

# **International Association of Bioethics (IAB) Board of Directors**

## **Terms of References (TORs)**

The IAB Board of Directors is an elected constitutional body that facilitates the Association to meet the objectives as defined in the constitution.

### **1. The Board**

The constitution outlines the general responsibilities of Officers of the Association, which include the President, Vice-President, Communications Officer, and Treasurer. The Board may appoint additional officers, sub-committees, or executive staff to carry out specific tasks, including organizing the scientific program of any conference or congress held under the auspices of the Association, or may authorize the President to appoint such additional officers or sub-committees. The Board's rationale for doing so will be made clear and recorded in Board meeting minutes.

### **2. Meetings of the Board**

A minimum of six meeting a year will be held. The meetings may be held either virtual or in person or in a combination of the two. The schedule of meetings will be set by the President in consultation with members and may vary over the course of the year.

Since the Board is geographically diverse, its members are located in different time zones, which may make attendance for each member at each Board meeting impossible. The aim will be to make it possible over the course of 2 meetings for all members of the Board to attend 1 meeting; the constraining factors are that the President or Vice-President must attend each meeting and a quorum of members must be present. To be as inclusive as possible, Board meetings will be held at alternating times of day and days of week (excluding Friday if that falls on a Saturday for some members).

The quorum necessary for the Board to conduct business shall be at least 50% of members of the Board of Directors and must include either the President or the Vice President.

### **3. Election of Board Members**

The term of office for Board members is 4 years. Board members can serve no more than 2 consecutive terms of 4 years and a total of no more than 4 terms in total. Elections will be held every two years so that approximately half of the Board retires every 2 years allowing for a balance between change and continuity. Each election will be for approximately 50% of the total Board membership.

If any member of the Board is absent from three successive meetings of the Board, without tendering a reason for this absence acceptable to the Board, the position of that member shall be declared vacant. Similarly, if any member of the Board does not respond to three successive email communications from the Secretary that require a response, addressed to the last address notified by the member, the President or VP will contact the person. If that there is no response and/or no commitment to be an active member of the Board, the President or VP will notify the Board member that their position will become vacant, and a replacement named until an interim election

can be held. The Board may organize an interim election if there are more than five such vacancies or if the eleven-member minimum for the Board is not reached.

#### **4. Election of Board Officers**

Not more than three months after the election of a new Board, the Board shall elect the Officers of the Association from among its own members. The elections shall be by majority vote of the Board. In the event that more than one nomination is received for any Officer of the Association, the Secretariat shall arrange for a confidential ballot to be distributed to members of the Board, listing nominees and using the optional preferential system of voting in which ordered preferences (ranked 1, 2, 3, ...) are listed opposite the names of candidates to indicate preferences, but no vote shall be declared invalid if it indicates a first preference yet does not have additional rankings.

In the event that any member of the Board is nominated for more than one Officer position, votes for each office shall be held separately, and any member elected as an Officer shall thereupon become ineligible for election to any other Office for which he or she may have been simultaneously nominated. The Officers shall hold office until their successors have been elected or they have themselves been re-elected.

Should any Officer resign, die, or be found by the Board to be unable to execute the duties of the Office, the Office shall be deemed vacant, and the Board shall elect a successor for the Office from among its members, such a replacement shall serve for the balance of the Officer's original term and will be eligible to be nominated again for this or any other Officer position. Between elections, any Officer may be removed from office for fraud or misappropriation of the Association's assets, by a majority vote of the Board. The Board will make transparent the process for its decision and justification.

Any person elected to fill a vacancy in the Office of President who assumes that Office when less than one year remains in the term shall be eligible to be elected to a consecutive full term as President.

#### **5. Expense Reimbursement**

Subject to the approval of the Board, Officers and members of the Board will be reimbursed for reasonable expenses incurred by them in carrying out the duties of their office. No Officer will receive compensation for services rendered as such to the Association.

#### **6. Documentation and Archiving**

The Treasurer collaborates with the Secretariat to archive financial documents of the Board.

The Communications Officer collaborates with the Secretariat to archive IAB Bulletins, press releases, and other documents.

The Secretariat archives the agendas and minutes of Board meetings.