GOVERNANCE MODEL
Frequently Asked Questions and Answers

1. WHAT IS THE NETWORK'S GOVERNANCE MODEL?

The Microinsurance Network's governance model is defined in the Articles of Association, also commonly referred to as the By-laws. The procedure for Board elections is outlined in articles 18, 19 and 20. The slate approach was adopted by the General Assembly on 15 November 2013.

2. WHAT IS THE SLATE APPROACH?

The slate is the list of candidates standing for election as Board members. The list is put together by the Nominations Committee, and members with voting rights cast votes through an electronic voting process that is completed before the General Assembly takes place. The rationale behind the slate approach is to try to ensure that the composition of the Board as a whole meets the needs of the organisation, taking into account the blend of skills and expertise needed for a competent execution of the Board's responsibility to oversee and develop the Network. While each individual plays an important role, it is the composition of the Board as a whole that is key.

3. WHAT IS THE NOMINATIONS COMMITTEE?

Every two years, the Chair of the Network or the Executive Director initiates the constitution of the Nominations Committee which is made up of:

- One or two Board members from the current Board who are standing down;
- Three other members of the Network; and
- The Executive Director of the Network who has no voting rights.

The Nominations Committee proposes the slate, or list of Board candidates, to the members of the Association. Each voting member of the Microinsurance Network votes for or against each candidate listed on the slate, and also has the option of abstaining.

4. WHAT DOES IT TAKE TO GET ELECTED?

For the elections to be valid, at least half of the voting members must cast a vote. For a candidate Board member to be successful, he or she must win at least 50% of the votes cast, ***and*** all other candidates on the slate must be successful too.

5. WHAT IF SOME CANDIDATES ARE UNSUCCESSFUL?

All candidates listed on the slate must achieve a majority of the votes cast for the proposed Board to be approved. If one or more candidates does not win at least 50% of the votes cast, the Nominations Committee reconvenes and proposes a new slate. The same voting process occurs until a slate is approved.

6. WHAT ARE THE GUIDING PRINCIPLES OF THE CONSTITUTION OF THE SLATE?

The Board has established a list of *principles* for constituting the slate. These principles should be seen as guidelines rather than quotas and are:

- Stakeholder diversity
- Geographic diversity
- Gender diversity
- Skill set diversity
- Balance between continuity and novelty

The Executive Director supports the Nominations Committee with this task. A human resources professional may also be consulted since this is essentially a recruitment process.

7. WHAT ARE THE KEY FEATURES OF THE NETWORK'S GOVERNANCE MODEL?

- Elections are held every two years.
- A Nominations Committee is formed to propose a Board slate.
- A slate consists of a minimum of seven and a maximum of nine Board members.
- Each institutional member has one voting right.
- Individual members have no voting rights but are eligible to become Board members.
- For a Board to be elected, each member of the slate has to win a simple majority of the votes cast.
- If this condition is not satisfied, the Nominations Committee proposes a new slate.
- Each Board is elected for a two-year term.
- Board members can be elected for a maximum of four consecutive terms, i.e. a total of eight years.

8. WHAT IS THE RATIONALE BEHIND THE GOVERNANCE MODEL?

The current slate approach has been benchmarked against those of other organisations.

Why seven to nine Board members?
While seven Board members worked well in the past, it might prove insufficient to cover all the required skills the Board needs to fulfil its responsibilities. Therefore, the flexibility to propose seven to nine candidates can be handy. More than nine Board members might prove unmanageable.

Why a two-year Board term?
Given the rapid pace of change in the microinsurance sector, three years seems a long time for a Board to stay in place and therefore, the suggestion is for the term to be of two years to allow for better responsiveness. However, the Network also has a limited number of members, and therefore, the suggestion is that Board members can be re-elected for up to four consecutive terms. This means that a candidate could be on the Board for eight consecutive years (previously six). It also means that a Board member can be voted out after two years (previously three). The Board members re-elect the Chair and Vice-Chair for each term (previously at the end of the chair's term).

Individual members as Board members
Individual members do not have a vote in the General Assembly, but if elected to the Board, have full voting rights in all Board matters.

9. HOW IS THE GOVERNANCE MODEL IMPLEMENTED?

For the new Board to be seated the following year, the Executive Team needs to gauge members' interest in joining the Nominations Committee as soon as possible in Q1 of the previous year.

The governance model is implemented as follows:

Set up Nominations Committee (NC)	Establish slate profile	Seat slate	Launch voting process
The NC is set up and has voted on its lead. The NC is aware of its role and responsibilities as well as the time frame.	A profile for the new Board has been established. It is important to think in terms of skill set first rather than potential candidates.	The slate has been seated. Candidates have been identified.	The slate has been voted on and, if successful, the new Board will be seated on 1 January of the following year. If not, the NC analyses and reviews the outcome of the vote and proposes a new slate.

10. AM I ELIGIBLE TO JOIN THE NOMINATIONS COMMITTEE?

If you satisfy the following criteria, then you are eligible to join the Nominations Committee:

- You are a member in good standing (have paid your 2018 membership fees).
- You do not plan to stand for election as Board member for the new term.
- You have sufficient time to consecrate to the task[1].
- You express your interest by the due date.

The Executive Team seeks three members to join the Nominations Committee. If more than three members apply, an electronic voting round is organised.

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[1] The Executive Team estimates that this could require up to three to five days of your time over the course of the year.