



DSRA BENEFIT TRUST ELECTION PROCEDURE

1. PURPOSE

The purpose of this procedure is to define the process for the election of the DSRA Benefit Trust Board of Directors as required by the DSRA-BT Trust Agreement.

2. SCOPE

The scope of this procedure covers all aspects of the election process and includes the following:

- Notification, via posting on the DSRA BT website and e-mail, to all DSRA-BT eligible voters of Board openings and candidate qualification requirements
- Verification that candidates meet basic requirements as determined by the DSRA-BT BoD
- Notification, as defined above, of DSRA-BT eligible voters of the list of candidates
- Timing of the election
- Method of submitting a vote for the desired candidate
- Notification, as defined above, to all Delphi Retirees the results of the election

This procedure covers only the election process for DSRA-BT Board of Director positions as required by the DSRA-BT Trust Agreement and does not include the appointment or nomination to any other DSRA-BT positions such as Standing or Ad Hoc Committees, or any other special assignments.

3. RESPONSIBILITIES

The Secretary of the DSRA-BT shall be responsible for overseeing the election process to assure that it meets all of the guidelines as set forth in the DSRA-BT Trust Agreement and this procedure. However the implementation of the detailed tasks as set forth in this procedure may be delegated to a committee or individuals as determined by the Board of Directors. If the Secretary is a candidate in the subject election, the responsibility must be assumed by an alternative officer of the Board.

4. PROCESS STEPS

4.1 Following the timing guidelines of the DSRA-BT Trust Agreement, DSRA-BT Board of Directors shall determine a schedule for the election process of BoD positions that are expiring and determine the number of open Board positions. The Board shall also document the qualifications required of the candidates for the open Board positions.

4.2 The Secretary of DSRA-BT, or designee, shall notify DSRA-BT eligible voters of the upcoming election schedule and process, the number of Board position openings, and qualification requirements.

4.3 Anyone may submit his/her name for candidacy along with a list of personal attributes, resume', etc. to the Secretary, or designee, within the time frame specified in the notification. Note: Only one Board member per household will be allowed at the same time.

4.4 The Board of Directors shall review all nominations, review the eligibility of each candidate, and approve those candidates who are eligible.

4.5 The Secretary of DSRA-BT, or designee, shall notify each nominee whether or not they have been approved as a candidate and each approved candidate shall be supplied a copy of the DSRA-BT Conflict of Interest Policy and Registration form.

4.6 Each selected candidate shall reply to the DSRA-BT Secretary of their acceptance to run for the DSRA-BT Board and submit a signed Conflict of Interest Policy and Registration form. The Secretary, or designee, will then notify eligible voters of the official candidates.

4.7 The Secretary of DSRA-BT, or designee, shall provide eligible voters (Current retirees and retirees post 4-1-2009 that are registered members of the DSRA BT) an opportunity to submit one ballot per retiree/surviving spouse, to vote for as many candidates of their choice up to the number of open Board positions. In a two retiree household, each retiree may vote if they are each registered with the DSRA BT and use different email addresses. These ballots will be electronic only due to the convenient access to the internet at libraries for those without a home computer.

4.8 If, at the end of the nomination process for DSRA BT Board candidates, the number of candidates approved to be eligible to run for the DSRA Board does not exceed the number of open positions available for election, then the DSRA BT Board may declare that an actual election is not required. In this case, all approved candidates will be considered elected Board Members. The current Board will announce the names of the new Board members to the DSRA BT membership immediately.

4.9 The Secretary of the DSRA-BT, or designee, shall assure that the ballots are collected and counted in a manner that is efficient, accurate and unbiased. No current member of the DSRA-BT Board of Directors or a candidate running for a Board seat may be directly involved in this process. Methods used for ballot collecting and counting may include, but are not limited to, the following possibilities:

- The hiring of an independent firm
- The selection of an Election Committee
- The use of specially designed computer software

4.10 The Secretary of the DSRA-BT, or designee, shall notify the candidates running for the open Board positions of the election results within 15 days following the election deadline and shall notify all eligible voters within 30 days of same. In the unlikely event of a tied vote, the current Board of Directors shall vote to break the tie.

4.11 The Secretary of the DSRA-BT, or designee, shall assure that all records generated during the election process are maintained in a manner that preserves them in a suitable condition for auditing purposes.

4.12 The first Board meeting in which all of the new members are in attendance shall be an organizational meeting during which the Board establishes term limits for the new members and determines who will occupy the open positions.

5. RECORD KEEPING REQUIREMENTS

The DSRA-BT Secretary shall keep a record of all election related documentation to include:

- All formal communications
- Candidate qualification information
- Completed Registration, Conflict of Interest and Confidentiality agreements
- Ballots and voting results

6. ASSOCIATED FORMS

Conflict of Interest Policy

Candidate Qualifications Requirements

Candidate Registration

Standard DSRA-BT Resume

7. REFERENCES

DSRA-BT Second Amended and Restated Trust Agreement dated October 15, 2012

Date of Board Approval: Revision #3 – 3/19/2018