



Council for Responsible Nutrition

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To: Executive Contacts for All CRN Voting Members

From: Steve Mister, President & CEO

Re: Election of the 2017 CRN Board of Directors

Date: October 06, 2016

OFFICIAL CALL FOR NOMINATIONS FOR CRN'S BOARD OF DIRECTORS

CRN is currently accepting nominations for several open positions on its Board of Directors. Nominations must be received by **Monday, October 31, 2016**. There are two (2) open positions for finished product manufacturer/marketers and three (3) open positions for nutritional ingredient suppliers.

Background

CRN's Board of Directors is composed of directors from two sources:

- **Large Members** – Any CRN member paying dues on at least \$120 million in annual sales is offered one permanent seat on the Board of Directors. These positions do not require election and are filled at the discretion of the member. Currently, there are 26 permanent members on the Board.
- **Small Members** – The remainder of the Board of Directors is composed of elected representatives from “small” companies – those with under \$120 million in annual sales, and they are elected separately as “manufacturer” or “supplier” representatives. The Bylaws provide that the number of representatives shall be 20% of the number of small members in each category. These representatives serve three-year terms on the Board with the opportunity to run for re-election once. These members may run again after stepping off the Board for one year.

Based on current membership, there are 17 elected members on the Board. There are six (6) manufacturer/marketer elected positions, two (2) of which are up for election this fall; and there are eleven (11) ingredient supplier elected positions, three (3) of which are also up for election this fall.

Process for Nominations and Elections

In 2013, the Board of Directors amended CRN's Bylaws to provide for a more orderly and manageable nomination and election process. Any “small company” – one with less than \$120 million in annual sales – may recommend one candidate for nomination to the Board of Directors. The Nominating Committee of the Board, chaired by the Immediate Past Chair of CRN, reviews the names submitted and compiles a slate of nominees to fill the available Board positions in each category: manufacturers and suppliers. Then the slate is offered to the membership for approval. If the slate receives a majority vote from the membership, the slate is determined to be elected. If the majority of the CRN membership rejects the slate put forth by

the Nominating Committee, then all names submitted to the Committee are put on an open ballot whereby members vote, with those receiving the highest number of votes being elected.

Submitting Nominations for the Board of Directors

If you are interested in serving on CRN's Board of Directors, you are invited to submit your name for consideration. CRN strongly urges members to consider nominating the company's CEO or President, although other senior management executives may also serve on our Board. The Nominating Committee tries to assure that the highest level of corporate decision-makers are involved in CRN activities because many of the decisions that CRN's Board is asked to make require the ability to analyze impacts on all aspects of the industry (sales and marketing, product development, legal, regulatory compliance, public affairs, international, etc.). Please be reminded that potential Board members serve in a fiduciary capacity on behalf of the industry and must be willing and capable of fulfilling the association's mission. In addition, these individuals must be able to participate in the regular meetings and conference calls of the Board of Directors. All Board members must sign a conflict of interest statement and agree to uphold the goals and ideals of CRN.

Please submit your recommendation to Steve Mister at smister@crnusa.org. **Nominations must be received by Monday, October 31, 2016.** Please provide the following information:

- Candidate's name and title;
- CRN member company represented; and
- Whether the company is a finished product manufacturer or ingredient supplier.

Depending on the number of names received, the Nominating Committee may contact candidates to learn more about their interest and their qualifications to serve on the Board. The slate of nominees will be announced in November with elections held shortly after that. The 2017 Board members will be announced in December. The new Board term starts effective January 1, 2017 and the March 2017 Board of Directors meeting in Washington, DC will be the first meeting of the newly elected Board.

If you have any questions about the process, please contact me at 202-204-7676 or smister@crnusa.org. We look forward to hearing from you.