

TERMS OF REFERENCE FOR THE NOMINATIONS COMMITTEE

(as adopted February 24, 2018)

- A. The Nominations Committee is established by the Board as a Standing Committee at a Meeting preceding the election. The Nominations Committee consists of nine members, three appointed by the Directors from among the members of the Board, the immediate Past President of the Society, and five persons selected by the Board for their knowledge of and interest in the Society. Its membership is announced promptly. The Board designates one member as Chair of the Nominations Committee.
- B. The Nominations Committee may meet in person at any convenient time or by means of an electronic communications facility which permits all members to participate fully in the committee's deliberations and voting. Meetings are called by the Chair, with at least seven days' notice to all members of the committee.
- C. The quorum of the Nominations Committee is a majority of its members. The Committee acts by a vote of the majority of members present.
- D. Prior to developing the candidate lists for election, the Nominations Committee invites all members of Affinity Groups and Regional Networks and all persons with knowledge of and interest in the Society to propose nominees.
- E. Based on the input it receives and other information, the Nominations Committee prepares a slate of candidates for Members of the Board of Directors of the Society who will take office on January 1, of the following year. In preparing its slate, the Nominations Committee takes account of the need to be representative of different parts of the world and of the different interests and characteristics of members and potential members. No more than two Directors may be residents of the same country.
- F. The number of seats open to the Nominations Committee to fill at any election is one seat less than the number of Board seats that will be vacant at the beginning of the next term.
- G. The Nominations Committee also proposes candidate(s) for a President-elect who will take office on January 1, of the following year. The President-elect may be a resident of any country and the office of President-elect is not counted among the Board vacancies to be filled.
- H. After the Nominations Committee has completed its work, it submits its recommendations to the Board for its approval.
- I. Upon the Board's approval, an electronic ballot is circulated to the persons eligible to vote in this election; the ballot includes biographical information (approved by the candidate) on each candidate. Space is also provided on the ballot for voters to write in their preferred candidates (if any). A period of 60 days from the date of circulation is allowed for casting of ballots.
- J. When the ballot includes more nominees for any position than the number to be elected, the nominee(s) receiving the highest number of votes are elected. In the event of a tie vote, the Chair of the Nominations Committee (or designee) determines the winner by the drawing of lots. The Nominations Committee oversees the conduct of the election and certifies to the Board the result for each position on the ballot.
- K. Upon certification of the election results, the President in consultation with the current President Elect fills the last remaining Board seat by appointing one of the shortlisted Board candidates who has

not been elected. The appointment is based upon a consideration of the characteristics of the successful candidates and the Board's need for complementary diversity, experience, or skills.

- L. Results of the election, including the outcome of the appointment, are published promptly by the Chief Executive Officer.
- M. In the event of a protest concerning any aspect of the election, the President appoints, with the approval of the Board, an Election Appeals Committee of three persons with final authority to recommend a resolution of the issue to the Board.