

Wikimedia Foundation Board of Trustees Nominating Committee: Scope of Work

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Table of Contents

1. PURPOSE OF THIS DOCUMENT.....	1
2. BACKGROUND AND CONTEXT.....	1
3. THE NOMINATING COMMITTEE.....	1
3.1. ROLE OF THE NOMINATING COMMITTEE.....	1
3.2. MEMBERSHIP OF THE NOMINATING COMMITTEE	2
3.3. OPERATIONS.....	2
3.4. AUTHORITY.....	2
3.5. RESPONSIBILITIES.....	3
3.6. DEVELOPMENT OF SELECTION CRITERIA.....	3
4. THE 2008-09 NOMINATING COMMITTEE	4
5. PROCESS FOR 2008-09	4
6. IMMEDIATE NEXT STEPS.....	5

1. Purpose of this Document

In August 2008, the Wikimedia Foundation Board of Trustees formally created a new entity, the Nominating Committee. The purpose of this document is to describe and delineate the work of the Nominating Committee.

2. Background and Context

In April 2008, the Wikimedia Foundation announced a restructuring intended to help it better meet two major goals: to effectively represent the Wikimedia community, and to provide professional oversight for the work of the staff. In pursuit of those goals, the Board increased its size from eight to ten, constituted as follows:

- Three seats to be elected by the Wikimedia community
- Two seats to be selected by Wikimedia's international network of chapters
- One Board-appointed 'community founder' seat, to be held by Jimmy Wales
- Four 'specific expertise' seats, also to be Board-appointed

The purpose of the changes was, in part, to acknowledge that the chapters are an important allies in the fulfilment of the Wikimedia Foundation's mission, and that they are well-positioned to provide useful insight and expertise in the governance of the Foundation. The board also wanted to have the ability to add specific skills and capabilities, in order to better support and provide oversight to the work of the staff. The Board sees this restructuring as part of the ongoing maturation of the Wikimedia Foundation and its governance mechanisms.

The chapters are expected to develop their own process for selecting board member candidates for the chapters-appointed seats.

For the Board-appointed "specific expertise seats," the Board of Trustees has established a Nominating Committee. The job of the Nominating Committee is to identify, research and recommend candidates for the appointed Board positions involving "specific expertise."

3. The Nominating Committee

3.1. Role of the Nominating Committee

The role of the Nominating Committee is to identify, research and recommend candidates for the appointed Board of Trustee positions involving "specific expertise."

3.2. Membership of the Nominating Committee

The Nominating Committee will include the following:

- Two members of the Board of Trustees
- Two members of the volunteer community
- One member of the Advisory Board
- The Executive Director

The Nominating Committee is appointed by the Board of Trustees. The Board may remove any member from the Committee at any time with or without cause.

The membership of the Nominating Committee will be renewed by the Board of Trustees annually. Current membership will expire at the close of each fiscal year (June 30) and the Board will determine the membership of the next year's committee during or before Wikimania.

3.3. Operations

The Nominating Committee shall meet periodically throughout the year, as required to do its work. Its heaviest period of activity will normally be in the fall, as "specific expertise" Board seats are set to expire December 31 of each calendar year.

The Nominating Committee is required to keep adequate minutes of its meetings and provide them to the Board, and to report on its actions and activities as requested by the Board. Its minutes and reports will be filed with the Board's minutes.

3.4. Authority

1. The Nominating Committee's primary job is to identify, research and recommend candidates for the appointed Board positions involving "specific expertise." It does not have decision-making authority: its role is an advisory one.
2. Its secondary role is to assist the Board in other "board development" activities, upon request.
3. The Board is responsible for its own self-assessment, including an assessment of its missing skills. The role of the Nominating Committee is to assist in that self-assessment as requested by the Board.

4. The Nominating Committee has no authority over the general roles and responsibilities of Board members. However, it is encouraged to make recommendations to the Board as it sees fit.
5. It is the obligation of the Nominating Committee to put the best interests of the Wikimedia Foundation before the interests or opinions of individual members of the Nominating Committee.

3.5. Responsibilities

The principal responsibilities and functions of the Nominating Committee are as follows:

- To help the Board analyse its current skills and areas for improvement, as well as to help it anticipate its future needs;
- To be familiar with the Wikimedia Foundation's bylaws and policies, mission, vision, values and goals, and other important materials;
- To develop selection criteria to be used in the recruitment process, including capability, availability, conflicts of interest and other relevant factors;
- To initiate the brainstorming of potential candidate names with the help of the Board, staff and volunteer community;
- To research and screen potential candidates according to the selection criteria, and recommend the most suitable candidates to the Board;
- To initiate discussions with potential candidates, to gauge their interest, provide them with information, and respond to questions or concerns;
- To ensure new “specific expertise” Board members receive proper orientation and any other necessary training;
- To periodically support the Board in other Board development processes, as requested;
- To brief and orient its successors on the Nominating Committee in future years.

3.6. Development of Selection Criteria

An important Nomination Committee responsibility is the development of selection criteria for potential Board members. Criteria for these board positions may include but are not limited to the following:

- Particular skills, expertise and experiences (these should be specifically delineated);
- Overall enthusiasm and interest in serving on the Board;
- Commitment to the Wikimedia Foundation's mission, vision and values;
- Non-profit Board experience;
- Demonstrated ability to work productively as part of a team;

- Demonstrated ability to think strategically and to plan;
- Time availability and time constraints;
- Fit with the development stage of the existing Board;
- Fit with the short and long-term goals of the organization;
- Fit with any special projects or initiatives the organization is planning;
- Ability to support fundraising; and
- Ability to influence, persuade and lead.

Selection criteria provide a framework for systematically evaluating prospective candidates' skills and abilities, including their ability to work well with the existing Board members. The Nominating Committee must also consider how the prospective members may influence existing Board dynamics.

4. The 2008-09 Nominating Committee

The 2008-09 Nominating Committee will be composed of:

- Ting Chen
- Milos Rancic
- Birgitte SB
- Melissa Hagemann
- Sue Gardner
- Michael Snow

This committee membership will be presumed to be in effect until June 30, 2008. The Board of Trustees will establish the 2009-10 Nominating Committee at Wikimania 2009.

5. Process for 2008-09

1. Michael Snow, on behalf of the Board, will brief the Nominating Committee regarding its role, the restructuring, and the board's assessment of its own strengths and skills gaps. *By August 30*
2. Based on that briefing, the Nominating Committee will generate a set of criteria for potential "specific expertise" board members. *By September 15*
3. The staff of the Foundation will deliver to the Nominating Committee the list of potential candidates that has been developed by the staff, current Board members and supporters and friends of Wikimedia. *By September 15*
4. The Nominating Committee will brainstorm and solicit additional names, and add them to the total list. *By September 30*

5. The Nominating Committee will research the names which have been put forward, and assess their fit against the selection criteria developed earlier. This will result in a midlist of candidates. *By October 30*
6. The Nominating Committee will initiate discussions with midlist candidates to gauge their interest, provide them with information, and respond to questions or concerns. *By November 14*
7. The Nominating Committee will cull the midlist and deliver to the board a final list of interested candidates who fit the criteria for the "specific expertise" roles. The goal will be to give the board a full briefing on the top eight candidates for the four "expertise" seats, along with a recommendation for the four who the Nominating Committee thinks would be the best fit. *By November 14*
8. The community board members (Michael, Kat, Frieda, Domas, Ting, and Jimmy) will vote to determine who will fill the four seats. *By December 15*
9. Nominating Committee orients new board members. *January and February*
10. Nominating Committee supports the board with other board development tasks as requested. *March, April, May, June*

6. Immediate Next Steps

- Nominating Committee to develop internal structure: who will chair, who will be whip, who will keep minutes;
- Nominating Committee to agree on the basic process and any required guiding principles or rules of engagement;
- Nominating Committee to develop and finalize selection criteria;
- Sara Crouse to deliver to Nominating Committee list of names generated thus far;
- Nominating Committee to brainstorm additional names, including solicitation from the community and other possible sources;
- Nominating Committee to develop process for researching, screening and initiating discussions with potential candidates.