

## ICA Board Standing Orders

### Function and duty

1. The function of the Board shall be to control the affairs of the ICA between the meetings of the General Assembly. Board members have a duty to act in good faith and to display the highest possible ethical behaviour as Board Members.

**Code of Governance:** All Board members shall be required to sign and abide by an agreed Code of Governance.

**Induction and training:** All Board members shall agree to and be required to undertake approved induction and training programmes.

### Board Membership

2. The Board shall consist of the President, four Vice-Presidents who are the Presidents of the ICA Regions, two representatives from the ICA Sectoral Organisations, and 15 elected members. With the exception of the President, member organisations from one country shall not have more than one representative on the Board.

Only representatives from paid up members of the ICA shall be entitled to be elected to and serve on the Board. If a Board member's organisation cannot meet its financial obligations to the ICA during their term on the Board, they must resign immediately from the Board.

### Board Meetings

3. Board meetings shall be held at least three times a year, and on other occasions as required.

Meetings may also be called at the request of one-third of the members or by the decision of the President.

Board meetings may be held wholly or in part by electronic means.

### Attendance

4. Only the President, Vice Presidents and duly elected Board members shall be entitled to attend Board Meetings.

**Regular attendance required:** If a Board member misses more than 3 consecutive meetings they must formally resign their position.

**Substitutes:** In exceptional circumstances and on the advance approval of the President, Board members shall be entitled to send a substitute. Such substitutes shall not be entitled to vote at board meetings. Substitutes may not continue to represent Board members on an ongoing basis at Board meetings.

**Staff and other ICA officials:** The Director General, and other senior ICA officials (including Regional Directors) as appropriate, will be required to attend all Board meetings. Apart from the DG, no other attendees shall be allowed to speak at Board meetings, except in specific circumstances and concerning specific agenda items, as appropriate.

**Interpreters:** Interpreters are allowed to be present at meetings to assist relevant Board members.

**Observers:** In exceptional circumstances observers other than Board members and other groups identified above shall be with the approval of the meeting allowed to

attend for part of all of the meeting. This shall be on a meeting by meeting basis and needs to be confirmed at each meeting.

### **Quorum**

5. The quorum for Board meetings shall be one-half of the membership plus one present in person. Substitutes shall not be counted for purposes of a quorum.

### **Chair**

6. The President shall normally chair all meetings of the Board; but may be substituted when necessary by one of the Vice-Presidents. Guidelines on the role of the Chair are spelt out in Appendix 1.

### **Order of Debate**

7. Board members desiring to speak on any subject must indicate their wishes to the Chair who shall call upon them in the order in which their requests are received.

All speeches must be addressed to the Chair and directed to the subject under discussion, or to a question of procedure.

Board members may speak more than once on any matter under discussion, but may make a second speech only after all those wishing to speak have had the opportunity to do so.

Questions of order or personal explanations may be raised at the end of any speech, or translation thereof, but may not interrupt either the speaker or the interpreter, or the Chair in the act of taking a vote.

Proposers of motions or substantive motions shall have the right to reply to the discussion before the motions are put to the vote. Not more than one motion or amendment to it shall be discussed at any one time unless the Chair decides otherwise.

As a general rule, speakers shall be asked by the Chair to adhere to specific time limitations.

Discussion on any question may be closed by a motion, "That the question be now put". Such motion may only be proposed by a representative who has not already spoken on the subject under discussion. If the closure is seconded, the Chair shall put it to the vote. The proposer of the original motion shall have the right to reply before the vote is taken.

Dilatory motions i.e. "That the discussion be adjourned" or "That the matter be dropped" shall be formally moved and seconded and put to the vote without discussion.

No motion shall be put to the vote unless it has been presented in accordance with the *Standing Orders* and has been seconded.

### **Right to Speak**

8. Only Board members and the Director-General shall have an automatic right to speak in any matter before the Board. Observers or ICA staff can on occasion, with the specific permission of the Board be allowed to speak on specific matters.

### **Decisions**

9. Questions before the Board shall be decided, as appropriate, either by consensus or by a majority of votes, which shall be demonstrated by a show of hands. A secret ballot is allowed, if requested and agreed by a majority of board members present.

The outcome of all decisions and follow-up actions shall be fully recorded in the minutes of the meeting. Each meeting is required to deal with outstanding matters from the previous meetings as a matter of priority.

### **Voting**

10. Each board member shall have one vote. In the case of an equality of votes on any question, the Chair of the meeting shall not have a second or casting vote.

### **Business Agenda**

11. Only business previously stated on the Agenda will be discussed. Board members may submit business to be included on the Agenda for the next board meeting by giving notice in writing to the Director-General at least 21 days before the meeting is to take place.

### **Urgent Business**

12. Urgent business may be introduced at the sole decision of the Chair.

### **Declaration of Interest**

13. Members of the Board shall not participate in the discussion or determination of matters in which they have a direct financial interest. Such an interest shall include themselves as individuals, immediate relations and associates and their organisation.

In the case of any doubt, the Board member should openly declare the possibility of an interest, whether direct or indirect, in any matter discussed during the meeting of the Board before the commencement of the discussion of the item.

The Chair shall rule on whether any indirect interest shall prevent the member participating in the discussion or determination of the matter.

Where in the opinion of the Chair there is a potential conflict of interest between the member's interest and that of the Board, the member shall withdraw from the meeting for the duration of the item.

### **Confidentiality**

14. Board members shall be responsible for maintaining the confidentiality of Board business at all times, including confidential papers and discussions relating to Board meetings which shall be identified by the President and Director-General. Board members shall be required to sign a confidentiality policy.

### **Practical arrangements**

15. The Director-General shall be responsible for arranging all the meetings of the Board. Meetings are to be held at a convenient venue acceptable to the Board. Meetings can be rotated to different venues as decided by the Board. As far as possible the venue and timing for Board meetings should be decided a full year in advance.

The working language of the Board is English.

**Seating arrangements:** Only Board members and the Director- General shall be seated at the main Board table along with a minute secretary. Other attendees, including senior staff, substitutes and as far as possible interpreters shall be seated behind Board members.

### **Documentation**

16. The agenda and all accompanying papers shall be circulated a minimum of two full weeks in advance of the meeting, although provision should be made for urgent matters. Circulation with prior approval may be by electronic means.

### **Standing Orders**

17. These standing orders may be suspended for whole or part of the meeting by the vote of a majority of members present.

*Adopted December 2007*

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### **Appendix 1 - Guidelines for the Chairing of ICA Board Meetings**

The role of the chair shall be to conduct the meeting in an orderly manner. The ruling of the chair on any point of order shall be final and shall not be open to discussion.

The Chair should normally prepare an approximate timetable for the discussion of each topic on the Board agenda, which shall be as far as possible adhered to, subject only to such modifications as the Board may find necessary to deal with additional matters of urgency or interest.

### **Appendix 2 – Guidelines for Co-opted members to the Board**

The Board may from time to time co-opt up to 2 people to join the Board at any one time. The terms of such an appointment should be spelt out at the time of appointment, including setting a time limit on the appointments. Co-opted Board members have all the rights, duties and responsibilities of election Board.