

# **Solicitation of Applications for Service on the Elwha Enterprises, Inc. Board of Directors Re-issued February 25, 2021**

The Business Committee of the Lower Elwha Klallam Tribe seeks qualified applicants to serve on the Board of Directors for the Tribe's wholly-owned enterprise corporation. A description of the corporation's purposes, Board duties and responsibilities, qualifications sought, terms of office, meetings and compensation, and application procedure follows. A copy of the Articles of Incorporation is available upon request.

## **Elwha Enterprises, Inc.**

Elwha Enterprises, Inc. was incorporated under Tribal law on August 19, 2020, for the following purposes: 1) to manage and oversee the business and commercial activities of the Tribe in a professional manner, in order to generate revenue for the benefit of the Tribe and provide for the economic welfare of the Tribe and its members; 2) to own and manage real and personal property to be used exclusively for essential government services, such as tribal administration, public facilities, fire police, public health, education, job services, sewer, water, environmental and land use, transportation, utility services, and economic development; 3) to carry out all activities related to the Business Operations, including those deemed by the Board as necessary or advantageous to the growth and continued survival of the Corporation; and 4) to do any and all activities which may be necessary, useful, or desirable for the furtherance of Business Operations and all related activities, accomplishment, fostering or attainment of the foregoing purposes, either alone or together with others, whether such others be persons or organizations of any kind or nature such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

## **Board Duties and Responsibilities**

Each Board Member will owe a fiduciary duty of loyalty to the Corporation and the Tribe. No person will serve on the Board who is employed in a capacity that conflicts with the interests of the Corporation or the Tribe, and every Board member will disclose any conflict that arises in the context of a particular matter and recuse himself or herself from participation in that matter. Each Board member will maintain the confidentiality of all sensitive information of the Corporation or the Tribe and will only disclose any such information to third parties with written authorization of the Board or Business Committee.

The Board will be responsible and accountable to the Business Committee. The Board will: supervise the Corporation's CEO; present to the annual meeting of the Business Committee a report of the Corporation's activities during the preceding year and such further reports as are required by the Business Committee; provide quarterly financial statements to the Business

Committee or more frequently as required by the Business Committee; and submit an annual operating plan to the Business Committee for review and approval.

### **Qualifications Sought**

The Business Committee desires to establish and maintain a professional Board qualified to make business decisions for the benefit of the Corporation, with due regard for the Tribe's culture and reputation in the greater regional community. Accordingly, the Business Committee will select Board members who possess the qualities of industry, responsibility, integrity, judgment, experience, and education. All Board members will be bonded.

The Board will be comprised of:

- A. At least one (1) member with significant experience as a member of a corporate board of directors or as a corporate executive;
- B. One (1) member with significant business management experience from the North Olympic Peninsula region;
- C. One (1) member with significant tribal enterprise management experience who is preferably a member of a Washington tribe; and
- D. Two (2) members who are members of the Lower Elwha Klallam Tribe with five (5) years' of business management experience or with a business degree from an accredited college or university.

If additional Board Members are appointed, the Business Committee will ensure that a majority of the Board Members continue to possess corporate or business experience. Employees of the Corporation and members of the Business Committee are not be eligible to serve on the Board.

### **Terms of Office**

Except for the initial terms described below, each Board member will serve a three (3) year term and will hold office until his or her successor has been appointed, or until he or she has resigned or has been removed as provided in the Articles of Incorporation. A Board member may serve more than one term. The Business Committee will appoint the initial Board as follows: 1) one third of the Board members will each be appointed for a full three (3) year term; 2) one third of the Board members will each be appointed for a two (2) year term; and 3) the remaining Board member(s) will be appointed for a one (1) year term. Thereafter, each successor to a Board member will be appointed by the Business Committee to a full three (3) year term.

### **Meetings and Compensation**

The Elwha Enterprises, Inc. Board will meet in person and/or by telephone, web meeting, or other virtual means. Meetings will be held at least quarterly, but may meet more frequently as

necessary to fulfill the Corporation's purposes. Members will receive a modest per-meeting stipend for attendance at official meetings of the Board, currently set at \$200.00, along with reimbursement for actual expenses incurred in order that they may fulfill their duties.

### **Application Procedure**

Interested applicants should complete the application form on the following page and submit all required materials requested thereon no later than March 9, 2021 to:

Lower Elwha Klallam Tribe Business Committee  
2851 Lower Elwha Road  
Port Angeles, WA 98363

Or by e-mail to: [anne.ronan@elwha.org](mailto:anne.ronan@elwha.org)

Applications submitted after March 9 may be considered, but serious review and screening will begin on that date.

# **Application for Service on the Elwha Enterprises, Inc. Board of Directors**

## **I. Contact Information**

Name: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

Telephone Number: \_\_\_\_\_ E-mail Address: \_\_\_\_\_

## **II. Position Sought**

Please check all for which you qualify:

\_\_\_\_\_ Significant experience as a member of a corporate board of directors or as a corporate executive

\_\_\_\_\_ Significant business management experience from the North Olympic Peninsula region

\_\_\_\_\_ Significant tribal enterprise management experience (preferably a member of a Washington tribe)

\_\_\_\_\_ Member of the Lower Elwha Klallam Tribe with five (5) years' of business management experience or with a business degree from an accredited college or university

## **III. Preferred Initial Term**

The Business Committee will determine the initial term of each Board member in accordance with the Articles of Incorporation. Please indicate your preferred initial term below:

\_\_\_\_\_ One Year

\_\_\_\_\_ Two Years

\_\_\_\_\_ Three Years

\_\_\_\_\_ No preference

## **IV. Required Materials**

Please submit the following materials with your application:

1. Cover letter describing the reasons for your interest in serving on the Elwha Enterprises, Inc. Board of Directors;
2. Resume;
3. Description of qualifications for any position sought in Section II above; and
4. Description of current and prior board experience.
5. Description of current and prior tribal business management and/or tribal board experience.