

## Guidelines for the Nominating Committee

The PCQHA bylaws create a Nominating and Election Committee (the “Nominating Committee”) with respect to the board of directors of PCQHA. Pursuant to the bylaws the Nominating Committee consists of the current President, the immediate Past President and the current President Elect.

Pursuant to Article V Section 3 of the bylaws, nominations for the annual election of directors shall be made by the Nominating Committee such nominations do not require board of directors’ approval. On the other hand, nominees to fill vacancies in the board of directors are required to be approved by the board of directors pursuant to Article V Section 4. The board of directors typically looks to the Nominating Committee for recommendations prior to filling such vacancies.

Set forth below are guidelines which the Nominating Committee typically apply in its consideration of proposed nominees:

1. Proposed nominees for annual election of directors are typically required to submit an application in form and substance approved by the Nominating Committee:
  - A In considering potential nominees, the Nominating Committee complies with the requirements of the bylaws with respect to membership in PCQHA;
  - B. Nominating Committee considers potential nominee’s support for PCQHA and its activities, understanding of the role of a director and ability to work cooperatively as a member of a board of director;
  - C Nominating Committee considers prior service on the board of directors, including the circumstances under which the proposed nominee was previously separated from the board of directors;
  - D Nominating Committee considers prior service on committees of PCQHA, with preference being given to proposed nominees which have successfully served on committees for one year;
  - E Nominating Committee considers other PCQHA activities of the proposed nominees, with preference being given to proposed nominees with more significant involvement in PCQHA activities;
  - F Nominating Committee considers past financial and other support to PCQHA and related entities (AQHA, CQHA, WSA etc) with preference being given to proposed nominees with more significant past financial and other support; and.
  - G Such other considerations as the Nominating Committee deems important.
2. Proposed nominees for appointment to fill vacancies in the board of directors as a result of the operation of Article V Section 8 of the bylaws (Resignation based on failure to meet attendance requirements).
  - A The Nominating Committee may elect to re-nominate such a director to the board of directors without formal application process;
  - B. Nominating Committee considers potential nominee’s support for PCQHA and its activities, understanding of the role of a director and ability to work cooperatively as a member of a board of director;

- C Nominating Committee considers the reasons (illness etc) resulting in the former board member failing to meet the attendance requirement and likelihood of the prior board member meeting the attendance requirement for continuing service on the board of directors in the future;
  - D Nominating Committee considers the length of time the proposed nominee has been a member of PCQHA;
  - E Nominating Committee considers how active such former member was on PCQHA committees and in other PCQHA activities; and
  - F Nominating Committee considers past financial and other support to PCQHA and related entities (AQHA, CQHA, WSA etc); and
  - G Such other considerations as the Nominating Committee deems important.
- 3 Proposed nominees for appointment of members to fill vacancies in the board of directors other than as a result as a result of the operation of Article V Section 8 of the bylaws is typically through an application process in form and substance approved by the Nominating Committee:
- A Nominating Committee considers the length of time the proposed nominee has been a PCQHA member;
  - B. Nominating Committee considers potential nominee's support for PCQHA and its activities, understanding of the role of a director and ability to work cooperatively as a member of a board of director;
  - C Nominating Committee considers prior service on the board of directors, including the circumstances under which the proposed nominee was previously separated from the board of directors;
  - D Nominating Committee considers prior service on committees of PCQHA, with preference being given to proposed nominees which have served on committees for one year;
  - E Nominating Committee shall consider other PCQHA activities with preference being given to proposed nominees with more significant involvement in PCQHA activities;
  - F Nominating Committee shall consider past financial and other support to PCQHA and other related entities (AQHA, CQHA, WSA etc) with preference being given to proposed nominees with more significant past financial and other support to PCQHA.
  - G Such other considerations as the Nominating Committee deems important.

These guidelines are not binding upon the Nominating Committee or the Board of Directors.