



## CDISC Policy Board Member Selection

### Revision History

Date	Revision	Description	Author
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11 Feb 2002	0.2	Revisions	Julie Evans
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3 March 2009	1.5	Amendments	Board of Directors

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# **CDISC Policy**

## **Board Member Selection**

### **1 Introduction**

#### **1.1 Purpose**

The purpose of this policy is to describe the process used to identify, nominate and vote on new members to the CDISC Board of Directors.

#### **1.2 Background**

CDISC is an open, multidisciplinary, non-profit organization that has established worldwide industry standards to support the electronic acquisition, exchange, submission and archiving of clinical trials data and metadata for medical and biopharmaceutical product development. The mission of CDISC is to develop and support global, platform-independent data standards that enable information system interoperability to improve medical research and related areas of healthcare.

The CDISC Directors to the Board will serve the organization per the guidelines set forth in the CDISC Bylaws and Policies. New Directors to the Board will be identified and selected based upon a number of criteria, one key criterion being whether the individual brings skill sets and experience that are complementary with the existing Board members through the use of the Board of Directors Profile Grid (Attachment 1).

The Board of Directors shall consist of that number of Directors fixed by the Board each year ("elected Directors"), plus the President and Board Chair. Each Board member will be on the Board for a period of three years. A member of the Board of Directors whose term is expiring as well as any past Board Member, may be re-elected to the Board so long as the individual meets all of the established qualification criteria, including but not limited to those dealing with conflicts of interest. No Board member may serve more than two full consecutive terms, unless they are elected as Chair-Elect. The Board will continue to recruit new members with complementary skills and experience, and replace retiring members at its discretion.

#### **1.3 Authority**

This document is approved by the CDISC Board of Directors and should be followed by the CDISC Board of Directors and staff.

#### **1.4 Definitions**

The Governance Committee will consist of at least three CDISC Board of Directors members and a Co-Chair of the CDISC Advisory Board.

#### **1.5 References**

The following information sources are referenced in this document:

- CDISC Website: [www.cdisc.org](http://www.cdisc.org)
- CDISC Bylaws and Policy, available at CDISC website

## **2 Procedure**

### **2.1 Call for Nominations**

The call for nominations of potential candidates to the Board of Directors is as follows:

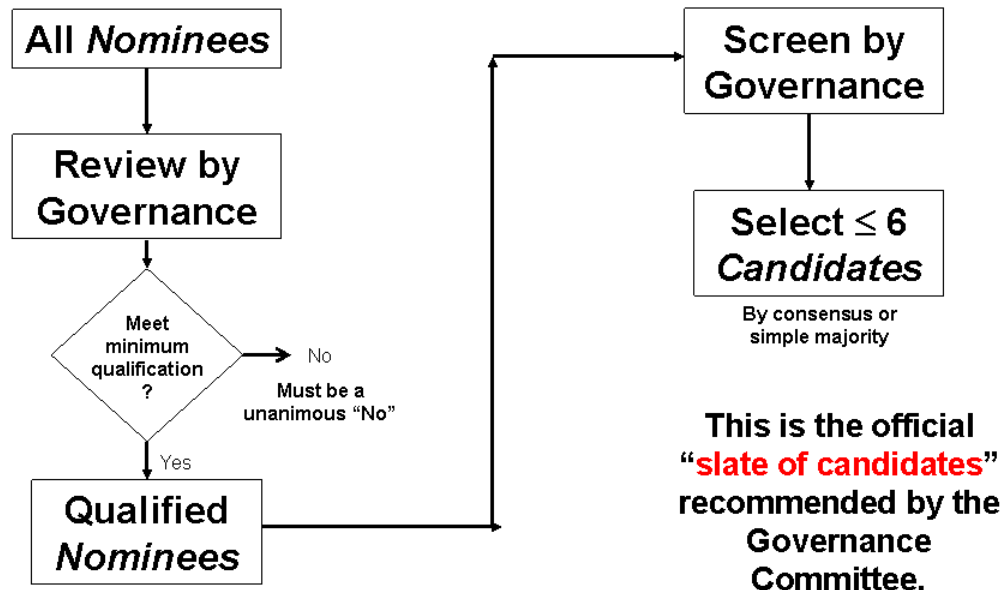
- In early April of each year, the CDISC Governance Committee will put out a call for nominations to the Board of Directors.
- The call for nominations will be sent to the current list of CDISC Corporate Sponsors, Corporate Members and Associate Members.
- This call for nominations will be open until the end of June.
- Candidates must submit a resume, cover letter of their intent to be on the Board and a completed Board Profile grid (see Attachment I).
- All who submit appropriate documentation are called “nominees”.
- The Governance Committee reviews the resumes and documentation of nominees. The Governance Committee will decide which nominees clearly do not meet minimal qualifications and eliminate those nominees. This requires a unanimous agreement by all members of the Governance Committee.
- Those nominees who meet the minimal qualifications will be contacted by a member of the Governance Committee for screening.
- The Governance Committee will select a slate of no more than 6 people to be considered for election by the full Board and the IAB. These selected individuals will be called “candidates”. The selection process will be done by consensus. If consensus cannot be achieved, then the Chair of the Governance Committee may call for a simple majority vote on any nominee becoming a candidate with the Chair of the Committee having the deciding vote.
- No nominations can be accepted from someone within the same organization as a current member of the Board of Directors, unless that current Director will be ending their term before the nominee would start their term.
- The Board will take reasonable efforts to ensure that no more than one representative from one organization is sitting on the Board at the same time. If an event were to occur, e.g., through a merger or job change, resulting in more than one person from one organization sitting on the Board, the Board will evaluate its membership and take appropriate action.

### **2.2 Election Process**

- The slate of candidates is sent to the CDISC Advisory Board who will elect one Board member using the CAB defined process.
- The slate of candidates will be presented to the CDISC Board. Any Board member can make a motion to add to the list of candidates from the list of nominees. If the motion is seconded and approved by simple majority, then the nominee will be added to the slate of candidates. This process may continue until there are no further motions for nominees to become candidates.

- A motion will be made to accept the full slate of candidates (as amended if necessary). The slate of candidates will be accepted by a simple majority vote of the Board.
- The election of Board members will proceed with the following 3 steps as necessary.
  - The first step in Board election, if necessary, will be to replace any open Board positions vacated by Board members prior to the end of their term. The Board will use the slate of candidates to elect replacement Board members with a 2/3<sup>rd</sup> majority. Such Board members will serve the remainder of the term for the vacated Board positions.
  - The second step is for the Board to elect Board members from the slate of remaining candidates to fill up to 9 Board positions, not including the Board Chair and the CDISC President, using the following election process:
    - Let the N = number of open positions [i.e. 9 – the number of continuing Board members not including Board Chair and President – 1 (for the 1 elected by the IAB)];
    - Each Board member will vote for N candidates and the votes will be tallied.
    - When the votes have been tallied, one of the following three scenarios will apply:
    - **If less than N candidates receive a 2/3<sup>rd</sup> majority**, then any candidate who received a 2/3<sup>rd</sup> majority vote will be elected to the Board.
      - Let M be the number of remaining open Board positions.
      - Each Board member will vote for M candidates with a 2/3<sup>rd</sup> majority needed for election to the Board.
      - The process will continue until all open Board positions are filled or until the Chair declares that a stalemate has been reached and there is not a 2/3<sup>rd</sup> majority in favor of any remaining candidates.
    - **If N candidates receive a 2/3<sup>rd</sup> majority**, then those candidates are elected to the Board and this phase of the election process is complete.
    - **If more than N candidates receive a 2/3<sup>rd</sup> majority**, the N candidates with the most votes will be elected to the Board. In the case of ties, the tied candidates will be treated as the new slate of candidates, and the election process will proceed as described above with N being defined as the remaining open positions on the Board.
  - Finally, in the third step of Board election, the Board can choose to increase the number of Board members. A motion is required for this purpose. If such a motion is seconded and carried by a simple majority, then the Board will proceed to elect member(s) from the remaining list of candidates, requiring a 2/3<sup>rd</sup> majority.

# Flow Diagram



## 2.3 Notification of Candidates

The process for notifying the new members to the Board of Directors and candidates not selected is as follows:

- The Chairman of the Board will contact each newly elected Board member, within one week, to inform them of their election to the Board. Each new Board member will begin their tenure on the Board on 1 January of the following year.
- A designee from the Governance Committee will contact each candidate not selected within one week, to inform them of the results of the election.
- The Director of Operations will send a Board packet to each newly elected Board member. Contents of this packet will include at the least the following:
  - CDISC Brochure
  - CDISC Bylaws
  - CDISC Code of Conduct and Conflicts of Interest Policy and Statement of Agreement
  - CDISC Work shirt and lapel pin

## 2.4 Out-of-Cycle Board Member Replacement

If a position becomes open outside the normal election process (e.g., resignation), that position will remain open until the next annual election is held with that position being filled first by the Board as described in Section 2.2. At the discretion of the Board Chair,

he/she can appoint a person to that vacant position for the remainder of that calendar year with the approval of a simple majority of the Board.  
It is the Chair of the Board's discretion to put appoint in that position for the remainder of the calendar year.

### **3 Authorization**

This document has been authorized by:

Name	CDISC Board of Directors
Date	3 March 2009

## ATTACHMENT I

### CDISC BOARD OF DIRECTORS BLANK PROFILE GRID

	Rating*
<b>SKILLS &amp; KNOWLEDGE</b>	
Accounting/Financial Mgt	
BioInformatics	
Clinical Statistics	
Data Management	
Electronic Submissions	
Fundraising	
GCPs	
Global Knowledge of Clinical Trials Scientific Process	
Leadership	
Legal Issues	
Meeting Management	
Non-profit Management	
Organizational Management	
Project Management	
Public Relations	
Regulatory	
Strategic Planning	
Standards Development	
<b>CONTACTS &amp; INFLUENCE</b>	
Business community	
Media	
Professional societies	
Government	
<b>INDUSTRY</b>	
Biotechnology industry	
Information technology	
Medical device	
Pharmaceutical	
Standards Organizations	
Healthcare industry	
Academia	
Contract Research Organizations/Vendors	
<i>*Rating scale is 0 to 3, as follows:</i>	
<i>0 = No knowledge or experience</i>	
<i>1 = Low knowledge or experience</i>	
<i>2 = Medium knowledge or experience</i>	
<i>3 = High knowledge or experience</i>	