

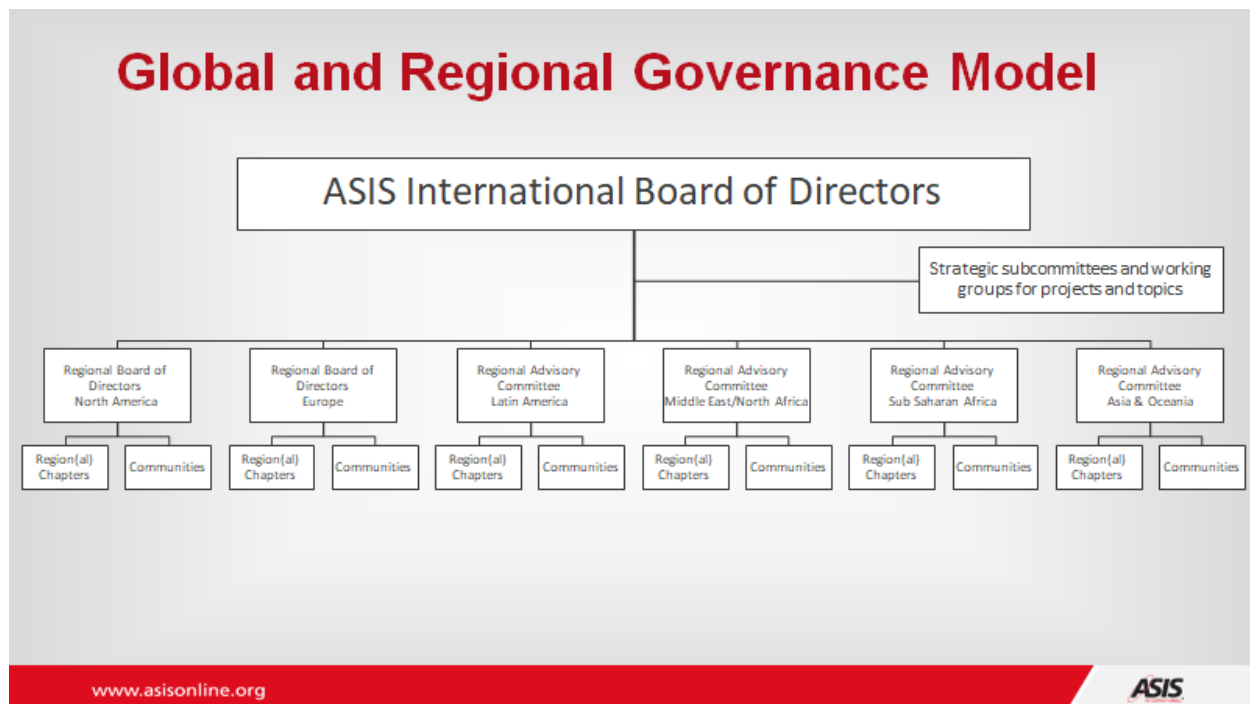
Global Governance FAQ Document

The following FAQ document is intended to expand upon expected common questions that members may have regarding ASIS International's move to a new and more enhanced global governance structure.

Why is ASIS devoting resources to a new global governance structure?

ASIS International's new global governance structure will establish a strategic global direction and unified management system that maintains long-term organizational integrity and allows us to use best practices for global associations such as ours.

What does the new structure look like?



What is the difference between a Regional Board of Directors and a Regional Advisory Committee?

As we reviewed myriad input from different perspectives, we learned that different parts of the ASIS world are at various stages of development. North America and Europe represent our largest concentration of members at approximately 26,000 and 2,700, respectively. We will work with the remaining regions to identify and develop key success indicators that will move them from Regional Committee status to Regional Board status.

Who was involved in the decision-making process to update ASIS' governance structure?

The ASIS Board of Directors has been considering governance changes for several years. In 2018, we formed a Global Governance Work Stream using the work from the Globalization and Governance Taskforces as a starting point. This group of approximately 12 people were a cross-representation of ASIS' global leaders, including regions, chapters, and councils. The Work Stream was guided by two experts in association governance, our CEO, and our Chief Global Member Engagement Officer.

What objectives helped shape the discussions of the Global Work Stream and the Board of Directors?

Many objectives guided the discussions of the Board and Work Stream. They included:

- Establish a “why” beyond think globally and acting locally,
- Ensuring ASIS is viewed as the worldwide authority and resource for professionals in security,
- Setting a global strategic direction that allows regions and local security communities to thrive,
- Establishing regional leadership bodies that are part of, and report to, a global Board,
- Ensuring unified management,
- Maintaining long-term organizational integrity,
- Balancing identity, authority and autonomy with control,
- Enhancing success through a phased-in approach, and
- Establishing a framework for product and service delivery.

What guiding principles were considered by the Global Work Stream and Board of Directors in governance discussions?

The Global Work Stream and the Board operated under guiding principles that included:

- Developing a model that incorporates centralized strategic direction setting,
- Empowering regional leadership who can adapt global strategy at a regional level,
- Centralizing a management structure that maintains operational control while providing active support to regional bodies,
- Distributing financial authority, designed to promote and support regional identities within a unified global brand, and
- Recognizing that various regions are at different phases of growth.

What are the major changes expected in how we select the ASIS International Global Board?

In the coming weeks, we will be conducting two different selection processes.

First, by competitive election, the membership will select three members of a Nominating Committee. The three members will join two ASIS Board representatives (yet to be selected) and the Committee will be chaired by the ASIS Immediate Past President, Richard E. Chase, CPP, PCI, PSP. The Candidate Interest Forms for the Nominating Committee and the Global Board of Directors launched on Friday 10 May.

Second, the Nominating Committee, once seated, will provide the ASIS Board with an uncontested slate of candidates for the 2020-2022 ASIS International Global Board of Directors by August 2019. The new Board will be announced at the 2019 GSX and will begin its tenure starting 1 January 2020.

How will this happen?

The governance transition is a large undertaking for an association of our size, and it will be accomplished in phases with a strategic methodology to ensure inclusiveness and transparency to all members and that it is within the capacities of ASIS volunteers, staff, and financial resources.

When will this happen?

The comprehensive global governance transition will be complete by 1 January 2022. However, the transition will be conducted in steps that include:

- Bylaws for Board approval in June 2019,
- Nominating Committee election in July 2019,
- Global Board of Directors (GBOD) seated by 1 January 2020 (announce names at GSX 2019),

- Create and seat North American and European Regional Boards by 1 January 2021, and
- Create and seat Latin America, Middle East/North Africa, Sub-Saharan Africa, and Asia/Oceania Regional Committees by 1 January 2022.

What does this mean for me?

For most members, the transition impact will be minimal to none. For current volunteer leaders across ASIS, we will be working with you as we move through our changes to communicate impacts to you. Many questions remain to be answered and we will work to address them as soon as possible.

For the next year, at a minimum, Councils, CVPs, Regions & Chapters, SR/R/ARVPs will not be impacted by these changes.

And for the next two years, at a minimum, Regional Advisory Councils in the Middle East, Latin America, Africa, and Asia-Pacific will not be impacted by these changes.

In Q1 CY2020, we will work with leaders in North America (US/Canada) and Europe to determine how, who, and when to seat their respective Regional Boards. Until seated, the European Advisory Council remains in place.

What really changes going forward?

- For members and customers, ASIS will be able to better deliver member value through product and service delivery at the local, regional and global levels.
- From an election and representation perspective, members will now vote for 3 representatives to serve on a Nominating Committee. This Committee will also have 2 current ASIS Board members on it and will be chaired by the Immediate Past President.
- From a Board seating perspective, a non-competitive slate will now be recommended by the Nominating Committee to the sitting Board for approval.
- From an Executive Committee perspective, we will move from 5 seats to 3 seats.
- From a representation perspective, a competency-based Board will be seated and will be joined by representatives from CSO Center, ASIS Foundation, and the Professional Certification Board.

What impact will this have on elections/appointments for Foundations, CSO Center, etc.?

At present there will be no impact on the appointment/selection/election processes for the ASIS Foundation, Standards and Guidelines Commission, CSO Center, or Professional Certification Board (PCB). In the coming years, we will work with these volunteer groups to align officer selection time frames and terms with the Global Board of Directors time frame and terms.

In CY20, the 2019 leaders of the PCB, CSO Center and ASIS Foundation will have seats on the Global Board of Directors. The PCB position will be ex-officio non-voting, and the CSO Center and Foundation leaders will be voting members.

Who has helped guide ASIS in the process?

ASIS has been fortunate to have the guidance and support of two association governance experts, Dr. Mark Engle and Steve Lieber, CAE, along with key ASIS Staff. For those who would like to know more about association governance, please view the following nearly one-hour video that features Mark speaking about board member recruitment and selection approaches that ensure seating high

performance boards. The aim of the video is to help association executives and leaders refine or modify recruitment and selection practices that support optimal board performance. This includes the ability to anticipate, minimize, and resolve challenges in board selection so-as-to identify, cultivate, and secure competent and capable board members.

The URL is: <http://connect2amc.com/about-us/resources>

As the Global Work Stream and Board has worked through this process, we have been mindful of how some of the world's most success associations are structured. We have applied this knowledge to our own desire to enhance member value locally, regionally, and globally.

Who was selected to advise/inform this process and how were they selected?

2018 President Dick Chase approved the appointment of the following people to participate in the Global Work Stream. They are a cross-representative group of involved volunteers representing nearly every aspect of ASIS stakeholder groups. They are:

- Pablo Colombres, CPP
- Christina Duffey, CPP
- Mark J. Folmer, Esq., CPP
- Radek Havlis CPP
- Godfried Hendriks, CPP
- Gregory L. Hurd, CPP
- Thomas J. Langer, CPP
- Anthony Lee, CPP
- Jeffrey J. Lee, CPP
- Richard F. Lisko, CPP
- Bonnie S. Michelman, CPP
- John A. Petruzzi, Jr., CPP
- Malcolm C. Smith, CPP
- Ann Y. Trinca, CPP, PCI, PSP
- Susan Mosedale, IOM
- Peter O'Neil, CAE

Where can I find out more information?

In addition to these FAQs, you may obtain more information at <https://www.asisonline.org/get-involved/board-elections/> and/or by emailing the ASIS Board at BoardApplicationQuestions@asisonline.org. We will continue to provide you with timely information and updates on when and how Nominating Committee and Board of Directors Candidate Interest Forms will be taken, etc.