

## Nominations and Elections Committee Terms of Reference 2024–2028

### I. Purpose and background

The Nominations and Elections Committee (NEC) is a statutory body of the International Science Council (ISC), having responsibility for advising on and directing the process of nomination, election and appointment of members of the ISC Governing Board.

The NEC comes into being with the adoption of revised ISC Statutes and Rules of Procedure by the extraordinary ISC General Assembly of 28–29 February 2024.

The NEC is established in the interest of giving adequate attention to the appropriateness, effectiveness and inclusiveness of the composition of the Governing Board; and equally to ensure greater representation of the ISC membership in processes related to the composition of the Governing Board.

### II. Responsibilities and tasks

The NEC will, within the bounds of the Statutes and Rules of Procedure (see Annex A), define the processes for nominating, selecting, electing and appointing the candidates for vacant Governing Board positions, ensuring that the membership of the Governing Board reflects the diversity of the Council's membership base as well as regional, gender and career stage diversity.

The four-year terms of office of members of the Governing Board being staggered, with half its members rotating off every two years, the NEC will serve for four years and have responsibility for two rounds of Governing Board elections, at two-year intervals, as well as for any unanticipated vacancies on the Board during that period.

The NEC's specific, main tasks are:

1. Preparing the specific requirements ('job descriptions') for the positions to be filled, on the basis of discussion with the Governing Board and CEO.
2. Assessing nominations from the ISC membership.
3. Searching beyond the pool of nominations from the ISC membership for appropriate additional candidates, if needed.
4. Considering whether any serving members of the Governing Board should be put forward to serve a second term.
5. Interviewing shortlisted candidates.
6. Proposing lists of candidates to ISC Members, in accordance with the Statutes and Rules of Procedure.
7. Undertaking any other tasks necessary to ensure the nominations and elections processes are conducted with integrity and discretion.
8. Advise on filling unanticipated vacancies on the Governing Board.
9. Study and give its opinion on motions of no confidence in a Governing Board member brought before it.

### III. Composition of the NEC

Members of the Nominations and Elections Committee must have significant experience in governance and none may be seeking a nomination to be a member of the Governing Board.

It is composed as follows:

- i. An independent chair proposed by the Governing Board, being an individual who is not representing or active in any ISC Member or its advisory bodies
- ii. 2 Governing Board members not seeking re-election
- iii. 1 nominee from the Fellowship Council
- iv. 3 nominees from Category 1 Members
- v. 3 nominees from Category 2 Members
- vi. 1 nominee from Category 3 Members

### IV. Selection of NEC members

Normally at least one year before elections, the Governing Board will solicit nominations from Members for candidates for the Nominations and Elections Committee (see Statute 42 and Rule of Procedure 7.1).

The ISC Governing Board appoints the independent chair as well as two retiring members of the Governing Board to serve on the NEC. The Fellowship Council nominates a representative.

Other members are selected by the Governing Board from the nominations from the ISC membership. The Governing Board will attempt to ensure geographical, disciplinary, gender, ethnicity, and career stage diversity on the NEC.

The Governing Board will propose a composition of the Nominations and Elections Committee for the approval of the General Assembly in an electronic vote and by a simple majority vote, according to ISC Statutes and Rules of Procedure.

### V. Term of office

Members of the NEC will serve for four years (two rounds of elections), beginning in May 2024.

### VI. Working modalities

The Nominations and Elections Committee shall meet as soon as possible after its establishment and receive briefings from the President and CEO on the strategy, priorities, principles and values of the ISC before they start their work.

The Nominations and Elections Committee may be assisted by an independent advisor.

NEC members will be expected to devote a significant amount of time to the assessment of nominations and, if necessary, searching for additional candidates. All members of the NEC will be required to be actively involved.

NEC members are expected to conduct most of their work virtually, with maximum one in-person meeting over the course of their mandate.

## VII. Calendar

Considering the transition from a static to a staggered Governing Board composition being implemented in 2024, the major moments in the period 2024–2027 are as follows:

- Election of President-elect, two Vice-Presidents and five ordinary members, at the time of the General Assembly **on 26–30 January 2025**, involving:
  - Establishment of the NEC by **the second half of May 2024**
  - Assessment and decision from the NEC on which serving Governing Board members (two officers and five ordinary members) to put forward to stay on for a partial term of two years beyond their normal mandate (i.e. until October 2026).
  - Preparing a call for nominations for arising vacant positions (President-elect, two officer positions and five ordinary member positions) for the ISC membership by **mid-June 2024** (at least six months before elections), deadline 30 August.
  - Assessment, search and shortlisting process, **September–mid-October 2024**
  - Circulating the lists of candidates to ISC Members by **mid-October 2024** (at least two months before the vote).
  - Elections **11–16 December 2024**.
  
- Election of two vice-presidents and five ordinary members around **September 2026**, involving:
  - Preparing a call for nominations for arising vacant positions (two officer positions and five ordinary member positions) for the ISC membership **by February 2026** (at least six months before elections)
  - Assessment, search and shortlisting process **April–June 2026**
  - Circulating the lists of candidates to ISC Members by **June 2026** (at least two months before the vote).

## Annex A: Extracts from the Statutes and Rules of Procedure

### Statutes

#### X. Nominations and Elections Committee

38. The Nominations and Elections Committee will be responsible for advising on and directing Governing Board nomination, election and appointment processes, and will be consulted on the filling of unanticipated vacancies among ordinary members and Vice-Presidents.
39. Members of the Nominations and Elections Committee must have significant experience in governance and none may be seeking a nomination to be a member of the Governing Board.
40. The Nominations and Elections Committee will comprise:
  - i. An independent chair, proposed by the Governing Board, who is not representing or active in any Member of the Council or its advisory bodies;
  - ii. Two Governing Board members not standing for re-election;
  - iii. One nominee from the Fellowship Council;
  - iv. Three nominees from Category 1 Members;
  - v. Three nominees from Category 2 Members;
  - vi. One nominee from Category 3 Members.
41. Members of the Nominations and Elections Committee will serve for four years.
42. The Governing Board will select two retiring members of the Board to serve on the Nominations and Elections Committee and select other members of the committee from nominations sought from Members. This selection will take geographical, disciplinary, gender, ethnicity and career stage considerations into account. The composition of the Nominations and Elections Committee will be approved by a vote of the Members.

### Rules of Procedure

#### 4. Governance

- 4.12 The Governing Board may pass a motion of no confidence and request the resignation of any member of the Governing Board, including an officer, for good cause and in particular for significant lack of compliance with the Governing Board code of conduct. Such a motion will need a 75 percent vote by the other members of the Governing Board and agreement of 75 percent of the Nominations and Elections Committee.

#### 5. Election of officers of the Governing Board

- 5.1. The election of officers will be staggered. Two Vice-Presidents will be elected every two years. The President-elect will be elected at the time of the ordinary session of the General Assembly, two years before assuming office as President.
- 5.2. At least six months in advance of elections, each Member of the Council eligible to vote shall be invited by the Nominations and Elections Committee to nominate a single candidate for each vacant officer's position. The Nominations and Elections Committee shall provide the terms of reference for each role concerned, appropriate to the current needs of the Council. The Nominations and Elections Committee may also search beyond the Members' nominations.

- 5.3. Nominations for officers' positions must be supported by at least three Members from at least two categories of membership.
- 5.4. The Nominations and Elections Committee will interview up to three candidates for each officer's position and recommend up to two candidates for each position, other than for the President-elect. Only one candidate will be offered for the position of President-elect. The list of candidates will be circulated at least two months before the vote.
- 5.5. When a single candidate is offered for any position, at least two thirds of the valid votes shall be required for the candidate to be confirmed. If that is not achieved, the Nominations and Elections Committee will offer an alternative candidate. When two candidates are offered for any position, election will be by established voting procedure (see Statute 17 and Rule of Procedure 2).
- 5.6. In the case the Nominations and Elections Committee believes that an officer should have their term extended by two years or to a full second term, it must justify this in a recommendation to the General Assembly.

## **6. Election of ordinary members of the Governing Board**

- 6.1. The election of ordinary members will be staggered. Every two years five ordinary members of the Governing Board will be elected by the General Assembly.
- 6.2. At least six months before elections, each Member of the Council eligible to vote shall be invited by the Nominations and Elections Committee to nominate up to three candidates for ordinary membership. The Nominations and Elections Committee shall provide the terms of reference for the role. All nominees are expected to have had an active role in scientific organizations related to the work of the Council and familiarity with the Council. The Nominations and Elections Committee may also search beyond the Members' nominations.
- 6.3. The Nominations and Elections Committee will assess the nominations for ordinary members, including by means of interview if appropriate, and put forward for election a shortlist of candidates numbering no more than twice the number of vacant positions. The shortlist will be circulated at least two months before the vote.
- 6.4. Election of the ordinary members of the Governing Board by the General Assembly shall take place according to established voting procedures (see Statute 17 and Rule of Procedure 2).

## **7. Nominations and Elections Committee**

- 7.1. At least one year before elections, the Governing Board will solicit nominations from Members for candidates for the Nominations and Elections Committee, as per Statute 42. The Governing Board will propose a composition of the Nominations and Elections Committee for the approval of the General Assembly by electronic vote.
- 7.2. The Nominations and Elections Committee shall meet as soon as possible after its establishment and receive briefings from the President and the CEO on the strategy, priorities, principles and values of the Council before they start their work. The Nominations and Elections Committee will provide the specific requirements for each vacant position for each election round.
- 7.3. The Nominations and Elections Committee may be assisted by an independent advisor.