented to the delegates at the next annual meeting for election.