CDISC Advisory Council Charter

1 Purpose
The purpose of this CDISC Charter is to define the responsibilities, organizational structure and business processes associated with the CDISC Advisory Council.

2 Organization and Structure
The CDISC Advisory Council is composed of one representative from each CDISC Sponsor organization that participates at a designated level within the CDISC Membership Program.

3 Responsibilities
The CDISC Advisory Council serves three main roles. First and foremost, the CDISC Advisory Council provides a forum for sponsoring organizations to discuss, recommend and implement strategies aligned with CDISC’s strategic goals (which are determined by the Board of Directors). The CDISC Advisory Council representatives are both the voice of each sponsor, and the voice of the CDISC organization back to the sponsor. While representatives may not be directly responsible for individual actions, they are responsible for identifying the resources within their organization that can actively contribute to CDISC’s goals, and supporting those resources on an ongoing basis.

Secondly, CDISC Advisory Council representatives are responsible for electing CDISC Board of Directors representatives in accordance with that Board’s governing procedures. Those procedures, at the time of this Charter’s authorization, require that 50% of the CDISC Advisory Council representatives cast a vote (either for a candidate, or as a stated abstention). In the event that fewer than 50% of the CDISC Advisory Council representatives casts such a vote, the CDISC Advisory Council will not elect a Board of Directors member during that election. The Board of Directors is the primary governing body of CDISC, and, as such, electing representatives selected by the sponsoring organizations is a critical function of the Advisory Council.

Thirdly, the CDISC Advisory Council is responsible for enhancing and maintaining CDISC’s public image. As with all groups within the CDISC organization, Advisory Council members are expected to speak at conferences, write papers, and otherwise champion the ‘cause’ to articulate the organization’s mission, accomplishments, and goals to the public.

1 At the time of this document’s creation, a “platinum” level member is required for representation on the CDISC Advisory Council. More information is available at http://www.cdisc.org/stuff/contentmgr/files/0/ff2953ea89d108f0e44ba6714f7/misc/membership_benefits.pdf
This charter in no way attempts to enumerate all responsibilities that may be associated with the CDISC Advisory Council. Instead, it represents a guidepost for establishing the primary responsibilities of the Council and its representatives.

4 Governing and decision-making process

The CDISC Advisory Council shall make decisions through simple majority voting processes, except as specifically identified elsewhere in this charter. This means that for any given issue, such as deciding between more than one course of action, the outcome of the vote will be that option which receives the most votes. In the event of a tie, the CDISC Advisory Council Leadership Team (defined below) will vote separately to determine the result from the tied choices. The outcome of the vote will be determined by majority vote with the Chair abstaining from this voting process except in the event of a tie among the Leadership Team. In the event of a tie, the Chair will cast the deciding vote.

Votes may be taken through whatever mechanism is deemed appropriate by the Chair – secret ballot, hand-raising, electronic means, unanimous consent, etc., and may only be conducted through official Advisory Council activities to which all known representatives have been invited by either the CDISC Advisory Council chair, the CDISC Board of Directors, or an Officer in the CDISC organization.

Each sponsoring company receives only one vote for any decision-making activity. Proxies between representatives from different member organizations and other similar voting measures are not permitted.

5 Participation

CDISC Advisory Council sponsoring organizations are expected to identify a single individual to serve as their representative to the CDISC Advisory Council, and to notify the CDISC administrative team of any changes in this representation. CDISC Advisory Council representation resides with the sponsoring organization and not with the individual.

All CDISC Advisory Council representatives are expected to participate in all scheduled teleconferences and face-to-face meetings. If a representative is unable to attend a particular activity, they may send an alternate from their organization. The alternate assumes all voting rights for the purposes of that activity so long as the sponsor company does not exceed one vote.

If a representative on the CDISC Advisory Council has neither voted nor attended at least one scheduled teleconference or face-to-face meetings in one year, the CDISC Advisory Council Chair will arrange for the sponsoring organization to be contacted and a new representative will be requested.
A sponsor company may wish to send an additional participant to a CDISC Advisory Council activity. Such requests should be submitted to the CDISC Advisory Council Chair who will have sole responsibility for approving this request. Under no circumstance will a sponsoring organization be permitted to cast more than one vote as part of a decision-making activity.

6 Leadership Team
The CDISC Advisory Council is led by a Past-chair, Chair and a Chair-elect, each serving in the natural progression of their role over their term in office, and other elected officials.

The Chair is responsible for leading all CDISC Advisory Council meeting activities, including face-to-face meetings, teleconferences and other similar events. In the event that the Chair cannot participate, the Chair-elect will lead the activity, and if she or he is unavailable, this responsibility will fall to the Past-chair. If neither the Chair-elect nor Past-chair is available, the Chair will appoint a meeting leader.

It is the responsibility of the Chair or their surrogate to represent the views, perspectives and interests of the CDISC Advisory Council in discussion at the CDISC Board of Directors meetings, which include annual face to face meetings as well as teleconferences. The Chair serves as an ex-officio member of the Board of Directors.

The Chair shall ensure that all information and decisions associated with the CDISC Advisory Council activities are distributed to council representatives in a timely manner.

The Chair-elect is essentially a training position for the role of Chair. The Chair-elect will be responsible for representing the CDISC Advisory Council in the event that the Chair is unavailable, as well as any other duties assigned by the Chair.

The past-Chair is primarily responsible for serving in an advisory role to the current Chair, as well as being responsible for representing the CDISC Advisory Council in the event that both the Chair and the Chair-elect are unavailable. The past-Chair may also take on any other duties assigned by the Chair, including the continuation of any initiatives started under their term as chair.

The CDISC Advisory Council will additionally elect representatives to serve in specific liaison roles with the CDISC Board of Director’s committees. These committees are currently the Financial Oversight Committee, the Strategy Committee and Technical Advisory Committee, but are subject to change. The CDISC Board of Directors, in collaboration with the CDISC Advisory Council Chair, will determine if any other Board of Director committees or task forces will require or benefit from representation from the CDISC Advisory Council.

The elected CDISC Advisory Council committee members will participate in their respective committee, providing feedback both to/from the CDISC Advisory Council, and reporting back to the CDISC Advisory Council on a periodic basis. If an elected committee member is unable to participate in an individual activity, they may request one of the existing Chair representatives to participate in their absence. The committee member may not name their own alternate.
6.1 Criteria and Requirements for elected positions of the CDISC Advisory Council

Any member of the CDISC Advisory Council shall be eligible, with his or her consent, as a candidate, for an elected position, provided the following requirements are met:

- A person must be their company’s designated representative on the CDISC Advisory Council in order to be nominated and retain their elected position.

- All nominees must serve a minimum of six months with active participation on the CDISC Advisory Council and one year with active participation in CDISC teams, model development, maintenance, committees, or other CDISC-sponsored activities prior to nomination for the Chair. Active participation is defined as attendance on >50% of the teleconferences/meetings or otherwise following through on activities to which they have committed.

- All nominees should have relevant experience in support of the roles to which they seek election. A biographical sketch/resume of the nominee will be required and the nomination should include their intent to serve on a specific Board Committee. (Self-nominations are acceptable.) The Board Executive Committee will vet the relevant experience of the nominees.

- All nominees must be approved by the Executive Committee of the Board of Directors prior to an election process.

- Committee members may not be elected to more than 2 consecutive terms.

- The Chair cannot be elected to the Chair-elect position in consecutive terms.

- Nominees must confirm that their sponsoring organization is committed to supporting their participation in all CDISC Advisory Council and Board of Directors face-to face meetings if elected.

6.2 Terms of service for elected positions within the CDISC Advisory Council

All elected positions begin on January 1 the year following the election, except in the case where a mid-term replacement is necessary to fill a vacated position. In that case, the newly elected representative will begin serving immediately.

The representative’s position will terminate on December 31 of the second year in which they began their term, unless they have been elected as a mid-term replacement. In that instance, their term’s expiration date will be associated with the expiration date of the representative they are replacing.
The Chair-elect, Chair and Past-Chair roles transition on January 1. The Chair-elect most recently elected begins serving his/her term as Chair-elect. The previously elected Chair-elect begins serving their role as Chair. The Chair begins serving their role of Past-Chair.

If no qualified (per section 7.1) candidates are identified for the Chair-elect position, the election process will be re-visited periodically (no less frequently than every 6 months) until such time as the Chair-elect position is filled.

If the Chair-elect position has not yet been filled by the end of the Chair’s term, the Chair will have their term extended indefinitely, and elections to replace the Chair will be held no less than every 6 months until a new Chair is elected. In this situation, the newly-elected Chair will begin serving their term 10 days immediately after election, and the term expiration date will be December 31 of the following year.

6.3 Compensation for CDISC Advisory Council elected positions

No compensation shall be paid for services rendered by any elected position. With prior approval of the Board of Directors, reasonable expenses may be reimbursed.

6.4 Voting privileges for CDISC Advisory Council elected positions

No special voting privileges are instilled with the elected positions. Elected representatives retain their CDISC Advisory Council voting privileges except as described above in the case of ties that go before the Leadership Team.

6.5 Process for Nomination and Election for Chair-elect of the CDISC Advisory Council

Nomination and selection of Chair-elect
- Prior to the election, the Chair will solicit nominees for the upcoming election. Nominees may be either nominated from within the CDISC Advisory Council members or self-nominated. Nominees from the CDISC Advisory Council members must choose to accept or decline the nomination.
- Nominees must meet the expectations identified in section 7.1.
- Prior to the election, the Chair will request biographical sketches and letters of intent from all candidates and distribute these to the CDISC Advisory Council representatives.

Voting
- An Annual Election shall be held among the CDISC Advisory Council representatives for selection of the next Chair-elect. The election is typically held during the CDISC Advisory Council meeting that is scheduled in conjunction with the CDISC International Interchange. An early-voting process will additionally be conducted so that those who cannot attend the event will have the opportunity to vote. The election
of the Chair-elect may take place at other times as necessary to fill a vacated position.

- A new Chair-elect is elected by the CDISC Advisory Council representatives by a majority of the votes cast during the election, and as described in section 5

### 6.6 Change in status of the representative elected to the CDISC Advisory Council Chair

In the event that the current CDISC Advisory Council Chair’s membership status changes (for example, he or she is no longer employed by a sponsoring organization), he or she will relinquish the position of Chair.

Should this occur, the CDISC Advisory Council Chair-elect will assume the role of Chair for the continuation of that term. At the conclusion of that term, the Chair will continue in that role in order to fulfill the initial Chair transition plan.

### 6.7 Change in status of the representative elected to the CDISC Advisory Council Chair-Elect

In the event that the current CDISC Advisory Council Chair-Elect’s membership status changes (for example, he or she is no longer employed by a sponsoring organization), he or she will relinquish the position of Chair-elect.

Should this occur, the CDISC Advisory Council Chair will convene a special election to elect a new Chair-Elect at the earliest practical opportunity. The election process (nominations, acceptance, voting, etc.) will proceed as if this were a normally scheduled election.

### 6.8 Change in status of the representative elected to the CDISC Advisory Council Past-chair

In the event that the current CDISC Advisory Council Past-chair’s membership status changes (for example, he or she is no longer employed by a sponsoring organization), he or she will relinquish the position of Past-chair.

Should this occur, the position will remain unfilled until the next regularly scheduled election when the Chair assumes the position of Past-chair.

### 6.9 Removal of the CDISC Advisory Council Chair from office

The Chair may be removed from their elected position by a three-fourths vote by the CDISC Board of Directors. In the event of the Chair’s removal by this process, the CDISC Advisory Council Chair-Elect will assume the role of Chair.
6.10 Removal of the CDISC Advisory Council Chair-Elect from office

The Chair-Elect may be removed from their elected position by a three-fourths vote by the CDISC Advisory Council, in which membership participation in the vote (including documented abstentions) is at least fifty percent. In the event of the Chair-Elect’s removal by this process, the CDISC Advisory Council Chair will convene a special election as described elsewhere in this Charter.

6.11 Process for Nomination and Election for other CDISC Advisory Council positions

The process for electing committee liaisons as well as any other similar positions that are created will follow the basic process described for electing the CDISC Advisory Council Chair-elect.

6.12 Change in status of the representative elected to the CDISC Advisory Council Committees

In the event that any current elected CDISC Advisory Council committee member experiences a membership status change (for example, he or she is no longer employed by a sponsoring organization), he or she will relinquish the committee member position.

Should this occur, the CDISC Advisory Council Chair will convene a special election to elect a new committee member at the earliest practical opportunity. The election process (nominations, acceptance, voting, etc.) will proceed as if this were a normally scheduled election.

6.13 Removal of elected CDISC Advisory Council committee members from office

An elected committee member may be removed from their elected position by a majority vote by the CDISC Advisory Council, in which membership participation in the vote (including documented abstentions) is at least fifty percent. In the event of the committee member’s removal by this process, the CDISC Advisory Council Chair will convene a special election as described elsewhere in this Charter.

7 Authorization

This document has been approved and is in effect on this date:

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<thead>
<tr>
<th>Name</th>
<th>Board of Directors Governance Committee Chair and Board of Directors Executive Committee</th>
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