

# 'Directors-at-large' annual nomination and election process.

## Introduction:

This page details the annual process for seeking nominations, electing and seating up to two 'At-Large' Directors from Organization members in good standing. (Note: Not available to Individual Contributor members due to potential liability exposures even if at low likelihood). A call for nominations is typically made in the last quarter of the calendar year, for the next full calendar year.

## A: Overview of the Process and Timeline:

1. Typically, a short period of pre-nomination promotion will be undertaken in the last quarter of the Calendar year in Kantara's Newsletter and on social media.
2. A notice displaying the nomination period with details of when it opens and closes, the election period and the All-Member Ballot period (if applicable), will be made by staff a week or two later.
3. The process reflects [Article 4.2.3 ByLaws](#) (repeated at the bottom of this page for information) and the Board typically uses the All-Member Ballot process but retains a high level of discretion across the entire activity. Note that the descriptor 'Principal member' used in the ByLaws is commonly referred to as 'Organization member'.
4. In brief, a member organization self nominates or is nominated by another Kantara member during the nomination period. If up to two nominations are received, at the Board's discretion (for example but not limited to consideration of potential conflicts of interest), these may be reviewed and accepted. If more than two nominations are received, nominees are given an opportunity to pitch to the membership, for the purposes of rallying support and votes for their election.
5. An election period is announced by Kantara Staff, and typically the All-Member-Ballot process is used to collect votes. The election is based on a first past the post system.
6. Based on the number of eligible votes received, and subject to the review and acceptance of the Board, the winner/s are declared.
7. The successful Candidates formally take up their Board posts as early as possible in the new calendar year, but may be invited to join Board calls before their official tenure as part of the onboarding process. The successful candidates must remain members in good standing throughout their tenure. Failure to do so will result in dismissal from the Board and at the discretion of the Board, possibly a call for new elections to fill the vacant seat.

## B: Nomination Process:

1. Nominations of candidate organizations can be made by itself or by other member organizations or individual contributor members, subject to the evidentable agreement of the primary contact of the candidate organization to be nominated. Please note that *both* the nominator and the candidate organization for the At-Large Director/s role must be a [Kantara Initiative member currently in good standing](#) at the time of the nomination. If you do not know these details, reach out to staff at [kantarainitiative dot org](mailto:kantarainitiative.org) for confirmation or otherwise.
2. Submit via email to staff at [kantarainitiative dot org](mailto:kantarainitiative.org) the following information before the close of the nomination period announced.

- Name and email address of Nominator (if applicable):
- Name of candidate Organization member and (if applicable) email address of the contact person with whom the acceptance to be nominated has been received.
- Organization member Candidate Statement (optional up to approx. 500 words) where, along with an organization's interest, eligibility and suitability for the role are expounded, the Candidate Statement should also state potential conflicts of interest (e.g. but not limited to Board member of other industry consortia in the digital identity and personal data ecosystem, commercial interests and shareholdings in ventures that could be perceived as being in conflict etc etc).

## C. Election Process:

1. The Voting process takes place within the voting period, and typically using the All-Member-Ballot procedure.
2. Voting Rules: A Supermajority (75% affirmative) of those voting in this All-Member Ballot. At least 15% of all Members voting is required to approve a candidate member organization to the role of 'At-Large Director'.
3. Eligible voters:  
The nomination, election and All-Member Ballot process is open to all Members of Kantara Initiative, Inc in good standing at the time of the election.
  - Each member organization may cast only one vote.
  - The Primary Representative from each member organization should cast the member's vote (If you are unsure as to the Primary Representative of your organization, please contact staff at [kantarainitiative dot org](mailto:kantarainitiative.org)).

## D. References:

Section 4.2.3 of the ByLaws is reproduced here for convenience.

At Large Directors. At the discretion of the Board, up to two (2) additional Directors may be elected by the existing Members that are from any 'Director Member' or 'Principal Member' category (as those terms are defined in the Member Agreement and on the Corporation's website). The term for these Directors will be for one (1) calendar year and will expire at the end of each year on December 31st. The procedure for the election of these Directors will be determined and overseen by the Board, except that all current Members that are 'Individual', 'Principal' or 'Director' Members will each have only one (1) vote and the top two (2) Members receiving the highest number of votes will be elected. Each such elected At Large Director will designate one (1) individual to represent it on the Board and may designate one (1) alternate. There is no limit as to the number of terms that these Directors may serve. If either or both elected Directors resign or vacate their position before the end of their term, the Board may initiate an election to fill the remaining time of the term(s).