

## CDISC Policy 005 Board Member Selection

### Revision History

Date	Revision	Description	Author
7 Feb 2002	0.1	Original	Shirley Williams
11 Feb 2002	0.2	Revisions	Julie Evans
11 Mar 2002	0.3	Revisions	Board of Directors
9 April 2002	0.4	Revisions	Industry Advisory Board and Board of Directors
6 May 2002	1.0	Approved	Board of Directors
2 August 2004	1.1	Revisions	Board of Directors
4 August 2006	1.2	Revisions	Governance Committee
20 November 2006	1.3	Revisions	Governance Committee
4 December 2006	1.4	Revisions	Board of Directors
3 March 2009	1.5	Amendments	Board of Directors
20 April 2012	1.6	Amendments	Governance Committee
1 September 2012	1.6	Approval	BoD Exec. Committee on behalf of the BoD
August 2016	2.0		Governance Committee
03 November 2016	2.0	Approved	CDISC Board of Directors
27 June 2018	<b>2.1</b>	Approved	CDISC Board of Directors
09 July 2020	<b>2.2</b>	Approved	CDISC Board of Directors
April 2023	2.3	Approved	Governance Committee
December 2025	2.4	Amendments	CDISC Board of Directors

## **CDISC Policy 005 Board Member Selection**

### **1 Purpose**

The purpose of this policy is to describe the process used to identify, nominate, and elect new members of the CDISC Board of Directors. To the extent there is any inconsistency between this policy and the CDISC Bylaws; the Bylaws shall govern.

### **2 Definitions**

The CDISC Directors serve the organization per the guidelines set forth in the CDISC Bylaws and the Board Governance Policy. New Directors 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 Directors through a Board of Directors review form provided during the process.

The Board of Directors shall consist of (i) the number of elected Directors fixed by the Board each year, plus (ii) the President (together the "voting Directors"), plus (iii) designee(s) who shall serve *ex officio*, without vote ("Committee Directors"). Each individual elected to serve, pursuant to subparagraph (i) above ("elected Director"), will serve for a period of three years. An elected Director whose term is expiring, or 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 individual may serve as an elected Director for more than six consecutive years; provided that if a Director is elected to serve as Chair-elect during their second three-year term, that individual may continue to serve as a Director while serving as Chair-elect, Chair, and immediate Past-Chair.

The Board will continue to recruit new Directors with complementary skills and experience and replace retiring Directors at its discretion.

The Governance Committee oversees the process for Board Member Selection, on behalf of the CDISC Board.

### 3 Requirements

Board member candidates must meet the following requirements:

- They must be nominated by members of the CDISC community.
- They must be employed by a CDISC member company in good standing.
- They must be able to demonstrate strong commitment to CDISC's mission.
- They may not work for or represent an organization that already has a representative on the Board.
- They must commit to serving for three years on the CDISC Board if elected, including attending board meetings (ideally with in-person attendance) at a minimum of 2 board meetings per year.
- They must participate in at least one CDISC Board Committee.
- They must possess solid character traits and personal integrity. They are active members who have tolerance of differing viewpoints and can communicate honestly with sensitivity. Board members should be amiable, responsive, and patient.

### 4 Call for Nominations

The schedule for the election to the CDISC Board of Directors is as follows:

- A decision is made by the board as to the number, if any, of new board members required in a particular year.

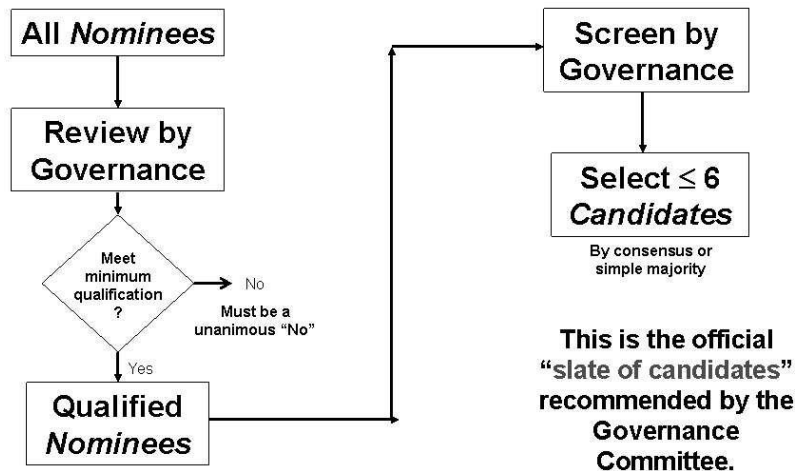
When new board members are required:

- In Q2 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 distributed through multiple communication channels including, but not limited to, the CDISC website, social media and emails to the current list of CDISC Directors and members.
- This call for nominations will be open for a set length of time.
- Individuals who have been nominated must submit a resume, cover letter of their intent to be on the Board
- All who submit appropriate documentation are considered "nominees".
- The Governance Committee will meet in Q3 to review the resumes and documentation of nominees. The Governance Committee will decide which nominees meet minimal qualifications. Unanimous agreement by all voting members of the Governance Committee is required to determine that a nominee *does not* meet minimal qualifications.
- Those nominees who meet the minimal qualifications will be contacted by a member of the Governance Committee to schedule a one-to-one interview with at least two current Board members. This interview cannot be performed by the individual who nominated that candidate.
- At least two weeks before the scheduled date of the Fall Board meeting, the Governance Committee will select from the nominees a slate of people ("candidates") to be considered for election by the full Board. The number of people on the slate shall be no greater than two times the number of elected Director vacancies that will exist at the end of the calendar year. 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.

## 5 Election Process

- The slate of candidates will be presented to the CDISC Board.
- The election of Directors will proceed with the following 3 steps, as necessary.
  - The first step in election of Directors, if necessary, will be to replace any open Board positions vacated by Directors prior to the end of their term. The Board will use the slate of candidates to elect replacement Directors with a 2/3<sup>rd</sup> majority. Such Directors will serve the remainder of the term for the vacated Board positions.
  - The second step is for the Board to elect Directors from the slate of remaining candidates to fill up open Director positions, using the following election process:
    - Let the N = number of open positions [i.e., 9 - the number of continuing elected Directors including Board Chair, Chair-elect and past Chair];
    - Each Director 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 Director 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 No candidates receive a 2/3<sup>rd</sup> majority**, the Board will continue deliberation to determine if a new nomination process needs to be initiated.
      - **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 Director elections, the Board can choose to increase the number of Directors. 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



## 6 Notification of Candidates

The process for notifying the candidates elected as new Directors and candidates not selected is as follows:

- The Chairman of the Board will contact each newly elected Director, to inform them of their election to the Board. Each new Director will begin their tenure on the Board on 1 January of the following year.
- The Chairman of the Governance Committee or designee will contact each candidate not selected, to inform them of the results of the election.
- A member of the CDISC leadership team (or designee) will send a Board packet to each newly elected Director. Contents of this packet will include at the least the following:
  - CDISC Bylaws and Policies
  - CDISC Code of Conduct and Conflicts of Interest Policy and Statement of Agreement-
  - CDISC OnBoarding documentation, if any
- Early in the year, a conference call will be scheduled to onboard new members.

## 7 Out-of-Cycle Board Member Replacement

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 composition and take appropriate action.

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 2/3 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 the Bylaws.

## 8 Authorization

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

I Name	I CDISC Board of Directors
I <u>Date</u>	I <u>Approved - December 2025</u>

Please see separate file for the Candidate for Board of Directors - Vetting interview template