



ELECTIONS

OF THE MEMBERS' ASSEMBLY CHAIR AND THE MEMBERS OF THE INTERNATIONAL BOARD OF DIRECTORS

PROCEDURES

Functional Area	Governance
Business Owner	Plan International, Inc. Nominating and Governance Committee
Effective Date	June 2023 (amended from the version effective August 2020)
Review Date	June 2028
Applicability and Exceptions	Plan International, Inc.
Department	Governance and Executive

STATEMENT OF PURPOSE

This document sets out the Procedures that have been approved by the Members' Assembly, and will be applied by the Nominating and Governance Committee in its management and supervision of the process for election of the Chair of the Members' Assembly and the members of the Plan International, Inc. Board of Directors (the "Board").

1. BY-LAWS

- 1.1 Election of the Members' Assembly Chair and to the Board of Plan International, Inc. are principally governed by the requirements of the By-laws. The key articles are Article X Section 2, Article VI, Section 3-6 and Article VIII Section 4-6 included below:

ARTICLE X Officers

2. **The Chair.** The Chair of the Members' Assembly shall be elected by the Members' Assembly. He or she shall also serve as Chair of the Board of Directors. He or she shall preside at all meetings of the Board of Directors and all meetings of the Members' Assembly and shall have such other duties and powers as the Members' Assembly may from time to time prescribe. He or she is the principal representative of the Corporation. The Chair of the Members' Assembly shall not receive compensation for his or her services. He or she shall hold office for a term of three (3) years from the date of his or her election. In cases where the Chair has not previously served four terms as a director and/or Chair, he or she may be re-elected by the Members' Assembly, for one further three (3) year term. In the event of his or her death, resignation or inability to act during his or her term of office, the Members' Assembly shall elect a replacement for the remainder of such term; such partial term shall not be considered in respect of this limitation on his or her term of office.

ARTICLE VI Directors

3. The Board of Directors shall be composed of not more than eleven (11) individual directors, including its Chair. The composition of the Board of Directors shall meet the following criteria:
- (a) a majority plus one of the directors shall serve on the board of directors or equivalent bodies of Members of the Corporation provided that not more than one person may be appointed a director from any one Member;
 - (b) a minimum of three (3) directors shall not serve on the board of directors or equivalent bodies of any National Organization;
 - (c) members of the Board of Directors shall collectively possess the skills, attributes and experience identified in the election procedures adopted by the Members' Assembly. In order to achieve this, the Members' Assembly shall be entitled to appoint individuals who are external to the Corporation and/or any governing body of any National Organization to the Board of Directors;
 - (d) all directors must have demonstrated knowledge of and commitment to the purpose, values, ideals and goals of the Corporation; and
 - (e) no director shall be an employee of the Corporation or of any National Organization.
4. None of the Members shall be limited in its entitlement to nominate candidates for election to the Board of Directors in accordance with these By-laws.
5. No director or Members' Assembly delegate may receive compensation for her or his services from either the Corporation or any National Organization.
6. Each director elected at a meeting of the Members' Assembly, and each director elected to fill a vacancy in an unexpired term, shall hold office for a term of three (3) years from the date of his or her election and, upon re-election by the Members' Assembly, for a further three (3) year term.

ARTICLE VIII
Committees of the Members' Assembly

4. There shall be a Nominating and Governance Committee consisting of at least three delegates of the Members' Assembly (or such larger number as the Members' Assembly sees fit from time to time) who shall be appointed by the Members' Assembly and meet the following criteria:
 - (a) not more than one person from any one Member may be appointed to the Nominating and Governance Committee; and
 - (b) each person appointed to the Nominating and Governance Committee must have participated as a delegate of the Members' Assembly for at least two meetings.
5. To the extent possible, appointments to the Nominating and Governance Committee shall be made so as to achieve a desirable degree of continuity among the delegates who shall serve thereon.
6. The Nominating and Governance Committee shall choose its own Chair and shall have the following powers and duties, in addition to such other powers and duties as the Members' Assembly shall prescribe from time to time:
 - (a) to solicit and receive nominations from the Members of the Corporation and from others for candidates for election as directors of the Corporation, Chair of the Members' Assembly and for selection as Committee members;
 - (b) to consider the qualifications and availability of eligible persons, whether or not so recommended, to fill such positions, taking into account the attributes, skills and experience of such persons, the need for gender, geographical, ethnic, cultural and age diversity;
 - (c) to manage the election process and recommend to the Members' Assembly individual appointments to the Board of Directors, ensuring that such proposed appointments comply with election procedures established by the Members' Assembly;
 - (d) to recommend to the Members' Assembly, from time to time in the discretion of the Nominating and Governance Committee, persons to serve as Chairs of Committees of the Members' Assembly and to comprise, in whole or in part, the membership of such Committees where such positions and membership are not otherwise specified in these By-laws;
 - (e) to review the efficiency and effectiveness of the governance of the Corporation.

2. COMPOSITION CRITERIA

- 2.1 The only criteria that must be met by the Members' Assembly Chair are those set out in Article X paragraph 2 of the Bylaws, namely that the Chair can serve a maximum of two (2) terms.
- 2.2 The criteria for the composition of the Board are set out in the Bylaws, supplemented by a further set of criteria endorsed by the Members' Assembly pursuant to Article VI Section 3 (c) of the Bylaws:
 - 2.2.1 The Board must comprise a maximum of 11 members (including the Chair) and must reflect the following requirements of the Bylaws:
 - a. The majority plus one director must serve on the Boards of Members.
 - b. At least 3 directors must not be members of a Members' National Board.
 - c. No more than one director shall be from any one Member.
 - d. No director will be an employee of Plan International, Inc. or any National Organizations.
 - e. No director will have served more than 3 terms of 3 years consecutively.
 - f. All directors will have demonstrated a knowledge of and commitment to the purpose, values, ideals and goals of Plan International, Inc.
 - g. Representation of gender, geographical, ethnic, cultural and age diversity.

2.2.2 Where possible, the Board should also reflect the following criteria and skills:

- a. Geographic diversity means that there would be representation of all Plan International regions (Asia, Africa and Latin America) either through National Organisation seats or independent seats
- b. Gender balance
- c. Representation of both small and large National Organizations (determined by number of votes – small = 7 votes or less; large = 8 votes or more).
- d. The Board's membership as a whole should include persons with relevant skills and experience in key areas that may include:
 - Previous Board experience (especially in an international setting)
 - Senior / strategic leadership of an organisation's financial functions
 - International development and humanitarian work (practical experience or deep academic knowledge)
 - Leadership at a large organisation (preferred CEO experience or equivalent)
 - NGO experience (preferably from a larger Non-Government Organisation)
 - Human Rights, including gender and child rights / expertise in structural racism and power dynamics (practical experience or deep academic knowledge)
 - Legal and / or compliance experience (including risk management, audit, governance)
 - Human Resources and change management experience (preferably from a larger organisation)
 - Fundraising (including knowledge of one or more of Plan International's major fundraising markets and how they are impacted by geopolitics and global issues like the climate crisis)
 - Advocacy
 - Information Technology (IT) and digital experience (preferably overseeing significant IT transformations)
 - Business experience (executive level)
 - Marketing / communications / public relations experience
 - Experience with operating in fragile environments and conflict zones
 - Other skills as may be defined by the Members' Assembly or International Board from time to time.
- e. Board members should demonstrate capability to work at scale in a large complex global organisation and other attributes and behaviours such as strategic thinking collegiality, ability to be collaborative, innovative thinking and flexibility.

3. ELECTION PROCESS – ROLES AND RESPONSIBILITIES

- 3.1 Role of the Members' Assembly - The Members' Assembly is responsible for electing and removing directors of Plan International, Inc. and the Chair of the Members' Assembly, pursuant to Article V 3 (k) and (l).
- 3.2 Role of the Nominating and Governance Committee¹ - The Nominating and Governance Committee is responsible for managing and executing the election process and making recommendations to the Members' Assembly for its approval. Its role includes among other things:

¹ Set out in the Nominating and Governance Committee's Terms of Reference, approved by the Members' Assembly in June 2015.

- 3.2.1 Soliciting and receiving nominations of candidates,
 - 3.2.2 Reviewing the qualifications and availability of candidates, and
 - 3.2.3 Managing the election process and recommending to the Members' Assembly individual appointments to the Board of Directors, ensuring that such proposed appointments comply with election procedures established by the Members' Assembly.
- 3.3 Role of the International Board of Directors – Through its Chair, the International Board of Directors will provide its views on the skills and other gaps / requirements on the International Board of Directors to the Nominating and Governance Committee.
- 3.4 Role of the Company Secretariat - The Company Secretariat's role is to provide administrative support and legal advice as required by the Nominating and Governance Committee or the Members' Assembly. The Company Secretariat will also administer election procedures under the Nominating and Governance Committee's supervision according to these Standard Operating Procedures and the directions of the Nominating and Governance Committee.

4. ELECTION PROCESS - PROCEDURES

- 4.1 At the start of each election process, and prior to calling for nominations of candidates to fill an International Board vacancy, the NGC will seek the views of the International Board, via the Chair, on the needs of the Board and the desired skills, experience and attributes of any new Board member(s).
- 4.2 A call for nominations setting out the timeframes for submitting candidate's names and nomination documents (consisting of a short CV including references, nomination form, statement of interest and supporting office's reasons for nomination) is provided by the Nominating and Governance Committee to the Members' Assembly. The call for nominations will identify the particular skills, experience and attributes that would be desirable in the new Board member(s).
- 4.3 The NGC shall seek nominations of potential candidates from National Organisations, as well as from Plan International's wider networks in its country offices, the Global and Regional Hubs. This is in line with the organisation's commitment to increasing diversity and inclusivity and strengthening the International Board of Directors through access to a larger pool of experience and skills relevant to the work of Plan International. In this process it may actively recruit for candidates, either upfront, or after nominations come in, if this is considered to be helpful to find candidates with the desired skills, experience and attributes and to ensure diversity.
- 4.4 The Nominating and Governance Committee will review each candidate's nomination documents and consider the qualifications and suitability of candidates through interviews where appropriate.
- 4.5 References for candidates will be sought (except in cases of existing directors seeking re-appointment) as well as applicable background checks.
- 4.6 The outgoing Members' Assembly Chair or members of the International Board of Directors (assuming they have not served for the maximum terms set out in the By-laws) may stand for re-election. These individuals would be expected to compete for re-election with any new candidates put forward. In these cases, the NGC will seek the views of the Chair of the Members' Assembly and Chair of the Audit and Compliance Committee on the performance of the director and whether he or she should be recommended for a further term on the Board.

- 4.7 The Nominating and Governance Committee makes recommendations to the Members' Assembly on appointments to the International Board of Directors for the indicative electronic ballot to be carried out.
- 4.8 The NGC may decide to hold an indicative electronic ballot process, which may be administered by an external agency that enables votes to be cast in secret in order to have an indication of the Members' votes prior to submission of a recommendation by the NGC on individual appointments to the Members' Assembly for decision. A formal decision is taken with the benefit of the NGC's recommendation, by the Members' Assembly at its next meeting immediately following the electronic ballot. It is assumed that Members will vote in the same way at the Members' Assembly meeting as they have done in the ballot process. The Nominating and Governance Committee manages the ballot process in line with its responsibilities and evaluates the results at each stage to ensure it will lead to a result that meets the requirements of the By-laws and any other requirements set by the Members' Assembly.
- 4.9 In the event that no single candidate receives a double majority of members and votes cast at the meeting in an indicative ballot, the NGC may, if there were more than two candidates in the ballot, hold a further run-off ballot if appropriate between the two candidates who attracted the highest number of votes before taking the matter to the Members' Assembly meeting for further discussion and direction.
- 4.10 The Nominating and Governance Committee makes recommendations to the Members' Assembly on individual appointments to the International Board of Directors.
- 4.11 The Members' Assembly Chair and International Board of Directors are elected by the Members' Assembly. A decision of the Members' Assembly, including election of directors, must be taken through one of two methods:
- 4.11.1 At a Members' Assembly meeting in which both a majority of Members and a majority of votes cast at the meeting approve the election; or
 - 4.11.2 By a unanimous written resolution of all Members if the decision is not taken at a Members' Assembly meeting.
- 4.12 The allocation of votes between Members is calculated on the basis of the formula set out in the By-laws.