

**PROPOSED PROCEDURE FOR CONDUCTING PERFORMANCE
EVALUATION OF CHAIR, VICE-CHAIR AND PRESIDENT**

1. On an annual basis, the Board shall develop performance objectives and deliverables for the Chair, the Vice-Chair, and the President and the Board shall evaluate the Chair, the Vice-Chair, and the President based on these objectives and deliverables as set forth below.
2. On an annual basis, the Chair, the Vice-Chair, and the President shall each meet with the Board in closed session to discuss their performance and their objectives for the next year. After excusing the individual who is the subject of the evaluation, the Board shall continue to meet in closed session to discuss the performance of that individual. Two members of the Board (as specified in paragraph 3, below) shall communicate the results of the Board's performance evaluation to the individual who is the subject of the evaluation.
3. The Chair of the Governance Subcommittee and another member of the Board designated by the Board shall communicate the results of the Board's performance evaluation of the Chair to the Chair. The Chair of the ICOC and the Chair of the Governance Subcommittee shall communicate the results of the Board's performance evaluation of the Vice-Chair to the Vice-Chair. The Chair of the ICOC and another member of the Board designated by the Board shall communicate the results of the Board's performance evaluation of the President to the President.