

Medical Technology Enterprise Consortium
Nominating Committee of the Board of Directors
Policy Regarding Nominations, Qualifications, and Election of Directors
Effective as of March 27, 2017

Article 3 of the Medical Technology Enterprise Consortium (MTEC) Bylaws prescribes the composition for the MTEC Board of Directors, defines the term of office for the individual directors, and assigns responsibility for the nomination and election procedures to a Nominating Committee that the MTEC Board of Directors will establish for this purpose. Pursuant to the authority granted under MTEC Bylaws Article 5, Section 5.4, this Policy regarding Nominations, Qualifications, and Elections of Directors (this “Policy”) has been adopted by the Nomination Committee (the “Committee”) and has been approved by the MTEC Board of Directors.

1. Purpose. The purpose of this Policy is to set forth (a) the process for identifying director nominees, (b) the manner by which MTEC members may recommend director nominees, (c) minimum director qualifications, (d) the process for evaluating director nominees, and (e) the election process.
2. Administration. This Policy shall be administered by the Committee.
3. Identifying Nominees. The Committee shall identify nominees for election to the Board at the annual meeting of the Board from recommendations of MTEC members made in accordance with this Policy. Nominees and members who nominate must be MTEC members in “good standing” as defined by the MTEC Consortium Member Agreement. MTEC Members may make such a recommendation by submitting a completed Director Nomination Form, attached as Schedule A hereto, at least 30 days prior to the annual Board meeting, or before a Special Election required to fill Board seats added by the Board. Completed Director Nomination Forms shall be sent to:

Stacey Lindbergh, MTEC Executive Director
execdirect@mtec-sc.org

4. Skills and Qualifications. The Committee believes there are certain minimum skills and qualifications that each director nominee must possess or satisfy, and certain other skills and qualifications that at least one or more directors

must possess or satisfy. In considering candidates for director nominee, the Committee will take into account whether a nominee has the skills, experience and background that add to and complement the range of skills, experience and background of the Board's existing directors.

- a. Integrity. Each director nominee must be an individual of high personal and professional integrity and ethical character.
 - b. Accomplishments. Each director nominee shall have demonstrated significant achievement in one or more of the MTEC technology objective areas, along with relevant experience in business, finance and government important to the operation of MTEC.
 - c. Business Judgment. Each director nominee must possess the ability to exercise sound business judgment on a broad range of issues.
 - d. Experience and Education. Each director nominee shall have sufficiently broad experience and educational background to have a general appreciation of the major issues facing MTEC. Such issues include corporate governance issues, regulatory obligations and strategic business planning.
 - e. Commitment. Each director nominee shall have the willingness and ability to devote the necessary time to Board duties, including preparing for and attending meetings of the Board and its Committees.
 - f. Membership Advocacy. Each director nominee must be prepared to represent the best interest of the Consortium and its members and must be committed to enhancing the mission of MTEC.
 - g. Industry Knowledge. Directors shall have experience and knowledge of the technology objective areas in which the Consortium operates.
5. Evaluation: The Committee shall evaluate each candidate to determine whether such candidate should be recommended to the Board as a director nominee.
- a. Qualifications: The Committee shall assemble all information regarding a nominee's background and qualifications to determine if the nominee possesses the requisite skills to serve on the MTEC Board of Directors.
 - b. Board Contribution. The Committee shall evaluate a nominee's mix of skills and qualifications and determine the contribution the nominee could be expected to make to the overall functioning of the Board.

- c. Board Composition. The Committee shall give due consideration to the overall Board balance of diversity of perspectives, backgrounds and experiences. The Board composition shall include at least one director each from small business, large business and academia.
 - d. Past Performance. With respect to current directors, the Committee shall consider past attendance at meetings and assess the participation in and contributions to the activities of the Board.
 - e. Interviews and Other Input. The Committee, in its discretion, may designate one or more of its members to interview any nominee. In addition, the Committee may seek input from the MTEC Chairman of the Board, other members of the MTEC Board, or MTEC Officers.
 - f. Membership Recommendations. The Committee will consider information concerning any relationship between the member and the nominee to determine if the nominee can represent the interest of all the membership. The Committee will not evaluate a nominee unless the Director Nomination Form provides that the potential nominee has indicated a willingness to serve as a director, to comply with the expectations and requirements for Board service as disclosed by MTEC and to provide all of the information necessary to conduct an evaluation of the nominee.
 - g. Recommending Nominees. The Committee shall recommend director nominees to the Board based upon its assessment of the nominees' overall suitability to serve on the Board in accordance with this Policy.
 - i. Records. The Committee shall maintain records it deems appropriate regarding its process for identifying and evaluating candidates for election to the Board.
 - ii. Amendments. This Policy may be amended from time to time as the Board of Directors may prescribe.
6. **Election Procedure**: The Committee will prepare a slate of not more than five candidates for each vacancy on the Board of Directors. Elections will be conducted at the annual MTEC BOD meeting in advance of the General Membership Meetings, and Special Elections when the Board of Directors votes to add additional Board seats. The Board of Directors elect members to the Board with a majority vote of Board members. The election results will be

announced prior to the General Membership meetings, and within seven days after Special Elections.

SCHEDULE A

Director Nomination Form

Name of MTEC Member Submitting the Nomination:

Name of Nominee:

Nominee's Organization:

Nominee's Contact Information:

Mailing Address:

Email Address:

Phone Number:

Date of Submission:

Has the Nominee agreed to have his/her name submitted for consideration and to provide the Nominating Committee all information needed to conduct its evaluation of the Nominee?

Has the Nominee agreed to abide by all of the requirements for membership on the Board of Directors set forth in the Policy Regarding Nominations and Qualifications of Directors?

Please attach a current biography/resume of the Nominee outlining (at a minimum) the Nominee's education history, work history, awards and accomplishments, past experience as a board member, leadership experience, business experience, any financial training or experience, current boards on which the Nominee serves (include public and private boards of directors as well as charitable organizations), the Nominee's date of birth, current place of residence, and citizenship. *(Please limit to 7 pages)*

Please describe why the Nominee submitting the nomination believes the Nominee should be nominated as a director of the Medical Technology Enterprise Consortium:

Please describe in detail all past and current relationships between the Nominee and the member submitting the nomination, including, but not limited to, any family relationship, any business or commercial relationship, any employment relationship, any relationship relating to any charitable or non-profit organization and any investment relationship:

Signature of Nominating MTEC Consortium Member:

Date: