

**TENNESSEE VALLEY AUTHORITY  
RETIREMENT SYSTEM**

**Election Committee Charter**

Adopted by the TVARS Board June 15, 2017

**Purpose**

The Election Committee is a standing committee created by the Tennessee Valley Authority Retirement System (“TVARS” or “System”) Bylaws. The Election Committee’s function is to assist the TVARS Board of Directors (Board) in the election process for the elected Directors and the 7<sup>th</sup> Director as provided for in the Rules and Regulations, the Bylaws, and the Director Election/Selection Policy.

**Authority**

The Election Committee is empowered to:

- a) Perform those actions necessary to fulfill the above responsibilities in a manner consistent with the Rules and Regulations, Bylaws, and the Director Election/Selection Policy.
- b) Conduct or authorize investigations into any matters within its scope of responsibility.
- c) Appoint an advisory committee to assist in identifying candidates for the 7<sup>th</sup> Director position.
- d) Seek any information it requires from System staff (all of whom are directed to cooperate with the Election Committee’s requests) or external parties.
- e) With the Board’s agreement, hire a qualified, independent third-party election contractor to conduct the elections of the three elected directors.

**Responsibilities**

The Election Committee’s responsibilities include, but are not limited to, the following:

— *Direct the Annual Election*

The Election Committee will direct and oversee the annual election of a Board member to represent the System membership, which will be conducted by the Executive Secretary.

— *Direct the Election for Vacancies with Unexpired Terms*

The Election Committee will direct and oversee the election of Board members to fill vacancies with unexpired terms, which will be conducted by the Executive Secretary.

— *Direct the Selection of the Board’s 7<sup>th</sup> Director*

The Election Committee will direct and oversee the selection of the Board’s 7<sup>th</sup> Director, which will be conducted by the Executive Secretary.

### **Election Committee Composition**

- a) The Election Committee will consist of at least three members of the Board, at least one of which must be elected to the Board and one of which must be appointed to the Board. No elected TVARS Board member whose position is up for election that year and who wishes to seek re-election may serve on the Election Committee during that election year.
- b) The Election Committee may include non-Directors of the Board whom the Board Chair and the Board agree would be beneficial and prudent for the Election Committee's purpose.
- c) Not later than the first regular quarterly meeting of the TVARS Board after each October 31, the Board Chair will appoint the Election Committee members for a one-year term. At that time, the Board Chair will also appoint the Chair of the Election Committee.

### **Terms of Service**

Election Committee members serve one-year terms, and will serve from the time they are designated until their successors have been designated, or until they cease to be eligible for service on the Election Committee.

### **Meetings**

The Election Committee is expected to meet at least four times per year. Meetings will be scheduled near the time of or in conjunction with regularly scheduled Board meetings. The Election Committee Chair or two Election Committee members may call a special meeting. Staff will assist in providing proper notice of meetings.

### **Staffing**

The TVARS Manager of Retirement Operations will support the Election Committee and ensure appropriate staff members are assigned to assist the Election Committee and support the Election Committee's activities by scheduling meetings, preparing meeting materials, drafting minutes or Election Committee reports, performing research and rendering other types of assistance as reasonably requested by the Election Committee. If the Election Committee determines that staff resources are limited or conflicted in a matter before the Election Committee, the Election Committee may retain the services of a professional advisor.

### **Reporting Requirements**

The Election Committee will, through the committee chair or designated TVARS Staff, report to the TVARS Board on a quarterly basis. The Election Committee will report as necessary to other key stakeholders.

**Charter Review**

The Election Committee and the Board will review this Charter at least every three years to ensure it remains appropriate. The Election Committee will recommend any changes to the Board for review and approval. The Board may amend the Charter at any time.