

Prepared by The IIA's Global Governance Committee June 2010

Introduction

One of the most important functions of an Institute is to select strong leaders who will provide oversight, strategy and guidance to the organization. These guidelines are intended to identify key principles in selecting board members and to provide best practices for Institute leaders to evaluate or improve their own processes.

General Principles for Institute Board Selection

- The Institute Board (Board) should represent the broad spectrum of your membership, with diversity in industry sector, gender, and geographical location.
- The Board should not be dominated by members from any one employer. (Some Institutes limit the board to no more than one member from any organization.)
- The Board must decide who is eligible for leadership positions: CIA designation, level of seniority in their organization, previous IIA experience, skills needed for board positions, recognized thought leader, no conflicts of interest, willingness to work for the good of the organization as a whole, etc.
- To ensure continuity, Board members should serve at least two year terms, with one-half of the positions up for election or re-election each year.
- There should be term limits on Board service. (Limits by Institutes range from two two-year terms to five two-year terms). Six years (3 terms) is recommended as maximum.
- The Institute President (President) – the Top Elected Official - normally serves a one-year term. In some Institutes, the President may be re-elected for a second term. (Although not ideal, some Institutes permit the President to serve up to four years). It is recommended that Presidents serve no more than two years.
- Some Institutes require that key committee chairs also serve on the board.
- Board size ranges from eight to twenty members. Smaller boards are more effective.

Nominating Committee

- Ideally, there should be a committee of three to five members appointed by the Board of Directors. (Although not ideal, some Institutes have their Board serve as the Nominating Committee (NC). This may be reasonable in a small Institute under development.)
- The Institute Board (Board) may select the NC or the NC may recommend the next year's NC members to the Board for approval.
- Members should be familiar with the Institute and should have served on the Board or a committee.

- The majority of NC members should not be Board members. The chairman of the NC is often the immediate past president, if available. Some Institutes also include the current President. Some Institutes require that all NC members be independent of the Board.
- The incoming President or a current President eligible for re-election should not serve on the NC.
- Candidates for the Board should not serve on the NC.
- For continuity, at least one member should have served the previous year.

Nomination process

- The discussions within the Nomination Committee (NC) should be confidential in order to ensure openness in discussing candidates and no disclosure of discussions to those outside the NC. The members of the NC may be asked to sign confidentiality statements.
- Institute Board (Board) Nominations should be solicited from the general membership through a special call for nominations. Some Institutes use an annual membership survey to solicit potential candidates for both the Board and the committees.
- The call for nominations should be sent at least four months before the Annual General Meeting (AGM).
- The NC should meet at least three months prior to AGM to select a slate of officers and directors.
- The slate of candidates should be announced to all members at least two months prior to the AGM. Members should be given a process to nominate alternate candidates (see Voting Process below).
- The Board of Directors should provide the NC with any guidelines regarding needs to be filled with special skills, diversity, practitioners vs. non-practitioners, job level, requirement for CIA, etc. Guidelines should be codified (approved by the board) and reviewed and provided to the NC each year.

Voting Process

- In most Institutes, the Nominating Committee (NC) selects the best candidate for each officer and director position, and presents a single slate to the membership. If more than one member is recommended for a position (e.g., six candidates are recommended for four positions), all members must be given an opportunity to vote for their choices, either through ballots (if permitted under your non-profit laws), proxies (assigning a member of the board to vote for your candidates on your behalf), or by individual ballot at the Annual General Meeting (AGM).
- Members should be given the opportunity to submit alternate candidates. The best practice is to require written submission of an alternate candidate at least 30 days before the AGM, signed by at least 20 members or higher, as determined by the Institute's Board.

- At the AGM, the Chairman of the NC should present the proposed slate of officers and directors and call for a vote. If a slate with one nominee per position is proposed, the vote can be by voice. If a choice of candidates is proposed, members should vote by printed ballot.

Selecting Committee Chairs and Members

- Nominations should be solicited from the general membership through an annual survey or a special call for nominations in conjunction with the Institute Board call for nominations.
- Selection may be made by the Nominating Committee (subject to approval by the Institute Board), by the Institute President, or by the Institute Board.