
C - NOMINATING COMMITTEE GUIDELINES

These guidelines are promulgated by the Nominating Committee (the Committee) pursuant to Article IX of the SOA Bylaws. The guidelines are intended to ensure that elections are conducted in accordance with SOA Bylaws and policies established by the SOA Board of Directors. The Committee has the authority to recommend to the Board of Directors, through the Governance and Policy Committee (GoPo Committee), any revisions to these guidelines relating to elections.

THE NOMINATING COMMITTEE

The Committee should be composed of at least nine Fellows, reasonably representative of the geographical distribution and occupational interests of the membership. The Committee is appointed by the GoPo Committee, with input from the Board. The GoPo Committee will issue an open call to Fellows for expressions of interest in serving on the Committee. Departing Board members must wait one election cycle before they are eligible to serve on the Committee. Eligible Fellows expressing interest in serving will be considered by the GoPo Committee, but are not assured appointment. The final decision as to which Fellows to appoint to the Committee is made by the GoPo Committee. Departing Committee members may not serve consecutive terms and must wait one election cycle before ballot eligibility.

RECRUITMENT OF PRESIDENT-ELECT AND VICE CHAIR AND ELECTED BOARD MEMBER NOMINEES

The GoPo Committee will recruit potential nominees with strong leadership skills, service to the profession, personal reputation and enthusiasm. The GoPo Committee should seek input and assistance from the Executive Committee, CEO and/or COO/CFO and current or former Board members to recruit qualified Fellows for President-Elect and Vice Chair and Elected Board Member positions. Names of potential nominees whose skills and experience seem to match the needs of the organization may be solicited from or submitted by various sources, including the Board of Directors, Issues Advisory Committee, Section Councils, committee chairs, employers, and staff.

The Committee will publicize an open call for nominations, and the names of those Fellows who self-nominate or are nominated by other Fellows will be added to the list of potential nominees. Each potential nominee must complete an Expression of Interest form, thereby accepting nomination and committing to serve if elected, and consequently becomes a nominee for the specified position.

All nominees will be sent a questionnaire that asks about their experience, strategic thinking, core competencies, etc., and will be interviewed or asked to provide additional information by other means. The nominee questionnaire is developed by the Committee with input from the GoPo Committee, as needed, and information from the questionnaire will be used to develop the ballot materials from the nominees selected as candidates for election. Nominees will also receive additional election information and, an invitation to an informational webcast. Nominees will be asked to authorize a background check appropriate to the office for which they are running and they will be asked to complete a release permitting an inquiry to the ABCD or CIA regarding pending discipline matters. Information received from a background check or ABCD/CIA inquiry may result in removal from the election process or disclosure of the matter to the voting membership.

A nominee's failure to submit all required materials in a timely manner will result in the nominee's removal from the election process for that election year, meaning the nominee is also ineligible to participate in the petition process unless the delay is caused by circumstances beyond the nominee's control, as determined by

the SOA.

ELIGIBILITY OF CANDIDATES

Under the SOA Bylaws, certain Fellows may be ineligible to be candidates for the Board, including members of the Committee (Article IX, Sec. 2) and those subject to limits on Board service (Article V, Sec. 3). The following policies apply:

- A Fellow may not serve more than two terms as an Elected Board Member. Legacy Vice President positions count as a term on the Board.
- Elected Board Members are expected to complete their elected terms before running for another position. A Fellow currently serving as an Elected Board Member may not run for another Board position (or for a second term as an Elected Board Member) unless the term for the new position begins at the expiration of his/her current term.
- A Fellow cannot be a candidate for more than one position in one election.
- Employees of any member organization of the International Actuarial Association (IAA) are ineligible for any Board position.
- Members of the Committee are not eligible to be candidates for Elected Board Member or President-Elect and Vice Chair until one year after they leave the Committee.

SELECTION OF CANDIDATES FOR ELECTION

Reserved Seats

By early February each year, the Committee will review the demographics of the current SOA membership and the composition of the continuing membership of the Board, and may recommend to the Board that up to three designated Elected Board Member positions be reserved for an “international member” and/or for areas of practice, industries or employment sectors deemed to be underrepresented in relation to the SOA membership. The Board should always have at least one “international member”.

An international member is a Fellow who:

- 1) lives outside of the United States or Canada, and has a primary work focus that is on markets other than the United States or Canada; or
- 2) has lived outside the United States or Canada for two or more years in the past ten years, or for more than ten years during their career, and has a primary work focus that is on markets other than the United States or Canada.

The Board determines whether or not to approve the designation of Reserved Seats.

For each Elected Board Member Reserved Seat, a minimum of two endorsed candidates satisfying the criterion should be on the ballot.

Selection of Endorsed Candidates

The GoPo Committee will identify skills and experience needed on the Board, based on issues facing the profession, strategic initiatives underway, and other Board-identified issues and priorities. The Committee will use this information to help it select as “endorsed” candidates for election those nominees who would be best suited to serve the current and future needs of the SOA.

Based on the nominee questionnaires and information gathered from other sources, the Committee will review the qualifications, skills and relevant experience (especially highlighting SOA experience) of the nominees, together with any Reserved Seat criteria, in determining which nominees will be selected as endorsed candidates for election. The Committee will give current members of the Board an opportunity to provide feedback on the nominees, but input from the Board is informational and will not overrule the informed and collective judgment of the Committee. Information solicited or obtained by the Committee, including the names and numbers of nominees for each position, should be treated confidentially by the Committee and all others consulted in the process.

In selecting the nominees who will be endorsed candidates, the Committee will give preference to Fellows who have demonstrated strong leadership potential and commitment to the actuarial profession through prior volunteer work. For President-Elect and Vice Chair, the Committee may give strong preference to Fellows who have served on the SOA Board within the last ten years as an Elected Board member.

The Committee will present a recommended ballot of the strongest candidates to be endorsed for election to the Board for approval before releasing that information to the SOA membership. In presenting the recommended slate of endorsed candidates, the Committee may designate up to two additional nominees as first and second alternates for any position, in case one (or more) of the endorsed candidates for the position withdraws or is unable to run. The Board is expected to adopt the Committee’s slate of endorsed candidates as presented, unless there are extenuating circumstances. If, based on information available to it, the Board of Directors believes an endorsed candidate is not appropriate for the position for which he/she has been recommended by the Committee, it may withhold approval and will notify the Committee. The Board may withhold approval only for good reason, as it is not the intent of this guideline to exclude candidates who simply express different views from the Board.

After the Board has approved the recommended election ballot, the Committee will notify all nominees as soon as possible whether they have been selected or not selected as an endorsed candidate for the election ballot. Nominees identified as alternates should *not* be advised of that fact unless circumstances arise that would make them an endorsed candidate. Upon request from the individual, the Committee will provide feedback regarding why an individual was not selected for the election ballot.

Selection of Candidates “by Petition”

Nominees (meaning they have met filing requirements, submitted all paperwork and completed their interview for timely consideration for the ballot) who are notified by the Committee that they have not been selected as endorsed candidates may choose to seek a place on the ballot by petition. Such nominees must notify the Committee within the time frame specified by the Committee and must indicate the Board position for which they intend to seek petition support.

For the non-endorsed nominees who choose to seek petition support, the SOA will establish an online petition

site that will allow Eligible Voting Members to support their petitions. The SOA or the service provider will, by email, notify all Eligible Voting Members about the petition process and will provide the Eligible Voting Members a link to the online petition site and a unique pass code by which each Eligible Voting Member can access the site.

The petition site will remain open for 30 calendar days after the notice is sent to Eligible Voting Members. Each Eligible Voting Member may use his/her unique pass code to access the site and enter support for the petitions of the nominees listed; provided, however, each Eligible Voting Member may support the petition of only one nominee for the President-Elect and Vice Chair office and may support the petitions of no more than three nominees for Elected Board Member position. Once an Eligible Voting Member has accessed the site and entered support for any petition for any Board position, the support may not be revoked or changed.

In order for a non-endorsed nominee to qualify for a place on the ballot by petition, the nominee must obtain a level of petition support from Eligible Voting Members totaling at least 10% of the number of votes cast for President-Elect and Vice Chair in the previous election. (For example, if there were 5000 votes cast for President-Elect and Vice Chair in the previous election, the nominee would need to obtain petition support from at least 500 Eligible Voting Members.)

During the 30-day petition window: (i) a petitioning nominee who attains the level of support required will be so advised once that level of support is reached, but the total amount of petition support received will not be disclosed; (ii) a petitioning nominee who has not attained the level of support required will receive status updates 14 days before, 7 days before, and at the close of the petition window, advising the nominee of the level of petition support he/she has attained as of those dates.

At the close of the petition window, the Committee will receive the results of the petition process. If a petitioning nominee receives the required level of petition support, the Committee will add the nominee to the final ballot as a candidate for election, designated as a candidate "by petition".

CONDUCT OF ELECTIONS

The Committee will work with the GoPo Committee to educate members regarding the nomination and election process.

By March 31 each year, the Committee will plan opportunities for candidates to communicate with the membership, and will establish the format for campaign statements, information and/or questions of the candidates for the various offices. Questions should be designed to give insight into candidate's volunteer service and related experience.

Candidates will be given *Campaign Communication Guidelines* so as to relay an expectation of professionalism and respect in campaign-related communications.

Board members should not, in their individual capacity, opine on the qualification of any candidate for any SOA Board position.

The Election Ballot

For the election ballot, biographical information on all candidates will be submitted according to the format approved by the Committee. Candidates will be given the opportunity to include photographs of themselves. All designations of actuarial organizations that are members of the International Actuarial Association must

be reflected in the ballot information. At the discretion of the Committee, other professional credentials relevant to Board service can be shown on the ballot.

The endorsed candidates selected by the Committee will be identified on the ballot as “Endorsed” (by the Committee). Non-endorsed candidates who attain a place on the ballot by petition will be identified on the ballot as “By petition”. The names of the endorsed candidates for each position will be listed ahead of the names of candidates by petition. Within each separate group of listed candidates, the order in which the names of the candidates will appear will be determined randomly on each voter’s ballot.

Of the Elected Board Member candidates on the ballot who satisfy the Reserved Seat criterion (endorsed or by petition), the one with the highest number of votes is elected, even if the number of votes received is less than would be required for election without regard to the Reserved Seat. All candidates (for any position on the Board) who satisfy the Reserved Seat criterion will be so identified on the election ballot. A candidate may satisfy more than one Reserved Seat criteria. If any candidate (including a candidate for President-Elect and Vice Chair) who satisfies the Reserved Seat criterion is elected, that Reserved Seat will be deemed filled, and other candidates satisfying the Reserved Seat criterion may be elected only if they receive enough votes to be elected without regard to the Reserved Seat.

2. For President-Elect and Vice Chair:

- The ballot will contain no fewer than two nor more than three endorsed candidates. . If any candidates by petition are included on the ballot for President-Elect and Vice Chair, there may be more than three total candidates for the position; no endorsed candidates will be removed from the ballot for this reason.
- Eligible Voting Members vote preferentially for President-Elect and Vice Chair.
 - To win, a candidate must receive a majority of valid votes cast for President-Elect and Vice Chair.
 - For the initial tally of votes received, only first-choice votes are counted.
 - If no candidate receives the necessary majority from the first-choice votes, the candidate (or candidates, in case of a tie, unless such elimination would result in one candidate remaining) receiving the smallest number of first-choice votes is eliminated, and the votes from that candidate’s ballots are redistributed among the remaining candidates according to the second-choice votes shown on those ballots.
 - However, should a tie exist between the candidates with the smallest number of first-choice votes, that tie will be resolved by determining which candidate would have won if the candidate with the most first-choice votes was hypothetically eliminated. The preferential voting process described in this section will be applied to the tied candidates, and the candidate with the smallest number of second-choice votes will be eliminated.
 - If no candidate receives a majority after this distribution, the process above is repeated until a majority is obtained.
 - If, after all possible redistributions of votes, two candidates are tied with 50% (or less) of the valid votes cast, the candidate with the larger number of first-choice votes is elected. If the number of first choice votes was also tied, then the candidate with the larger number of second-choice votes is elected. If still tied, the winner will be determined by lot.

For Elected Board Member:

- The ballot will contain no fewer than 9 nor more than 10 endorsed candidates for Elected Board Member. If any candidates by petition are included on the ballot for Elected Board Member, there may be more than ten total candidates for the position; no endorsed candidates will be removed from

the ballot for this reason.

- If the Board has designated Reserved Seats for candidates meeting certain criteria, candidates meeting these qualifications are to be included on the ballot among the nine or ten endorsed candidates, and not as additional candidates.
- Eligible Voting Members may vote for up to five candidates for Elected Board Member, with one additional vote being permitted for each additional vacancy to be filled. Voters may cast only one vote for any one candidate; cumulative voting is not permitted.
- If two candidates are tied with the n^{th} highest number of votes, where n is the number of Elected Board Member positions to be filled, then both candidates will be elected to the Board.

Cumulative voting is not permitted for Elected Board Member positions.

If an endorsed candidate withdraws from the election or becomes unable to run, and there is enough time to update the candidate information and change the voting system before voting begins, the first (or second, if necessary) alternate for the position will be substituted for the withdrawn candidate on the ballot, unless the alternate also declines. If a candidate is elected for a position (including a Reserved Seat position), but withdraws, declines or becomes unable to serve at any time before the beginning of his/her term, the candidate who received the next highest number of votes for the position will be deemed elected and will fill the position, unless he/she too declines.

ELECTION RESULTS

All candidates on the Ballot should be advised by members of the Executive Committee whether or not they were elected as soon as possible after the results have been finalized.

The Committee will determine procedures for the publication to membership of the vote counts for President-Elect and Vice Chair (including the votes from the full preferential process).