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## **Association of Clinical Research Professionals**

BRD-06-02.02 Board and Board Members

*Board of Trustees Nominations and Election Policy*

### **PREFACE**

The ACRP Bylaws Article V, Section 2 outlines the composition, term of office, and qualifications for Trustees.

### **PURPOSE**

The Board of Trustees' Nominations and Elections Policy defines the major processes for soliciting, reviewing, and electing Trustees to the ABoT.

### **SCOPE**

This policy is applicable to ACRP and the authority delegated by the Board to the Nominating and Governance Committees for the election of Trustees.

### **POLICY**

The Nominating Committee, with input from the Governance Committee, holds responsibility to lead and conduct the recruitment process for qualified candidates that address the current needs of the Association Board of Trustees (ABoT), thoroughly reviewing each nominee's application, and submitting a recommended slate of candidates for Board approval. Identification of well-qualified candidates will result from a carefully planned process designed to obtain influential, knowledgeable, and representative leadership from the Association's members. The Nominating Committee's role is advisory to the ABoT. The committee identifies, evaluates and recommends to the Board a slate of candidates. The ABoT makes the final decision on the slate.

The major steps in the nominations and election process are:

1. establishing a timeline for nominations and elections (Nom Comm),
2. determining the number of open Trustee seats (Gov Comm),
3. developing and reviewing an annual Board Expertise Assessment to determine the areas needed to strengthen the board (Gov Comm),
4. developing a nomination application for potential candidates and announcing the open/close nominations period to membership (Nom Comm),
5. evaluating all candidates who submit applications (Nom Comm),
6. preparing a recommended slate of candidates for open Trustee seats for ABoT vote (Nom Comm),
7. ranking all candidates for Board information and possible future vacancies on the Board (Nom Comm),
8. approval of final slate of candidates (ABoT),
9. conducting a vote of the candidates by the membership (Nom Comm), and
10. ratifying the election results (ABoT).

Board members who serve on the Nominating Committee will convey the committee's views during the slate discussion. In the event that the ABoT does not agree with the slate recommended by the Nominating Committee, they may amend the slate, taking into consideration the committee's ranking of candidates. The Board may also ask the Nominating Committee to provide a new slate for Board approval.

The Executive Director may encourage ACRP members to apply for open Trustee seats and may participate in Nominating Committee and Board discussions of candidates; the Executive Director does not have a vote on



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the Nominating Committee in recommending the proposed slate or on the ABoT in approving the final slate.

The nominations period shall be open for a minimum of two (2) months, and the election period shall be a minimum of thirty (30) days. Active members, as defined in Article IV, Section 2 of the Bylaws, shall cast their vote on the ABoT approved slate of candidates.

The election process will be coordinated by an independent third-party company who is responsible for the official ballot casting and tabulation of results. After the election results are received, the Board of Trustees shall vote to ratify the election results during the next Board meeting at which a quorum is present.

The ballots for electing the approved slates of candidates shall be delivered to the ACRP membership via email, mail or any other delivery means permitted by the Ohio Nonprofit Corporation Act. The membership shall have the opportunity to vote in favor of or against the proposed slate of candidates. In the event that the membership does not by a majority vote in favor of the recommended slate, a new slate will be provided by the Nominating Committee to be approved by the Board and then voted on by the membership.

No active member shall be denied the opportunity to apply for seat on the ABoT in accordance with the terms of the Non-discriminatory Policy.

Renewing Trustees: Current Board Members up for re-election will not be subject to review by the Nominating Committee. Rather, these incumbents will be evaluated and reviewed for re-election directly by the Board through its Governance Committee. The Governance Committee will provide the Nominating Committee with the names of renewing trustees who will automatically be added to the slate and not evaluated.

Recusal of Nominating Committee Members Applying for Election or Re-Election: Please see the rules set forth in ACRP's governance policy document BRD-06-02.06 Board and Board Members "Recusal from the Trustee Nomination Process Policy."

#### **MONITORING AND REVIEW SCHEDULE**

Monitor as needed and review every three years by the Nominating Committee.

#### **DATES REVIEWED BY COMMITTEE**

May 16, 2014

August 25, 2015

November 16, 2018

May 31, 2019 (Governance Committee)

#### **DATES MODIFIED BY COMMITTEE**

June 28, 2012

May 16, 2014

August 25, 2015

May 31, 2019 (Governance Committee)



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**DATES APPROVED BY COMMITTEE**

August 25, 2015

November 16, 2018

May 31, 2019 (Governance Committee)

**DATES REVIEWED BY ABOT**

October 27, 2012

September 25, 2015

June 19, 2019

**DATES APPROVED BY ABOT**

October 27, 2012

September 25, 2015

June 19, 2019