

## **Nonprofit Members are Represented on the Board**

From its beginnings, Alliance of Nonprofits for Insurance (ANI) has been an organization driven by grassroots nonprofits. Its member-insureds are all 501(c)(3) nonprofits, and most of their work is community-based. The board has a healthy mix of representatives of nonprofit member-insureds and independent professionals. While ANI is managed by a group of seasoned executives, the board of directors plays an active role in governance and oversight, actively debating issues of policy to ensure the best possible decision-making for ANI on behalf of the members.

## **Nonprofit Members Elect the Board**

The board of directors of ANI is elected by the membership, with each member having one vote. Approximately one-third of the board stands for election each year. ANI has two types of directors. A “member-related” director is a director who holds a position as an officer, director or employee with management responsibilities of an ANI member. A “professional” director is a director who has substantial management or professional experience in one or more of the following areas: (i) law; (ii) accounting; (iii) banking; (iv) business; or (v) insurance. At all times at least fifty-one percent (51%) of the directors must be “member-related” and at least three (3) must be “professional” directors. By practice five (5) directors have been “member-related” and four (4) have been “professional.” Typically the slate for “member-related” directors is competitive, with more nominees than open director seats. The slate for “professional” directors is typically not competitive as it represents specific skill sets the board has determined are needed for the board at that time.

## **Nonprofit Members Nominate Board Candidates**

Nominations are solicited from the entire ANI membership in the fall via an electronic, faxed or mailed nomination form. All nominees are interviewed by one or more members of the Board Development Committee. The Committee meets to review the candidates and recommend a slate to the full board of directors at its December meeting. Nominees need not have insurance experience. However, they must, in the opinion of the Board Development Committee, have sufficiently broad experience to bring value to the ANI board. Every effort is made to produce a diverse slate, however, the Board Development Committee has limited control of this since nominations come directly from the ANI membership.

A person meeting the required qualifications may be assured a nomination, aside from selection by the Committee, by submitting a qualifying petition. The petition must be signed by fifteen (15) of the voting members and must be submitted to an officer of ANI at least forty-five (45) days before the date of the election.

Once approved for the slate by the Committee, nominees are required to supply information to enable ANI to conduct a background search that includes credit and criminal history, and confirms any higher education reported by the candidate. The background search information is provided electronically to the Board Development Committee chairperson by the background search service. Only issues that would potentially disqualify a candidate are then shared with the full Committee for consideration.

At the December board meeting, the slate of candidates is discussed and approved as recommended or amended, and submitted to the membership for a vote. The ballot is sent to each member electronically, or by fax or mail, in early January. The election period closes in early February. Those who receive the largest number of votes in the open categories (i.e., “member-related” or “professional”) become directors immediately upon the close of the election. Terms are for three years.