PROPOSED AMENDMENT TO THE
INTERNATIONAL REGISTRATION PLAN

Proposed Ballot Number: 2019.02 – Composition of IRP Board of Directors

Date Submitted to Repository: Dec. 12, 2019

Anticipated Implementation Date: [TBD]

Sponsor(s): IRP Board of Directors

Contact Person (Name/Title/Agency/Jurisdiction/Telephone/Email):
Tim Adams, CEO, IRP, Inc.
(502) 845-0398
tadams@irpinc.org

☐ Sponsor’s(s’) IRP voting member notified

SECTIONS TO BE AMENDED

International Registration Plan:
Article XIII, Plan Administration – Section 1325, Composition of the Board of Directors of the Repository

Article XIII, Plan Administration – Section 1340, Vacancies on the Board

SUMMARY

IRP Plan Section 1325, Composition of the Board of Directors of the Repository, states it shall consist of 11 voting members. Eight members are from US Member Jurisdictions (2 from each region); two Canadian member jurisdictions and one rotating position. Nominations are balloted and voted on by the members in the region the candidate is from. Under (ii), one board member from a US member jurisdiction shall be elected to a position that shall rotate among the US regions beginning with Region 1 and rotating every two years to the next region until all 4 are covered and then it repeats. The maximum term is 2 years and then it rotates to the next region and the rotating member’s term is done.

Problem:
Over the years this has proven problematic for several reasons: 1) If a regional vacancy opens in the region held by the at rotating position, the member in the rotating position typically runs for that
regional vacancy to enable them to potentially serve two full 3 year terms as opposed to a single 2 year maximum term. Depending upon the timing of a full time regional vacancy, an at large member may serve the entire 2 years and then be eligible to run for two more terms in the regional spot (potentially giving them 8 years), or they may have served a partial term when a regional vacancy arises and then run for the regional vacancy and if elected, may serve out the remaining term of the previous incumbent and then a new solicitation to fill the remaining term of the rotating position is sought. Likewise, a person may run for the rotating position and be an excellent board member, but because there is no vacancy in the region they represent, they are unable to continue serving at the end of the two-year period.

Each time this position becomes vacant it is required to go through the complete solicitation process including a call for nominees, a 60 day ballot period, and if there is more than one candidate and the vote ends in a tie, there is a run-off requiring a second ballot voting period. As you can see, this process becomes very labor intensive and time consuming for a position that only serves two years.

Solution:
This ballot proposes changing the rotating position to an ‘at-large’ position allowing a member from any of the 4 United States Regions to be put forward. The incumbent would have to run for re-election at the end their first term and anyone from any region would be eligible to run against them. This change would allow for continuity on the board if the membership approves the re-election and provides the incumbent with the same opportunities as the other board members to serve on the executive committee and potentially serve as chair. It will also provide greater incentive for persons seeking to serve on the board than filling a 2-year (or potentially less) term.

Revised Section 1325(a)(iv) would clarify that the limit of two consecutive terms applies to any combination of terms pursuant to Section 1325(a)(i) and 1325(a)(ii) or pursuant to 1325(a)(iii). Thus, for example, a Board member elected to two consecutive terms, first as an at-large member of the Board under Section 1325 (a)(ii) and then as a regional representative under Section 1325 (a)(i) is not eligible for election to an additional consecutive term as a member of the Board.

The proposed amendment to Section 1325(a)(iv) continues the provision currently in Section 1340 that the term served by a person elected under Section 1340 to fill a vacancy beginning after the first six months of the vacated term is not counted in applying the two-term limit.

Additional commentary:
Currently the rotating position is in Region 1. James Walker was elected a year ago to serve in this position, however, when Garry Hinkley announced his retirement in May, James ran for the vacancy in Region 1 and was elected in September. This vacated the rotating position, leaving only 1 year on the current term by the time the vacancy could be filled. By the time the new incumbent is selected and can be brought up to speed, their term would be over and the process would start all over again.
The board discussed the need to bring this situation before the membership and determine whether the IRP membership is better served by the 11th member being open to all four regions for a maximum of 2 three year terms as opposed to having it remain a rotating position with a maximum term of 2 years.

**AMENDMENT**

1325 COMPOSITION OF THE BOARD OF DIRECTORS OF THE REPOSITORY

(a) Unless changed in accordance with this Section the Board shall consist of eleven voting members, selected as follows:

(i) Eight members of the Board shall be elected by the U.S. Member Jurisdictions, two Board members from each of the United States Regions. Nominations for these positions shall be solicited by the Repository and shall be made for each United States Region by its members, which shall submit to the Repository the names of nominees for each open position. The nominations shall be balloted and voted on, as provided in Section 1330, by the members of each United States Region. Board members so elected shall serve staggered terms of three years, and shall not serve more than two consecutive terms.

(ii) One member of the Board from a U.S. Member Jurisdiction shall be elected to an at-large position, that shall rotate among the United States Regions, beginning with Region I. Nominations for this position shall be solicited by the Repository and shall be made by the members of the United States Regions whose turn it is to fill the position, which shall submit to the Repository the names of nominees for the position. The nominations shall be balloted and voted on, as provided in Section 1330, by the U.S. Member Jurisdictions. A Board member so elected shall serve a single, three-year term, which a representative of the next United States Region shall fill the position.

(iii) Two Board members shall be elected by the Canadian Member Jurisdictions. Nominations for these positions shall be solicited by the Repository and shall be made by the Canadian Member Jurisdictions, which shall submit to the Repository the names of nominees for each open position. These nominations shall be balloted and voted on by the Canadian Member Jurisdictions as provided in Section 1330. Board members so elected shall serve staggered three-year terms and shall not serve more than two consecutive terms. At no time shall Canadian voting representation on the Board exceed two members.

(iv) Board members elected to two consecutive terms pursuant to any combination of Sections 1325(a)(i) or 1325(a)(ii) or pursuant to Section 1325(a)(iii) are not eligible for election to an additional consecutive term, provided that the term of a Board member who has been elected to fill a vacancy beginning after the first six months of the vacated term shall not be taken into account for the purpose of applying the limit of two consecutive terms.

(b) Notwithstanding subsection (a), in the event that the federal government of Mexico shall become a Member Jurisdiction, it may name a representative as an additional voting member of the Board.
(c) In the event the term of a member of the Board who has served as chair of the Board expires at the same time as that member’s tenure as chair, the member shall continue to serve on the Board as a non-voting member for one year.

(d) Members of an advisory panel to the Board, comprising representatives of industry, federal governments or other organizations whose members include industry, state, provincial or federal governmental representatives, may be appointed annually at the discretion of the chair of the Board for terms of one year beginning January 1, without limit as to the number of consecutive terms, and may serve until a successor is appointed.

1340 VACANCIES ON THE BOARD

(a) If the remaining term of a position on the Board that becomes vacant is less than 120 calendar days from the date the vacancy is created, the vacant position shall not be filled prior to the expiration of the term of the vacant position. If the remaining term of the position on the Board that becomes vacant is 120 calendar days or more, the vacancy shall be filled through a process of nomination and election as set forth in Sections 1325(a)(i), 1325(a)(ii), or 1325(a)(iii), as applicable to the vacant position. The nominations shall be balloted and voted on as provided in Section 1330, except that the ballot shall remain open for voting for a period of not less than 10 calendar days.

(b) When a Board member shall have been absent for two or more consecutive Board meetings, the Board may, through majority action, declare the position vacant.