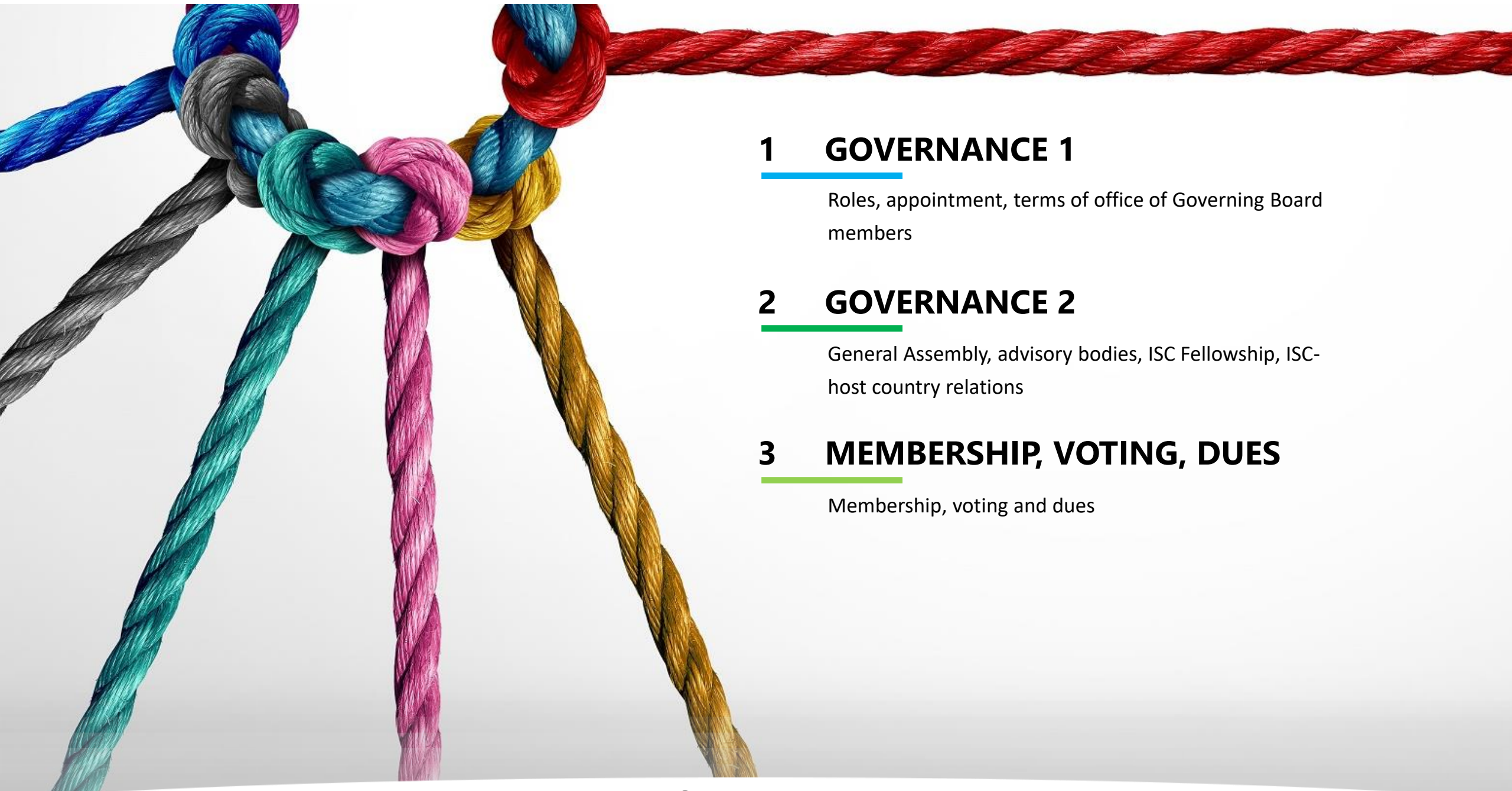




ISC CONSTITUTIONAL REVISION

Discussion at the
Midterm Membership Meeting
10–12 May 2023



1 GOVERNANCE 1

Roles, appointment, terms of office of Governing Board members

2 GOVERNANCE 2

General Assembly, advisory bodies, ISC Fellowship, ISC-host country relations

3 MEMBERSHIP, VOTING, DUES

Membership, voting and dues



1

**GOVERNING
BOARD: ROLES,
APPOINTMENT,
TERMS OF
OFFICE**

ISSUES RELATED TO GOVERNANCE

- a. Lack of continuity: the Governing Board may be completely renewed at every election (apart from the president-elect); a new Board can take a significant amount of time (ca. 12 months) to become fully operational.
- b. The election process does not make it possible to ensure diversity and inclusivity on the Board.
- c. The workload of the Board members, particularly the officers, and especially the president, is significantly higher than anticipated by incoming Board members, and is growing.
- d. The standing committee structure is inscribed in the statutes and does not allow for any flexibility.

AIMS OF REVISION

To have governance arrangements that ensure:

- Commitment and competence of individuals on the Board and advisory committees
- Continuity, experience and trust in the Board
- Diversity and inclusivity in governing bodies
- Flexibility and agility in a digital, post-COVID, sustainability-oriented age
- Appropriateness and effectiveness of the advisory and support structures for the Board.

1. ROLES OF PRESIDENT, OFFICERS, GOVERNING BOARD

- a. The president is chair of the Governing Board, with responsibilities in representation, relationship development, fundraising and external profile. The president is responsible for effective communication between the Board, the membership and the CEO and for the performance review of the CEO. The president's role is expected to take a very significant amount of working time.
- b. Officers of the Governing Board are responsible for taking decisions between meetings of the Governing Board. They should meet frequently to address operational and urgent matters, referring to the full Governing Board where a wider range of views, strategic input and expertise are needed. Officers of the Governing Board should have experience of governance of organizations and be willing to commit a significant amount of time.
- c. Nominated candidates for the Governing Board must be familiar with the ISC and be willing to commit time.

1. ROLES OF PRESIDENT, OFFICERS, GOVERNING BOARD (CONT.)

- e) The president-elect role should be discontinued.
- f) The formal role of past-president should be created, with the past-president participating in Governing Board and Officers' meetings for one year following election of the new president, in a non-voting capacity.
- g) Officers of the Governing Board should have a portfolio (e.g. science, membership and outreach, finance and risk, freedom and responsibility in science), but the Governing Board should have the power to change or adapt the portfolios for an incoming Governing Board (see also 'Advisory bodies' below).
- h) Criteria for membership of the Governing Board should encompass criteria for the ISC Fellowship (as Governing Board members automatically become Fellows of the ISC upon election).

ISC FELLOWSHIP CRITERIA

The ISC Fellowship recognizes individuals who have an exceptional track record in more than one of the following domains:

- Promoting science for the global good internationally*
- Providing broad scientific leadership (in the international or regional arena)*
- Promoting the global voice for science*
- Developing major scientific initiatives and structures*
- Scientific accomplishment*

2. APPOINTMENT OF GOVERNING BOARD MEMBERS

- a) Governing Board selection and election processes should be managed by an Elections Committee composed by the Governing Board based on nominations from Members. The Elections Committee slate and its Terms of Reference would be proposed by the Governing Board to the Members and approved by the Members through a special General Assembly vote approximately one year prior to the ordinary General Assembly.
 - The Elections Committee should be chaired by someone who has been a member of the previous Governing Boards, but not the current president or a past-president.
- b) The president and Officers of the Governing Board should be selected; the selection would be carried out by the Elections Committee from nominations from Members, but the Elections Committee should have the right and the duty to search actively beyond the nominations to find the most appropriate and competent people for the positions. One slate of candidates for Officers would be presented to ISC Members for formal election.

2. APPOINTMENT OF GOVERNING BOARD MEMBERS (CONT.)

- c) Ordinary members of the Governing Board should be elected from a shortlist composed by the Elections Committee based on nominations from Members, with the option for the Elections Committee to co-opt up to two further ordinary members after the election (for diversity and competence), to a maximum of 12 members.
- d) Nominations of Governing Board candidates should be seconded by at least one ISC Member of a different category of member to the primary nominator.

3. TERMS OF OFFICE AND FUNCTIONING OF GOVERNING BOARD

- a. The term of office for Officers of the Governing Board should be four years, with the possibility (under exceptional circumstances) to be renewed for another term.
- b. Ordinary board members should have a maximum of four years to serve.
- c. Appointments should be staggered: half the Officers and half the ordinary members of the Board should rotate off every two years.
- d. The President, on behalf of the Officers, should have the power to recommend to the Governing Board the resignation of a Board member for good cause (e.g. non-attendance, lack of contribution).
- e. The Governing Board should meet as frequently as necessary but no more than twice a year in person.
- f. The statutes should provide for the possibility for financial support for the Officers, in accordance with French law, through compensation for their institutions.



2

**GENERAL
ASSEMBLY,
ADVISORY BODIES,
FELLOWSHIP, HOST
COUNTRY LIAISON
COMMITTEE**

4. GENERAL ASSEMBLY

- a. The General Assembly would meet in ordinary session at four-year intervals. Elections would take place every two years (to allow for staggered terms of office of Governing Board members, with half rotating off every two years) and the president would be elected at the four-yearly GA.

5. ADVISORY BODIES

- a. Advisory Bodies, notably Standing Committees, should not be defined in the statutes except for the Audit and Risk Committee and the Committee for Freedom and Responsibility in Science. The Governing Board should be explicitly mandated to establish advisory bodies appropriate to its needs, in areas such as science, membership and outreach, and finance.
- b. Membership of any such advisory bodies should be staggered for continuity, with committee members also having similar term limits to Governing Board members.
- c. 'Forum of' should be removed from the definition of patrons. The Governing Board should be mandated to appoint a patron or patrons as appropriate to the needs of the organization.

6. ISC FELLOWSHIP

- a. The [ISC Fellowship](#), its purpose and governance structure, the criteria for Fellows and the role of the Fellowship Council as a consultative body for the Governing Board, should be explicitly mentioned in the statutes.
- b. The Chair of Fellowship Council should attend Governing Board meetings as an observer OR the Chair of the Fellowship Council should be an Officer of the Governing Board (selected from among the Fellows) with the ISC Fellowship as main portfolio.
- c. The operation of the Fellowship should be subject to Fellowship Council and Governing Board approval (rather than General Assembly approval).

7. ISC–HOST COUNTRY RELATIONS

- a. It should be indicated in the Rules of Procedure that a liaison committee with host country will be established and specified that a representative of that committee will be invited to attend Governing Board meetings.



3

**MEMBERSHIP,
VOTING, DUES**

ISSUES RELATED TO MEMBERSHIP, VOTING AND DUES

- a. Confused/confusing membership categories and gaps in membership.
- b. Operating with two inherited dues structures (for former ICSU and ISSC members).
- c. Operating with complex inherited voting systems.

PROBLEMS REGARDING MEMBERSHIP, VOTING AND DUES

a. Need to understand the challenges in each:

- a. **Membership** – complicated 3 category system that is confusing and incoherent (Who qualifies? What differentiation/categories? Organisation of organisations vs organisations of individuals vs non-membership organisations?)
- b. **Voting** (compromise during the merger - complex)
- c. **Dues** (maintained different ICSU and ISSC dues structure, in equitable & incoherent - Category 1 members = $\pm 7\%$ vs Category 2 members = $\pm 93\%$ of membership income)

b. Need to understand the relationship between these 3

- a. between membership size/type & voting
- b. between membership size/type & dues
- c. Between quantum of dues & voting

ADDRESSING THE PROBLEMS ON MEMBERSHIP, VOTING AND DUES

- a. All 6 issues - membership, voting & dues AND their relationships with each other - need to be addressed
- b. In essence, the constitutional revision committee did not have time to tackle this complex problem, but made some recommendations to start
- c. One approach for our consideration – makes changes based on principles
 - a. Principle 1: **Reflect the ISC's mission** of Global Voice of & for Science – encourage as many scientific organisations to become ISC members, minimise obstacles
 - b. Principle 2: **Coherence** – changes should fix things that exist on for historic reasons and do not make sense in present conditions
 - c. Principle 3: **Fairness** – changes should move towards equity
 - d. Principle 4: **KISS** – Keep it simple & straightforward

AIMS OF THE REVISION – FROM THE COMMITTEE’S REPORT

- a. Clarifying and expanding membership in line with the ISC vision and mission.
- b. Rationalizing the dues structures and making voting rights fairer.

8. MEMBERSHIP

- a. All Members should be ‘full’ Members, with differentiated voting rights depending on the level of dues they pay, based on an appropriate dues structure, to be developed.
 - *This implies that what are currently known as Affiliated Members would be full members with voting rights based on dues, according to an appropriate dues structure.*
- b. Membership would be broadly grouped into ‘international’, ‘national’ and a third category, ‘other’.

9. DUES

- a. The parallel former ICSU and ISSC dues structures should be incrementally unified, starting in 2026.
- b. A consolidated system for national members in the event of more than one member from a given country would be put in place, amounting to an overall contribution of 100% from a given country. (Note: A proposition from the Ad Hoc Dues Committee in 2021 was to add a 10% surcharge for a third and each additional national member.)

10. VOTING

- a. On scientific matters each member would have one vote, with one consolidated vote for multiple national members from the same country.
- b. On elections, voting rights would be proportional to the dues paid by a member, with one consolidated vote for multiple national members from the same country.
- c. On financial matters, voting rights would be proportional to the dues paid by a member.
- d. A system of correction to balance the weight of votes between international and national members would be applied.