

Proposal for changes to the ISC Statutes and Rules of Procedure (RoP)

As considered by ISC Members at the 2021 extraordinary General Assembly
(1 – 5 February 2021)

Group II: Governing Board (Composition and role Officers & Chief Executive Officer)

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A) Proposed changes in Group II (in tracked changes)

Proposed new text is red and underlined

~~Proposed text for deletion is crossed out~~

Proposed in-session amendments are marked in blue

II.I Composition of the Governing Board (Statutes 17 and 24 (new))

17. The Governing Board consists of:

- a) ~~Six~~Five Officers, namely the President, ~~two Vice-Presidents,~~ the President-Elect, the Treasurer Vice-President for Outreach and Engagement, the Vice-President for Freedom and Responsibility in Science, and the Secretary Vice-President for Finance;
- b) Ten Ordinary Members ~~of which eight are elected and two co-opted by the Governing Board to balance missing expertise and/or regional representation;~~
- c) The CEO as a non-voting member.

24. ~~26.~~ The Officers of the Council are:

- i. The President
- ii. The President-Elect, responsible inter alia for Science Planning
- iii. ~~Two~~the Vice-Presidents for Outreach and Engagement
- iv. The ~~Secretary~~Vice-President for Freedom and Responsibility in Science
- v. The ~~Treasurer~~Vice-President for Finance

II.II Roles of Officers (Statute 27and 31 and RoP 4.2-4.5, 10.3 and 10.5)

27. 29. Inability to fulfill duties:

- i. In the event that the President is unable to fulfil his or her duties, the President-elect assumes the position of the President.
- ii. In the event that the President-elect is unable to fulfil his or her duties, the Governing Board shall appoint one of the ~~two~~ Vice-Presidents to fulfil the duties of the President-elect.
- iii. In the event that any ~~Officer~~Vice-President is unable to fulfil their duties, the Governing Board shall decide who shall undertake such duties.

31. Various Standing Committees will be set up by the General Assembly to advise the Governing Board [...].

Such ~~C~~committees will include:

- a) **Committee for Science Planning, chaired by the President-elect, will undertake**ing scientific strategic science planning and reviews and addressing major thematic issues concerned with science for policy and policy for science.



- b) **Committee for Outreach and Engagement**, chaired by the Vice-President for Outreach and Engagement, will engage~~ing~~ with Members, and focus~~ing~~ on M~~m~~embership matters, outreach to external stakeholders, partnerships, and strategic communications, and the awards programme of the Council.
- c) **Committee for Freedom and Responsibility in Science**, chaired by the Vice-President for Freedom and Responsibility in Science, will deal~~ing~~ with freedom and responsibility of science issues at the global level.
- d) **Committee for Finance and Fundraising**, of which the Treasurer will be a Member, chaired by the Vice-President for Finance, will address~~ing~~ issues of finance, auditing, resource mobiliz~~ation~~, and risk management.

4.2 The Secretary President-elect shall serve as Secretary of chair the General Assembly Committee for Science Planning, and the ~~Governing Board~~, which includes: assume other duties assigned by the Governing Board.

- ~~— preparing meeting agendas;~~
- ~~— being the custodian of the Statutes and Rules of Procedure;~~
- ~~— overseeing reporting and monitoring of the agreed actions of the Governing Board and the General Assembly;~~
- ~~— receiving Membership applications; and~~
- ~~— any other duties assigned by the Governing Board.~~

4.3 The Treasurer Vice-President for Outreach and Engagement shall: chair the Committee for Outreach and Engagement,

- ~~— oversee the administration of the finances of the Council, including annual budgets, audits and accounts;~~
- ~~— report on financial matters to the General Assembly;~~
- ~~— assist with fundraising for the Council's activities;~~
- ~~— advise on investments;~~
- oversee risk management and the implementation of internal organisational policies and procedures; and
- any assume other duties assigned by the Governing Board.

4.4 The Vice-President for Freedom and Responsibility in Science shall chair the Committee for Freedom and Responsibility in Science, and assume other duties assigned by the Governing Board.

4.5 The Vice-President for Finance shall chair the Committee for Finance, and assume other duties assigned by the Governing Board.

10.3 The Committee for Outreach and Engagement shall:

- a) assist and advise on M~~m~~embership relations, as well as expansion of the M~~m~~embership base of the Council;
- b) engage with external stakeholders to further the impact and visibility of the Council;
- c) establish and maintain strategic partnerships in line with the H~~h~~igh-L~~l~~evel S~~s~~trategy;
- d) advise on strategic communications and public outreach activities;
- e) advise and assist with media relations;
- f) advise on ~~any necessary science diplomacy for the Council~~ awards programme.



10.5 The Committee for Finance and Fundraising shall:

- a) make recommendations on finance and budgeting;
- b) oversee the auditing of the accounts, reporting to funders, as well as internal policy development (travel, procurement, etc.) and risk management of the Council;
- c) ~~develop, maintain and support the implementation of a fundraising strategy;~~

II.III Changes proposed for role of the Chief Executive Officer (Statutes 16, 20 – 23 and 28 – 30 (new))

16. The overall function of the Governing Board is to provide scientific and strategic leadership, uphold the Council's principles and values, ~~to~~ oversee the achievement/pursuit of the Council's vision and, mission, ~~principles and values~~, and ~~to~~ secure the financial and management operational robustness of the Council. ~~It delegates management of the Headquarters and of the implementation of decisions of the General Assembly and the Governing Board to the Chief Executive Officer.~~ The Governing Board is accountable to the General Assembly.

20. The Governing Board shall meet at least twice a year, of which at least no more than one meeting shall be once-twice in person per year. The Governing Board shall meet before and after each session of the General Assembly. ~~A meeting can be convened~~ The Governing Board shall be assisted ~~by the President and, upon notice in writing, at the request of at least half of its voting Members~~ Headquarters.

~~21. The Chief Executive Officer of the Council will attend Governing Board meetings as a non-voting Member.~~

~~22.~~ 21. Among its duties, the Governing Board shall:

- a) Provide strategic leadership and develop priorities y agendas and associated activity and business plans for approval by the General Assembly;
- b) Review the implementation of the activity and business plans and monitor performance measures;
- c) Review the scientific activities of the Council and make appropriate recommendations to the General Assembly;
- d) Present, ~~to each General Assembly,~~ a report ~~of~~ n the scientific activities and other operations of the Council since the previous ordinary session of the General Assembly;
- e) Propose, for consideration by the General Assembly, a draft budgetary outline for the Council, and the scale of annual dues to be paid by Members for the ensuing ~~3~~ three-year period;
- f) Decide on the annual budget and seek approval of the annual accounts by the General Assembly, as indicated in ~~Article~~ Statute 11;
- g) On delegation by the General Assembly, admit new Members;
- h) Prepare the Agenda for the General Assembly;
- i) On delegation by the General Assembly, appoint Members of Standing and A ad Hoc Committees;
- j) ~~On a non-binding recommendation of the Officers, appoint the Chief Executive Officer.~~



~~23. The Governing Board shall be assisted by Headquarters. The Chief Executive Officer shall direct Headquarters and be responsible for its management, including the appointment of staff, the management of personnel and resources and the payment of accounts.~~

24. ~~22.~~ In the event of a vacancy among the Ordinary ~~M~~members of the Governing Board, the Officers shall have the power to fill the vacancy for the unexpired term.

VIII. Chief Executive Officer

~~28. The Chief Executive Officer is appointed by the Governing Board on a non-binding recommendation of the Officers.~~

~~29. The Governing Board delegates management of the Headquarters and implementation of decisions of the General Assembly and the Governing Board to the Chief Executive Officer.~~

~~30. The Chief Executive Officer shall direct the Headquarters and be responsible for its management, including the appointment of staff, the management of personnel and resources and the payment of accounts.~~

II.IV Related minor changes (Statutes 11 g, 23 (new), 26 (new) and RoP 1.2, 1.3, 4.6, 8.1, 10.1)

11. The General Assembly is the highest authority of the Council. It shall, as appropriate and generally after recommendations from the Governing Board:

g) Discharge the ~~Treasurer~~ Vice-President for Finance from liability, set the scale of annual dues to be paid by Members, and approve the draft budgetary outlines as proposed by the Governing Board for the ensuing period;

~~25. 23.~~ No person with voting rights may serve on the Governing Board for more than six consecutive years, with the exception of a ~~Governing Board Member~~ person who ~~can serve for a total of nine consecutive years if he or she is elected as President-Elect after serving a first term on the~~ Governing Board; in this case, he or she may serve a maximum of nine consecutive years.

~~26. 28.~~ The President and Vice-Presidents shall hold office for one term of three years, non-renewable. ~~The Secretary and Treasurer may be re-elected for a second term of three years.~~

1.2 In sessions of the Governing Board a quorum shall consist of a minimum of 50 ~~percent~~ % of the voting ~~M~~members of the Governing Board.

1.3 For any decision made by the Officers in accordance with the Statutes, at least ~~four~~ three of the ~~six~~ five Officers must register their support.

~~4.6~~ 4.4 The Chief Executive Officer, or his or her delegated representative, shall act as an ex-officio non-voting ~~M~~member of the Governing Board and the Council's Advisory Bodies. He or she will work with the ~~Secretary~~ President on meetings of the General Assembly and Governing Board. He or she shall be accountable to the Governing Board:

- for the day-to-day management of the Headquarters;
- through the ~~Treasurer~~ Vice-President for Finance, for financial and auditing matters; and through the President for general performance and implementation of the Council's activity and business plans.



8.1 All applications for ~~M~~membership of the Council must be addressed in writing to the ~~Secretary~~President, and must be received by the Headquarters at least ~~2~~two months in advance of the Governing Board meeting~~s~~ at which they are to be considered.

10.1 Under Statute 31 four Standing Committees are set up by the General Assembly.

Each of these Standing Committees:

- a) is responsible for advising the Governing Board;
- ~~b) is chaired by a Member of the Governing Board;~~
- b) ~~e)~~ will have as a vice-chair an Ordinary ~~M~~member of the Governing Board, appointed by the Governing Board;

B) Proposed changes in Group II (no tracked changes)

II.I Composition of the Governing Board (Statutes 17 and 24 (new))

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- a) Five Officers, namely the President, the President-elect, the Vice-President for Outreach and Engagement, the Vice-President for Freedom and Responsibility in Science, and the Vice-President for Finance;
- b) Ten Ordinary members;
- c) The CEO as a non-voting member.

24. The Officers of the Council are:

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- c) **Committee for Freedom and Responsibility in Science**, chaired by the Vice-President for Freedom and Responsibility in Science, dealing with freedom and responsibility of science issues at the global level.

- d) **Committee for Finance**, chaired by the Vice-President for Finance, addressing issues of finance, auditing, resource mobilization, and risk management.

4.2 The President-elect shall chair the Committee for Science Planning, and assume other duties assigned by the Governing Board.

4.3 The Vice-President for Outreach and Engagement shall chair the Committee for Outreach and Engagement, and assume other duties assigned by the Governing Board.

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- a) assist and advise on membership relations, as well as expansion of the membership base of the Council;
- b) engage with external stakeholders to further the impact and visibility of the Council;
- c) establish and maintain strategic partnerships in line with the high-level strategy;
- d) advise on strategic communications and public outreach activities;
- e) advise and assist with media relations;
- f) advise on the awards programme.

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- a) make recommendations on finance and budgeting;
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- d) Present to each General Assembly a report on the scientific activities and other operations of the Council since the previous ordinary session of the General Assembly;
- e) Propose, for consideration by the General Assembly, a draft budgetary outline for the Council, and the scale of annual dues to be paid by Members for the ensuing three-year period;
- f) Decide on the annual budget and seek approval of the annual accounts by the General Assembly, as indicated in Statute 11;
- g) On delegation by the General Assembly, admit new Members;
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