

Board Candidate Selection Policy

**Board of Directors
Sedona-Oak Creek Airport Authority
235 Airport Terminal Dr.
Sedona, AZ 86336
Adopted: December 2, 2019**

I. Definitions

“Advertise” or “Advertisement” means: 1) publication of a Notice of Open Board Position in four consecutive issues of the *Red Rock News*; and 2) posting of the Notice of Open Board Position on or adjacent to the Airport terminal bulletin board commonly used for posting official Board notices. The deadline for submission of applications shall be no later than three days after final publication in the *Red Rock News*.

“Applicant” shall mean a person who submits a timely application to fill a Board Vacancy.

“Board” shall mean the Board of Directors of the Sedona-Oak Creek Airport Authority.

“By-laws” shall mean the by-laws duly adopted by the Sedona-Oak Creek Airport Authority, including any amendments thereto, and as approved by the County.

“Candidate” or “Applicant” shall mean any person who submits an application to fill a current Board Vacancy.

“Committee” or “Selection Committee” shall mean the committee appointed by the President to recommend a Nominee to the Board.

“Conflict of Interest” means a condition in which a Candidate has an actual or a potential Substantial Interest in existing or reasonably anticipated Airport-related business or when a Candidate’s relationship with a Committee Member, a Board Member or a member of Airport staff may reasonably be expected to give the Candidate an undue advantage or disadvantage as a Candidate. The fact that a Candidate may be an Airport hangar owner, hangar tenant, or the owner of an aircraft based at the Airport shall not, in and of itself, constitute a Conflict of Interest.

“County” shall mean the Board of Supervisors of Yavapai County, Arizona, and its duly authorized representatives.

“Lease” shall mean the Lease between Yavapai County and Sedona-Oak Creek Airport Authority dated February 1, 2003, and any amendments thereto.

“Member” shall mean any member of the Board with voting rights as specified in Article III, Section 3.7 of the By-laws.

“Nominee” shall mean any person whose name is submitted to the County for approval to serve as a Board member pursuant to the Lease and the By-laws.

“Notice of Open Board Position” shall mean a notice of Vacancy published and posted in substantially the same form as that set forth in Exhibit “A” of this Policy.

“Policy” shall mean this Board Candidate Selection Policy.

“President” shall mean the President of the Board, or any person acting with the President’s authority pursuant to the By-laws.

“Report” shall mean a report prepared by the Committee, following the conclusion of Applicant interviews, which outlines the process followed by the Committee and identifies a Nominee for Board approval or states that the Applicants interviewed were deemed unacceptable. The Report shall also include copies of all meeting notices and minutes.

“Substantial Interest” means an interest that is not remote or nominal and affects a proprietary or pecuniary interest.

“Vacant” or “Vacancy” shall mean an actual open seat on the Board or an anticipated open seat based upon a sitting Board Member’s written declaration of intent not to seek a successive term.

II. Purpose

This Policy is hereby adopted by the Board to establish a uniform, mandatory procedure for filling a Vacancy. The procedures specified herein are supplemental to and in furtherance of the procedures and objectives set forth in Article II, Section 2.2 (Election, Term), and Section 2.3 (Nominations and Vacancies) of the By-laws.

III. Procedure

A. Vacancy, Advertisement and Committee Appointment

When a Vacancy occurs, the President shall, within thirty calendar days: 1) appoint a four-member Selection Committee consisting of two Board Members and two non-Members; and 2) Advertise the Vacancy. The two non-Members shall be subject to the same minimum qualifications as Applicants (see By-laws, Article II, Section 2.2, paragraph 3). The Committee shall contain at least one member who is either an Airport hangar owner, hangar tenant, or the owner of an aircraft based at the Airport. The President shall designate the Committee chair, who shall be a Board Member. The President shall be an ex-officio member of the Selection Committee with voice but not vote, except as otherwise provided herein. The President may but shall not be required to attend Committee meetings. A quorum shall consist of three Committee members.

B. Screening of Applicants

The Airport Business Office or the General Manager shall screen all applications to determine if each Applicant meets the minimum qualifications to serve as a Board Member as set forth in Article II, Section 2.2, paragraph 3 of the By-laws. Any Applicant who does not meet such qualifications shall be notified promptly in writing. Within seven (7) days after the deadline for submitting Applications, the Airport Business Office or the General Manager shall forward a list of all Applicants who meet minimum qualifications to the Committee, along with a copy of each Applicant's application.

Upon receiving the list of minimally qualified Applicants from the Airport Business Office or the General Manager, the Committee shall conduct a meeting to review the applications and shall prepare a single, forced, numerical ranking of the Applicants. Such ranking shall include, but not necessarily be limited to, consideration of:

- Completeness of the application
- Quality of the application
- Experience directly relevant to service on the Board
- Any other aspects of the application evidencing qualification to serve effectively as a Board Member

The Committee may utilize any reasonable, documented system to accomplish this numerical ranking, provided the same criteria are applied to all Applicants.

C. Interviews of Applicants

Based on the forced rankings, the Committee shall interview at least two more Applicants than the number of Vacant Board positions (unless fewer Applicants apply). For example, if one Board position is Vacant, the Committee shall interview at least three Applicants. If two Board positions are Vacant, the Committee shall interview at least four Applicants, and so forth.

The Committee shall develop a standardized set of questions to be asked of each Applicant and shall submit the questions to the President for approval. Such approval shall not be unreasonably withheld. Successive Committees may rely upon, but shall not be bound by, the questions developed by previous Committees. At a minimum, the Committee's questions shall be designed to determine:

- The Applicant's motivation and commitment to serve on the Board, including availability for Regular and Special meetings during regular business hours; willingness to properly prepare for and participate in meetings; willingness to participate on committees as needed, etc.
- Relevant experience
- Any other qualities evidencing ability to serve effectively as a Board Member

- Communication and interpersonal skills
- The existence of any actual or apparent Conflict of Interest

The Applicant shall also be afforded an opportunity to ask questions of the Committee about non-confidential Airport matters and/or to clarify Board member roles and expectations. The Committee shall attempt to afford equal time to each interview.

Upon completion of the interviews, the Committee shall confer and shall prepare a single, forced, numerical ranking of the Applicants interviewed. The top-ranked Applicant(s) shall be identified in the Committee's Report as the Nominee(s).

If the Committee determines after completion of the interviews that no Applicant should be recommended as a Nominee, its Report shall so state, and all Applicants shall be notified in writing. The President shall cause the Vacancy to be Advertised a second time within fourteen (14) days, and the screening and interview process shall be repeated as set forth in this Policy.

D. Submission of Report

The Committee shall complete its interviews and submit its Report to the Board within thirty (30) days after receipt of the list of minimally qualified Applicants from Airport staff.

E. Resolution of Tie Votes

If any Committee vote results in a tie, the President shall cast the deciding vote. It is not necessary for the President to have been present for any of the proceedings or interviews that resulted in the tie vote. However, the President shall exercise reasonable due diligence in order to make an informed vote.

F. Review by the Board

The Board shall have at least seven (7) calendar days to review the Committee's Report, and any Board Member may personally interview the Nominee. The Board shall then vote on the Committee's recommendation at its next Regular or Special meeting.

G. Submission of Nominee to the County

If the Board approves the Nominee by a vote of at least 75% of the sitting Board Members, the President shall promptly notify the County of the Board's action and shall include a copy of the Committee's Report, along with biographical information about the Nominee, if not included in the Report. The County's participation in the Board Candidate Selection Process shall be governed by paragraph 27 of the Lease and Article IX (Supplemental Agreement No. 2) of the By-laws. In the event of a conflict between paragraph 27 of the Lease and Article IX of the By-laws, the conflicting provision in paragraph 27 of the Lease shall control.

H. Extension of Deadlines

If the deadline for any action required by this Policy falls on a weekend or on a holiday, the deadline shall be extended to the next regular, business day. The President may extend any deadline in this Policy for good cause shown but only to the extent reasonably necessary.

I. Waiver of Informalities or Irregularities

The President may waive any informality or irregularity in any proceedings conducted pursuant to this Policy, provided that the President – exercising reasonable discretion – finds in writing that such informality or irregularity did not have a substantial, negative impact on fulfilling the purpose of this Policy or the By-laws. The President's finding shall be included in the Committee's Report.

J. Dissolution of Committee

The Committee shall automatically dissolve once the Vacant position or positions for which the Committee was formed have been filled and all required meeting minutes have been approved.

K. Compliance with Law

All Committee business shall be conducted in compliance with applicable Arizona Open Meetings and Public Records statutes. The Committee shall ensure that all records pertaining to its activities are maintained in compliance with applicable record retention laws and policies.

L. Effective Date

This Policy shall become effective immediately upon approval by a majority vote of the Board at a Regular or Special meeting.

Exhibit “A”

Notice of Open Board Position

Notice is hereby given that the Sedona-Oak Creek Airport Authority is seeking applicants to fill one or more vacancies on its Board of Directors. Interested persons should download a copy of the Board Candidate Selection Policy from the Airport’s web site (www.sedonaairport.org) and submit an Application in compliance with Exhibit “B” of that Policy. Applications must be received or postmarked by 5:00 p.m. [date].

Exhibit “B”

Instructions to Applicants

Thank you for your interest in serving on the Board of Directors of the Sedona-Oak Creek Airport Authority (“SOCAA”). This is a highly responsible, volunteer position which requires the expenditure of significant time and effort, attention to detail, and the ability to participate actively and cooperatively with other Board members, Airport staff and the public.

SOCAA is a non-profit organization which operates the Airport pursuant to a Lease with Yavapai County and in accordance with its own By-laws and policies. As such, SOCAA and its Board Members are subject to, and operate under, Arizona Open Meetings and Public Records laws and other relevant state, local and federal laws and regulations. It is critical that you be willing to serve as a Board member within the confines of these governing documents and laws and that you maintain strict confidentiality when required.

To help the Selection Committee better understand your qualifications to serve as a Board Member, you **must submit a cover letter** that, at a minimum, includes:

- A statement of why you are interested in the position
- A description of prior relevant experience
- Any other information which demonstrates your qualifications to serve as a Board Member

Familiarity with the Sedona Airport and/or with general aviation is helpful but not required. You may also include a résumé and any other documents which you believe are relevant. By submitting an application, you certify that you: 1) reside in or near Sedona; 2) are a bona fide elector in Yavapai or Coconino County; and 3) are a taxpayer in the State of Arizona. **The quality of your application will be an important factor in the selection process, particularly in performing the initial forced ranking.**

You may mail or personally deliver your application to:

Sedona-Oak Creek Airport Authority
Attention: Business Office
235 Airport Terminal Dr
Sedona, AZ 86336

Alternatively, you may email your application in PDF format to admin@sedonaairport.org. **Failure to submit a timely application will result in automatic rejection of the application.** Be sure to read the Board Candidate Selection Policy carefully so that you have a clear understanding of the selection process. If you have any questions about this process, send an email to admin@sedonaairport.org.

Exhibit “C”

Sample Timeline

Date	Event
June 1	Vacancy occurs. (Reference: Section I – Definition of “Vacancy”)
July 1	President, within 30 days, ensures that the Vacancy is Advertised and appoints a Selection Committee. (Reference: Section III.A.)
July 15	Deadline for submission of applications. (This Timeline uses a hypothetical date consistent with a typical publication schedule.)
July 22	The Airport Business Office or the General Manager, within 7 days, forwards the list of minimally qualified Applicants to The Committee. (Reference: Section III.B.)
August 21	Committee, within 30 days, conducts the initial forced ranking, interviews applicants and submits its Report to the Board. (References: Sections III.B. and III.C. and III.D.)
August 28	Expiration of seven-day period for Board Members to review the Report and interview the Nominee, if desired. (Reference: Section III.F.)
August 29	Earliest date that the Board may vote on the Committee’s recommendation at a Regular or Special meeting. If the Board approves the Nominee, the President promptly notifies the County. (References: Sections III.F and III.G.)

Note: this timeline represents the maximum amount of time permissible under the Policy. Advertisement of the Vacancy in less than 30 days, and completion of the Committee’s work in less than its allotted 30 days could significantly shorten the overall time period.