

GOVERNANCE MODEL

Frequently Asked Questions and Answers

1. WHAT IS THE FAQs "GOVERNANCE MODEL"?

This information note is an appendix to the bylaws on the Microinsurance Network governance model as outlined in articles 18, 19 and 20. These articles were amended to transition to a "slate approach" and were unanimously approved by the General Assembly on November 15, 2013.

2. WHAT IS THE "SLATE" APPROACH?

The Network governance model can be referred to as a "slate approach". A slate is "a list of people who are being considered for a particular job or position, especially in politics" (online Cambridge dictionary). Basically, the slate is a list of proposed Board members to be voted on by the General Assembly. The idea behind is that a full Board is proposed, based on a review of which skills and expertise are needed to address Board responsibilities and support the direction of the Network. It is like putting together a football team. The individual players are important but it is the composition of the team that is key.

3. HOW DOES THE "SLATE" WORK?

Every election year, the Chair of the Network will initiate the constitution of the Nominations Committee. It will be composed of:

- 1 to 2 members of the Board who are not up for re-election;
- 3 other members of the Network; and
Every member is eligible to volunteer to be on the Nominations Committee, if more than 3 members volunteer then the 3 members will be selected by a simple majority vote by the members.
- The Executive Director of the Network who has no voting rights.

The Nominations Committee will propose the slate (or list of candidates) for the Board to the General Assembly. Each eligible member will vote on each candidate listed on the slate. Each candidate on the slate will need to be elected by simple majority voting. All listed candidates on the slate need to reach simple majority for the proposed Board to be seated.

If one or more candidates do not get more than half of the votes, the slate needs to be reconfigured by the Nominations Committee and the same voting procedure follows till a slate is approved.

4. WHAT ARE THE PRINCIPLES THAT GUIDE THE CONSTITUTION OF THE SLATE?

To guide the work of the Nominations Committee, the Board has established a list of composition principles, which are not to be seen as quotas but pointers for discussion:

- Institutional diversity;
- Geographic diversity;
- Gender diversity;
- Specific skills needs and diversity; and,

- Balance between continuity and new inputs.

The Executive Director will support this Committee and there is also a possibility to get HR expert support as it is a kind of "recruitment" process.

5. IN A NUTSHELL WHAT ARE THE IMPORTANT THINGS I NEED TO KNOW ABOUT THE NETWORK GOVERNANCE MODEL?

- Elections will be held every two years
- A Nominations Committee will be formed to compose the Board slate
- A slate proposes a minimum of 7 and a maximum of 9 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 get a simple majority
- If this is not achieved the Nominations Committee has to propose a new slate
- Each Board is elected for a two year term
- Individual Board members can be elected for a maximum of four consecutive terms, so a total of 8 years

6. RATIONAL BEHIND THE CURRENT GOVERNANCE MODEL

The current slate approach has been devised based on a review of what is done by other organisations.

Why 7-9 Board members?

7 worked well in the past. However it could be that 7 candidates will not be enough to address the required skills the Board needs to fulfil its responsibilities, and therefore, the flexibility to propose 8 or 9 candidates can be helpful. More than 9 Board members might make the Board unmanageable.

Why a two year Board term?

With the microinsurance sector developing quickly, it seems that 3 years is a long time for a Board to stay in place and therefore, the suggestion is for the term to be of 2 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 4 consecutive terms. This means that a candidate could be on the Board for 8 consecutive years (previously 6) and it also means that he or she can be "voted out" after 2 years (previously 3). The chair will be re-elected each term (previously at the end of the chair's term).

Individual members as Board members

To have a broader representation of members on the Board, the previous Board decided to include individual members to the slate, and eventually to the Board. Individual members do not have a vote in the General Assembly, but if elected to the Board, will have full voting rights in all Board matters.

7. HOW WILL THE GOVERNANCE BE IMPLEMENTED IN 2016?

To have the new Board seated in 2017, we will start in May 2016 with inviting members to join the Nominations Committee.

There will be four stages:

Set up the Nominations Committee (NC)	Establish Slate Profile	Seat the Slate	Launch voting process
May to June	June to August	August to September	October to November
<p><u>Expected result:</u> The NC is complete and has voted on its lead. The NC is also aware of its role and responsibilities as well as next steps.</p>	<p><u>Expected result:</u> A profile for the new Board has been established. It is important to first think about skills and competencies before putting down names.</p>	<p><u>Expected result:</u> The slate has been seated. Candidates have been named and individual profiles have been added.</p>	<p><u>Expected result:</u> The slate has been voted, and, if successful, the new Board will be seated on January 1, 2017. If not, the NC reviews outcome of the vote and sets a new slate.</p>

8. ARE YOU INTERESTED TO BE PART OF THE NOMINATIONS COMMITTEE?

We are looking for 3 members of the Network to join the Nominations Committee. Estimated level of effort is 3 to 5 days over the course of the year, with administrative support from the Secretariat.

To be entitled to join, the following criteria apply:

- You are a member and have renewed your 2016 membership;
- You will not present yourself for election;
- You have 3 to 5 days to commit to this task;
- You express your interest by June 10, 2016 to the [Secretariat](#).

If more than 3 members apply, an electronic voting round will be organised between June 13 and June 26, 2016 through a simple majority vote by the Network members.