



### **Process to Add Agenda Item to FDX Board Meeting:**

- 1) One or more Board Members (the “Proposing Board Member(s)”) may propose an Agenda Item to a Board Co-Chair, the Managing Director, General Counsel or Secretary of FDX (the “Proposed Agenda Item”).
- 2) The Executive Committee<sup>1</sup> will review to approve, defer or not approve the Proposed Agenda Item.
- 3) If the Proposing Board Member(s) desire(s) that the Agenda Item be considered despite the vg decision made by the Executive Committee to defer or not present the Proposed Agenda Item to the Board, the Proposing Board Member(s) may propose, by motion, during the “open” session at end of a Board Meeting that the Proposed Agenda Item be taken up at a future meeting.
- 4) If the motion is seconded and a majority of the Board approves, the Proposed Agenda Item will be put on the next month’s Board Agenda (or later date as requested by the Proposing Board Member(s)).
- 5) At the applicable meeting, the Proposed Agenda Item will be presented by the Proposing Board Member(s), applicable Working Group/Committee, the FDX Staff or a combination of persons, as appropriate, and voted upon by the Board; and
- 6) The Proposed Agenda Item shall be approved or not as required by the FDX LLC Agreement. (See Sections 4.10 and 4.11).

**Note:** By a 2/3rds vote of the Board, a new Proposed Agenda Item can be added and considered at the current Board meeting if deemed time sensitive by the Proposing Board Member(s) requesting the addition of the Proposed Agenda Item.

**General Membership:** Standard Members may deliver a written proposal (Proposal) for Board consideration to the FDX Staff (which will share the Proposal with the Executive Committee). If the Executive Committee decides to defer or not present the Proposal then the Proposing Member(s) may request a Board Member to follow the above process (1-6). If the Member Proposal will not be championed by a Board Member, any Board Member, then the Proposal will not be presented to the Board.

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<sup>1</sup> The Executive Committee is comprised of the two Board Co-Chairs (Lila and Steve); Managing Director, Don C.; General Counsel, Brad J., with other FDX Staff upon request to provide input as requested. The Board Co-Chairs make the decisions with the input and advice from the others.