

itSMF International

The IT Service Management Forum

itSMF International Limited

International Executive Board - Elections 2009

For General Distribution in June 2009

1. Introduction

This communiqué to Chapter Leaders is designed to provide you with **advanced notification** that the Board of itSMF International has confirmed that its Annual General Meeting is to take place, after the planned 2nd Chapter Leadership Conference, on Friday 30th October 2009 in The Barceló Sants Hotel, Barcelona, Spain starting at 9.00am.

Web: www.barcelosants.com

Further details will be issued, in line with the statutory notification process together with voting slips and resolutions, shortly.

2. Election

This is a significant Annual General Meeting (AGM) which this year, calls for an election process to be invoked, which will ultimately mean nomination of individuals to the IEB.

From this year onward, and with the consent of the Chapters agreed at the November 2008 AGM, the itSMF International Executive Board (IEB) will commence a phased turnover of Board positions so as to ensure continuity. Thus, it has been agreed that 4 current Directors of the IEB will retain their positions as Directors for a further year, to stand down in 2010 and that 3 of the current IEB members will stand down at the end of this year. Thus there will be an opportunity for individual nominees from Chapters to be appointed to the Board each year.

For the purposes of nomination and elections therefore, 3 directorships shall become available to be offered to potential candidates nominated by Chapters and Global Members. Tenure is for 2 years starting from January 2010 following confirmation of their appointment to their positions by the Chapters at the AGM and a handover period

Posts are not remunerated but travel expenses and other reasonable expenses are reimbursed.

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Individuals are appointed as directors of the itSMF International Limited company, and may be called upon to perform any one of the current portfolios in place and/or any other task as directed by the Chairman and agreed by the IEB. As Directors, these posts carry the full liability expected of people in a senior role.

The Chairman of the company is elected from within the IEB separately by his or her fellow Directors and portfolios are allocated once the new Board has been re-formed.

At least two thirds of the directors must be current or until very recently, experienced "IT Service Managers" having operated in a "user" environment.

Please note that it is not permissible for individuals who are elected and subsequently appointed, to be unduly influenced for the sake of commercial or personal gain by their employers, or by any other commercial interests they may have. The Board monitors this and all directors must provide a statement of interests and sign an NDA, prior taking up their posts.

There are also a number of key essential criteria that potential candidates must meet, before they are nominated. They are:

Essential Qualities

- Is willing to be put forward as a nominee
- Is a paid up member of an itSMF Chapter or Global Member which is in good standing
- Has experience in IT Service Management
- Has the support of his or her employer if appropriate
- Can and is willing to travel
- Can commit to at least 4 x Physical Board meetings per year, 12 x Teleconference Board meetings per year and other portfolio related meetings (likely to be an additional 4 physical meetings per year)
- Is fluent in English
- Will commit the necessary time to execute the duties of the director position and the portfolio deliverables as assigned.

Optional Qualities

- Has an expertise in any one of the portfolios held by the IEB
- Has a Degree and/or a formal business qualification and/or a formal IT Service Management qualification
- Is a member of a professional institute or trade association recognised by itSMF in the country of origin

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The current IEB will facilitate a handover and induction process, for a period up to and including 1st January 2010. The 3 directors due to step down, will cease direct involvement in the organisation.

In accordance with the rules, no more than two nominees can be appointed and hold office at any one time, from any one particular Chapter or Global Member.

The directorships are not representative positions, of any Chapter, Global Member, company or commercial interest.

Only Chapters who are in good standing may participate in the process for nominating, electing and appointing individuals to the IEB. For the purposes of clarification, the IEB has defined and determined good standing as meaning;

A chapter in good standing is defined as one that has:

- *Paid all levies due to the itSMFI. annually*
- *A current signed Chapter Agreement in place and a list of the current members of the Chapter's Management Board registered with the itSMFI Company Secretary*
- *Continued compliance within the terms and conditions of the Chapter Agreement*
- *Notified the itSMFI Company Secretary(company.secretary@itsmfi.org) of any change of their current Management Board members and their designated International representative, within 30 days*

A chapter in good standing is therefore permitted to:

- *Nominate candidates for itSMFI Director and Officer positions*
- *Attend the AGM, CLC and Open Chapter meetings*
- *Vote on elections and other matters of the AGM and other Chapter meetings*
- *Be considered for grants and loans from itSMFI*
- *To have representation on itSMF committees, boards and working groups*
- *Operate using the itSMF trade word and brand*

3. Timeline

The nominal timeline for the election process this year is detailed below:

Now	Advanced notification of an election due to take place (this document)
End- July	Distribution to all Chapter Leaders and Global Members of the official nomination form, which is to be completed and returned by

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the 13th August 2009. Nominations may include any current paid up member of the itSMF who meets the essential qualities listed above. To be returned by end-August.

- 20th Aug. Polling of and distribution to the Chapter Leaders of official nominations received, information, biographies and photographs together with voting forms for voting.
- 17th Sept. Receipt of voting forms (in sealed envelopes and/or privately sent via-email) to the Company Secretary.
- 21st Sept. Count of votes by an independent teller approved by the Board.
- 30th Sept. The result of the votes will be provided by the independent teller, to the current Chairman and Company Secretary.
- 30th Oct. Chairman to announce the result of the election to the stakeholders at the AGM together with a recommendation for the Full Chapter Board to make the appointments as appropriate.
- 1st Nov. Current Board hands over to the new Board by 1st January 2010.

Formal notification to Chapters of the AGM together with the Agenda for the meeting will follow at the end of July.

By order of the Board,

Keith Aldis
Chief Executive & Company Secretary
itSMF International Limited.

June 2009