

The purpose of this Supplemental Guidance, approved by the IRMA Governance and Nominations Committee on 27 October 2025, is to clarify the process of voting and sector veto power during any period of a Board seat vacancy. The IRMA Board seeks to fill any vacant seat promptly, thus periods of such vacancies are both rare and temporary.

It is the intention of the IRMA Board of Directors that no sector be left behind in IRMA decision-making. This Supplemental Guidance is designed to protect this core IRMA value.

As stated in IRMA's Bylaws Section 6.6, the IRMA Board of Directors strives to make decisions by consensus. When consensus is not attainable, the Board may move to a vote according to the procedures outlined in Section 6.6.

Should circumstances arise in which there is one Board seat vacancy for an IRMA sector, one 'No' vote from this sector will have the same effect as two 'No' votes from the same sector as described in IRMA Bylaws Section 6.6c; the action is thus vetoed by the single 'No' vote for the sector and no decision is made.

Should circumstances arise in which there are two Board seat vacancies for an IRMA sector resulting in no voting representation of that sector, the Board may not move forward with a vote until at least one seat is filled to represent the sector.