CDISC Policy 005
Board Member Selection

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.

2 Definitions
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.

The Governance Committee will consist of at least three CDISC Board of Directors members.

The Past Chair of the Board of Directors is a voting member of the Board of Directors and the leader of the Governance Committee.
3 Call for Nominations

The call for nominations of potential candidates to the Board of Directors and tentative schedule 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 CAB. 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.
- 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.

4 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 member.
members with a 2/3rd 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 $N = \text{number of open positions}$ [i.e. $9 - \text{the number of continuing Board members including Board Chair, Chair-elect, past Chair and President} - 1$ (for the 1 elected by the CAB)];
  - 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 2/3rd majority**, then any candidate who received a 2/3rd 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 2/3rd 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 2/3rd majority in favor of any remaining candidates.
    - **If $N$ candidates receive a 2/3rd 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 2/3rd 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 2/3rd majority.
5 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 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

6 Out-of-Cycle Board Member Replacement
If a position becomes vacant outside the normal election process (e.g., resignation), it is the Chair of the Board’s discretion to nominate someone to fill that position on an interim basis for the remainder of the calendar year. A simple majority vote of the Board is
required for approval. The vacant position will then be filled at the next annual election according to the standard process described in Section 2.2.

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

<table>
<thead>
<tr>
<th>Name</th>
<th>BoD Executive Committee on behalf of the Board of Directors</th>
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<tbody>
<tr>
<td>Date</td>
<td>1 September 2012</td>
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## BOARD OF DIRECTORS
### BLANK PROFILE GRID

<table>
<thead>
<tr>
<th>SKILLS &amp; KNOWLEDGE</th>
<th>Rating*</th>
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<td>Accounting/Financial Mgt</td>
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<td>BioInformatics</td>
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<td>Global Knowledge of Clinical Trials Scientific Process</td>
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### CONTACTS & INFLUENCE

- Business community
- Media
- Professional societies
- Government

### INDUSTRY

- Biotechnology industry
- Information technology
- Medical device
- Pharmaceutical
- Standards Organizations
- Healthcare industry
- Academia
- Contract Research Organizations/Vendors

*Rating scale is 0 to 3, as follows:

0 = No knowledge or experience
1 = Low knowledge or experience
2 = Medium knowledge or experience
3 = High knowledge or experience