

### 3.3 BOARD OF DIRECTORS NOMINATIONS AND ELECTIONS

---

**POLICY TITLE:** BOARD OF DIRECTORS NOMINATIONS AND ELECTIONS

**FIRST APPROVAL:** MAY 2018

**NEXT SCHEDULED REVIEW:** MAY 2021

---

#### **Purpose**

The purpose of this policy is to outline the process for succession, nomination and election to the ISBER BOD.

#### **Guidelines**

##### **NOMINATIONS PROCEDURES AND CANDIDATE SELECTION**

Per the ISBER Bylaws, prior to election, the Nominating Committee shall seek, qualify, and nominate candidates to serve in accordance with the policies and procedures established by the BOD. A Member in good standing may submit to the Nominations Committee the name or names of Members recommended for consideration as a nominee. The Nominating Committee shall nominate at least two (2) and up to a maximum of three (3) Members for each position to be filled during the election. Members may self-nominate. The Nominating Committee shall transmit the names of the nominees to the Secretary of the Society at least thirty (30) days in advance of the election or such other time period as established by the BOD. Elections may be conducted prior to the Annual Meeting by any method approved by the BOD, accessible and available to all Members, and permitted by law including, but not limited to, by mail, or email ballot. If elections are not conducted prior to the Annual Meeting, elections shall be held at that Annual Meeting.” Both self-nomination and collegial nomination are encouraged.

As per the ISBER Nominating Committee Terms of Reference, nominations will be conducted per the following procedure:

1. At least two (2) and a maximum of three (3) candidates will be nominated for each open position
  - a. Nominating Committee can petition the BOD for permission to list only one candidate for a position
2. A write-in option should be on the ballot for each open position
3. The required voting period is a minimum of 20 days
4. Individual Members and named Organizational Member Delegates may vote

Candidates should be selected based on their expertise in the area of biobanking, leadership capabilities, dedication to the Society, and availability of sufficient time to devote to the duties of the office and activities of the BOD and Society. In considering diversity and the need for balance on the BOD, the Nominating Committee will consider the following factors, among others, related to the potential candidate:

1. Type of repository that the candidate is associated with (“Type of repository” is broadly defined as “biological” or “environmental”. A balanced ratio of representation of both types should be weighed against the society goals to be placed into nomination).
2. Type of employer (non-profit, government, industry). Appropriate representation of the employer types should be considered to represent to society membership.
3. Scientific and or operational expertise with clear leadership and managerial capabilities should be considered. Balanced representation of both scientific and operational expertise should be considered.

4. Geographical representation - The ISBER BOD is composed of 5 elected global Society Officers and one at-large voting Director from each Region (Americas, Europe-Middle East-Africa, China, and Indo-Pacific Rim), for a total of 4 Directors-at-Large and 9 total BOD members.
5. Gender representation should be considered where appropriate to represent the membership.
6. Ethnicity representation should be considered where appropriate to represent the membership.
7. The Nominating Committee shall strive to ensure at least two-thirds of the voting BOD members are independent. An individual shall be considered independent if:
  - a. the individual is not compensated by the Society as an employee
  - b. the individual does not receive total compensation or other payments exceeding \$10,000 during the Society's tax year from the Society or from a related organization(s) as an independent contractor
  - c. the individual's compensation is not determined by individuals or organizations who are compensated by the Society
  - d. the individual does not receive, directly or indirectly, material financial benefits from the Society except as a member of the charitable class served by the organization
  - e. the individual is not related to anyone described above (as a spouse, sibling, parent, or child) or reside with any person so described.

#### **CAMPAIGNING GUIDELINES**

ISBER's campaigning guidelines aim to allow candidates equal access to the membership regarding their candidacy; an informed electorate is desirable. A fair environment is critical. All candidates are responsible for compliance with the campaigning guidelines. The following campaigning is permitted:

1. Candidate information will be presented to the membership on the website; the candidate information will include a photograph and a candidate position statement.
2. At the discretion of the ISBER BOD, candidates may be given the opportunity to send an additional message or messages to the membership. Should the BOD allow candidates the opportunity to send additional messages, candidates will be informed of the opportunity at the same time. They will be provided with the following information:
  - i. Maximum length of written message, if any
  - ii. Maximum length of video or audio message, if any
  - iii. Deadline for submitting content.
3. All candidates will be featured in the same way on ISBER election emails, social media posts, and communications.
4. Special interest groups, working groups, and regions may recognize the nomination of a specific candidate as long as all other candidates are presented in the same manner.

The following campaigning is not permitted:

1. Active solicitation of votes by candidates, including but not limited to posting flyers, asking for votes, distribution of buttons, pens, direct mailings, electronic and social media campaigning such as emailing, texting, forum posts, Facebook, Twitter, etc.
2. The use of company or institution logos or slogans will not be permitted in any campaigning material.
3. Solicitation or acceptance of funds for the purposes of campaigning from individuals, sponsors, organizations or institutions.
4. Campaigning by other individuals on behalf of the candidate with the candidate's knowledge. Votes may not be solicited by any one candidate.

**5. Negative campaigning is not permitted.**

**Campaign guidelines will be publicized when candidates are announced.**

**The ISBER BOD shall have the authority to remove a candidate from the ballot or void a candidate's election if campaigning guidelines are violated.**

**MID-TERM VACANCIES**

Mid-term vacancies will be filled by a newly-elected Board member for a term of three years. At the end of the first three year term, the board member will be eligible for election to serve one additional term for a maximum of six years of service.

**SUCCESSION PLANNING**

As outlined above, the Nominating Committee will be responsible for seeking appropriate nominations to the BOD. Whenever possible, the Nominating Committee will encourage current ISBER Committee leaders to nominate to the BOD, with the aim of ensuring a succession of ISBER leaders through the Committee member – to Committee Chair – to BOD Member process.

**REGIONAL DIRECTORS-AT-LARGE**

Per the ISBER Regional Charter, ISBER members from each Region will be responsible for electing the Director-at-Large from their Region. Nominations can be made by any ISBER member in good standing. Regions must have at least 20 members to elect a Director-at-Large. The ISBER Nominating Committee will be responsible for ensuring that Regions are represented on the BOD appropriately, as outlined above.

ISBER members assigned to Regions shall have the right to vote in ISBER regional elections for the Regional Director-at-Large, in ISBER global elections for the BOD, and on any other matters requiring a vote by the ISBER membership. ISBER members in good standing may hold any office in the Society and serve on Society Committees.

**ENGLISH PROFICIENCY**

All ISBER business is conducted in English therefore all ISBER BOD nominees must be proficient in the English language.

**LEADERSHIP TRAINING**

Incoming ISBER BOD Members will be provided with materials to assist in the leadership transition, including an ISBER BOD orientation package outlining ISBER governance structures and responsibilities. Further, incoming BOD members will be provided with reading material outlining the governance responsibilities and fiduciary duties of BOD members.

The ISBER Nominating Committee will coordinate with the Governance Committee to identify additional educational needs of incoming and current BOD members and coordinate educational opportunities as appropriate. Potential topics include, but are not limited to, financial analysis, governance, fiduciary duties, legal implications, and/or strategic planning.