



**SEALASKA CORPORATION
NOMINATIONS COMMITTEE
CHARTER**

- I. **Committee Structure:** The Nominating Committee will be comprised of three to five Board members.
- II. **Purpose and Major Activities in Key Areas of Responsibility:**
 - A. Develop overall Board Succession Plan including a list of characteristics being sought in future board candidates that the Corporation needs to promote the strategic plan (knowledge, personal traits and characteristics, core competences).
 - B. Annually review the size and composition of the Board in light of operating requirements and existing attitudes and trends.
 - C. Periodically recommend the appointment, composition and responsibilities of Board Committees.
 - D. Receive and investigate suggestions for candidates for membership on the Board.
 - E. Recommend prospective Directors as required to provide an appropriate balance of knowledge, experience and capability on the Board.
 - F. Review charter annually.
- III. **Governance:**
 - A. The Nominations Committee is comprised of Directors most recently elected at the previous Annual Meeting.
 - B. The Chairperson of the Nominating Committee is elected by the plurality vote of the committee.
 - C. The Chairperson of the Nominating Committee works with the Chairman of the Board, President/CEO, and Corporate Secretary to develop the committee meeting agendas.
 - D. Committee members make requests of management through the Committee Chair, who then makes request of management through the President and Chief Executive Officer or the Corporate Secretary.
 - E. The Chair of the Committee reports to the full Board on the activities of the Committee.
 - F. Recommendations of the Committee shall be in writing.
 - G. Adequate information shall be provided to the full Board to enable informed decision-making.
 - H. Committee members are requested to be prepared to take the time necessary to thoroughly review meeting materials.

- IV. **Meetings**: The Nominating Committee shall hold at least two regular meetings and as many Special Meetings as it may find appropriate and necessary to fulfill the duties and responsibilities of the Committee (see Nominating Committee annual nominating process/calendar). An annual calendar of meetings will be established and maintained.
- A. Regular Meetings:
1. One month prior to the beginning of the solicitation for candidates to serve on the Board of Directors.
 2. Within 2 weeks of the printing of the Sealaska Proxy Statement.
- B. Special Meetings:
1. At the call of the Chair to address needs for changes in Board policies on Board composition, terms, vacancies, and/or qualifications.
 2. To discuss unsettled issues relative to the Board nominations on the official proxy.
- V. **Quorum**: A quorum shall be at least 3 members of the committee.
- VI. **Nominations Process**: The purpose of including the nominations process in this charter is to maintain consistency through written standards and provide a schedule for annual corporate elections.
- A. Beginning on or about the first of October the Corporate Secretary will send letters to directors whose terms are up to expire at the next annual meeting to ask them if they wish to be nominated for board slate.
- B. Throughout October the Nominating Committee, and any other director whose terms are not ending, will be invited to complete the evaluation of each director wishing to be nominated on the form provided for that purpose.
1. The names of the people completing the evaluation forms will not be revealed.
 2. All of the forms should be completed and turned in no later than the end of October.
 3. It is assumed that directors who do not complete the forms for each potential candidate are not interested in doing so. This is completely voluntary.
 4. The total scores in each area of the board responsibility will be tabulated and shared with the full board along with a recommendation from the Nominating Committee on whether the nominations process should be opened up to all shareholders or not. This will be done no later than the end of the first week in December.
 5. The board may or may not use these results in their decision to open up nominations to all shareholders.
- C. In the situation where an incumbent chooses not to be a candidate, a notice will go out to all shareholders by the end of the first week in November advising of the vacancy.

1. All non-incumbent applicants will be graded using the Board Responsibilities Evaluation Form as a guide.
 2. It is the responsibility of the applicant to provide information germane to the criteria for the purposes of the grading. This will be done no later than the end of the first week in December.
- D. The Board will approve the Board slate no later than the end of the first week in December.