

# RULES OF PROCEDURE OF THE FOUNDATION

## Preamble

The present document constitutes the Rules of Procedure of the IB Foundation, adopted by the Board of Governors (formerly Council of Foundation) on 25 October 1968, amended on 11 October 1979, on 5 November 1982, on 29 November 1984, on 26 November 1986, on 13 November 1991, on 4 May 2000, on 4 May 2001, on 6 May 2002, on 28 April 2004, on 22 June 2004, on 29 November 2004, on 4 May 2005, on 13 November 2005, on 2 December 2007, on 16 July 2008, on 8 August 2008 and on 22 April 2010.

The Council of Foundation agreed unanimously at its meeting on 4 August 2007 to change its name to the “IB Board of Governors” hereafter called the “the Board”.

Unless the context requires otherwise, the definitions of the General Regulation of the IBO (GRIBO) as adopted by the Board of Governors on 28 January 2005 and as amended from time to time shall apply to the present Rules of Procedure.

## Chapter I

### IB BOARD OF GOVERNORS

#### A. Composition of the Board of Governors

##### *Article 1 – Membership of the Board of Governors*

The Board is made up of a minimum of 15 and a maximum of 25 people as in the following articles:

- 1.1 *Ex officio* members:
  - a) The director general (non-voting)
  - b) The chair of the Examining Board
  - c) The chair of the Heads Council (HC).
  
- 1.2 Other members shall be elected by the Board on the recommendation of the governance committee (who will receive nominations). Board membership will include at least four heads of IB World Schools in addition to ex-officio members; membership will otherwise be determined by the needs of the Board at different times. The following considerations will assist the Board in deciding on the best composition at any one time without any of these considerations being prescriptive:
  - a) A complementarity of professional experience
  - b) A balance of gender, culture and geography to ensure diversity

- c) Members from each IB global centre area
  - d) IB alumni members
  - e) Other criteria as developed by the governance committee and approved by the Board from time to time.
- 1.3 The following officers shall be elected by the Board: chair, vice chair, secretary, treasurer. The chair and treasurer may be elected from inside or outside the members of the Board while the vice chair and secretary shall be elected among the members of the Board. The election of the chair requires a two-thirds majority vote.

## **Article 2 – Selection procedure**

- 2.1 A governance committee of the Board will:
- 2.1.1 Consider nominations from the Board, the Heads Council, and Regional Councils as submitted to the Board’s secretary **by 31<sup>st</sup> December**.
  - 2.1.2 Recommend in writing to the Board the persons to be appointed as members from the above nominations, taking into consideration the composition of the Board as outlined in articles 1.1 and 1.2 above.
  - 2.1.3 Ensure that no one constituency will be in a voting majority on the Board. For this purpose constituency is taken to include membership of the Heads Council, Regional Councils, governments, universities, intergovernmental organizations, IB alumni, donor agencies, international corporations, non-governmental organizations or any other interest groups.
  - 2.1.4 Ensure, except for *ex officio* members, that no Board member concurrently serves on both governance and designated management/advisory bodies.
- 2.2 In the event that the governance committee recommends that further nominations are required in order to achieve these goals, further nominations in writing may be submitted before the annual general meeting by those authorized to make nominations under article 2.1.
- 2.3 Appointments shall be decided usually at the annual general meeting of the Board.
- 2.4 The Board will perform a yearly evaluation of its performance and the performance of its members.

## **Article 3 – Terms of office and vacancies**

- 3.1 The terms of office of members other than the chair, treasurer and *ex officio* members shall be for three years from the conclusion of the annual general meeting of their election until the conclusion of the annual general meeting of the third year following their election and, subject to

article 3.4 below, for no more than two consecutive terms.

- 3.2 The chair and the treasurer shall be elected annually to serve for one year and shall be eligible for reelection for a maximum of six consecutive years as chair or treasurer, subject to the exceptions defined in article 3.4 below.
- 3.3 The vice chair and the secretary shall be elected each year to serve for one year and shall be eligible for reelection consistent with article 3.4 below.
- 3.4 No voting member of the Board of Governors shall serve in whatever capacity for more than 6 consecutive years, except in the two following cases:
- a) An existing member is appointed as chair or treasurer, in which case the member will be eligible for annual re-election as chair or treasurer for at least three consecutive years even if, as a result, the total time in office as a member of the Board is more than 6 years. In such case, the total time as a member of the Board shall not exceed 9 years.
  - b) Where, exceptionally, the Board of Governors concludes that a strict application of the 6-year limit would be detrimental to the Board's work and therefore determines that the member's time in office may be extended for a short additional period, not to exceed one year.

Where a member of the Board is appointed to fill a casual vacancy in accordance with article 3.5 and is subsequently elected as member in accordance with the ordinary procedure, he or she shall not serve for more than 6 consecutive years from the date of his or her election in accordance with the ordinary procedure subject to the exceptions set out in this article.

- 3.5 A casual vacancy in the membership of the Board of Governors shall be filled by the Board in accordance with the ordinary procedure; the incumbent's term of office will commence from the annual Board meeting in the calendar year in which he/she is elected – that is, backdated or forward dated as appropriate.
- 3.6 On completion of the maximum period as a member and/or officer of the Board of Governors as set out in articles 3.2 and 3.4 above, that person becomes ineligible, for a period of one year from the date of completing the previous term, for any further appointment as a member or officer of the Board. However the goal remains to rejuvenate and revitalise the Board.

#### **Article 4 – Dismissal of Board members**

- 4.1 Any member of the Board may be removed from office at any time with immediate effect by a majority decision of the Board of Governors. Any such decision must be taken in accordance with article 8 or 9. The Board member whose removal from office is put to the vote shall have no voting right in the decision concerning him or her.
- 4.2 Any officer of the Board (chair, treasurer, vice chair and secretary) may be removed from office at any time with immediate effect by a majority decision of the Board of Governors. Any such decision must be taken in accordance with article 8 or 9. The officer whose removal from office is put to the vote shall have no voting right in the decision concerning him or her. In the case of removal from office of the chair and treasurer, membership of the Board shall be automatically terminated. In the case of the vice chair and secretary, removal from office shall not result in termination of membership of the Board of Governors unless the Board of Governors decides otherwise in a separate vote or unless the vice chair or secretary is at the same time chair or treasurer.
- 4.3 Vacancies arising from the removal from office of a member of the Board shall be filled in accordance with article 3.5.

### **B. Meetings of the Board of Governors**

#### **Article 5 – Conduct of meetings**

- 5.1 The Board shall hold at least two face-to-face meetings each calendar year; one shall be an annual general meeting **prior to 30 May** (in order for the timely submission of approved accounts to the Swiss authorities)
- 5.2 The Board of Governors or the chair, if he or she considers that the circumstances justify it, shall determine in writing whether a meeting of the Board shall be conducted in person or through telecommunication.
- 5.3 The chair of the Board shall preside at all the meetings. In the absence of the chair, the vice chair shall preside.
- 5.4 Minutes of the proceedings of the Board shall be signed by the chair and the secretary and kept at IB headquarters.

#### **Article 6 – Annual General Meeting**

- 6.1 An annual general meeting (AGM) is held each year prior to 30 May.
- 6.2 The Board shall produce an annual report to be presented to the annual general meeting.
- 6.3 The AGM may also include the Peterson Lecture and discussion of topics relevant to the IB.
- 6.4 The annual general meeting shall be an open meeting, unless otherwise decided by the Board from time to time. Notification of the date, time and

venue of each of the meetings shall be circulated at least 50 days prior to the meeting to the following:

- all members of the Board and of the committees established by the Board
- the HSA of IB schools via Headnet
- members of the regional councils
- members of the Examining Board
- any other individuals, institutions or organizations (governmental or non-governmental) that the Board of Governors deems appropriate to invite.

6.5 Non-members of the Board shall attend only as observers.

#### **Article 7 – Special meetings**

7.1 The chair of the Board or a majority of its members are entitled to call for special meetings of the Board of Governors.

7.2 The initiator(s) of such special meeting shall specify its purpose(s) and such purpose(s) shall be set forth in the notice of the meeting.

7.3 If a special in-person meeting is requested by a majority of members it shall be held at such time and place determined by the chair of the Board, but no later than 60 days after receipt by the chair of a written request.

#### **Article 8 – Decisions**

8.1 50 per cent of the voting members of the Board shall be necessary for a quorum.

8.2 Except as otherwise specifically provided in the rules or by law, decisions of the Board shall be taken by the affirmative vote of a majority of the members present at a quorate meeting. In the event of an equality of votes the chair may exercise a casting vote whether or not he or she has previously voted on the resolution.

8.3 In case of conflict of interest, the conflict will be resolved pursuant to the conflict of interest policy adopted by the Board.

#### **Article 9 – Decisions by correspondence**

9.1 Upon being proposed by the chair or by at least 8 members of the Board of Governors and provided that all members of the Board of Governors agree to this procedure, a decision may be taken by correspondence, including fax or electronic mail.

9.2 Once the agreement of all the Board members has been ascertained, the decision to be taken is communicated to all the members for their vote. The vote is governed by the same rules as under article 8 regarding quorum, majority and casting vote.

## REGIONAL COUNCILS

### Article 10

- 10.1 A regional council of up to 13 members is established in each IB global centre area to advise the regional director in guiding, strengthening and expanding regional efforts to implement the mission of the IB through commitment to IB principles and policies.
- 10.2 The terms of reference of regional councils are finally approved by management.

## Chapter III

### THE HEADS STANDING ASSOCIATION OF INTERNATIONAL BACCALAUREATE SCHOOLS (HSA)

### Article 11

- 11.1 The Heads Standing Association of International Baccalaureate schools (HSA) comprises all heads of schools that are authorized to teach the programmes of the International Baccalaureate Organization.
- 11.2 A Heads Council, advisory to the director general, and comprising 12 members, is elected on a regional basis by all HSA members. There may be no more than one head of school in any single country represented on the Heads Council.
- 11.3 The HSA constitution is finally approved by the Board of Governors after prior approval by the HSA according to the rules of their constitution.

## Chapter IV

### THE GOVERNANCE COMMITTEE

### Article 12

- 12.1 The governance committee consists of the following members:
  - the chair and secretary of the Board of Governors (*ex officio*)
  - three other Board members approved by the Board of Governors.
- 12.2 Members of the governance committee should abstain from voting when it relates to their own election to the Board of Governors.
- 12.3 The governance committee members' period of appointment shall be coterminous with their period of appointment to the Board.
- 12.4 The chair of the governance committee shall be the secretary of the Board, who shall have a casting vote.

## Chapter V

### OTHER COMMITTEES

#### Article 13

- 13.1 The Board of Governors may establish or approve other committees.
- 13.2 The functions, composition and Terms of Reference of these committees shall be as approved and promulgated by the Board of Governors. Appointments of Board members to such committees shall be for a maximum period coterminous with their appointment to the Board and may be for a lesser period.
- 13.3 All committees approved by the Board shall be listed in appendix I hereto, which shall be updated whenever necessary.
- 13.4 The chair of the Board of Governors is an *ex officio* non-voting member of all Board committees.

## Chapter VI

### DIRECTOR GENERAL

#### Article 14

- 14.1 A director general shall be appointed by the Board of Governors.
- 14.2 The director general shall be the chief executive officer of the Foundation and, subject to the direction and supervision of the Board, shall manage the business and affairs of the Foundation.
- 14.3 The director general shall produce an annual report to be presented to the Board

### AUDITORS

- Article 15* At each annual general meeting, the Board of Governors shall appoint for the following financial year a firm of independent auditors to audit the Foundation's accounts and other assets belonging to the Foundation or entrusted to it.

## Chapter VIII

### REPRESENTATION

- Article 16* The Board of Governors may delegate its authority as it considers appropriate to represent the organization or act on its behalf. Any such delegation must be formally authorized by the Board of Governors.

## Chapter IX

### AMENDMENTS TO THE ACT OF FOUNDATION AND RULES OF PROCEDURE

*Article 17* The *Act of Foundation* and the *Rules of Procedure* may be amended by the Board of Governors at any time by an affirmative vote of no fewer than two-thirds of the members of the Board in office at the time. Such amendments shall be submitted for the approval of the supervisory authority of the Swiss Confederation.

Geneva, April 2010

Carol Bellamy  
Chair

Katy Ricks  
Secretary

## Appendix I

### ***Committees approved by the Board of Governors***

#### Board committees

Access & Advancement committee

Audit committee

Human resources committee

Education committee

Finance committee

Governance committee

#### Examining Board

## Appendix II

### ***Provisional amendment to the Rules of Procedure***

*Article 18* Notwithstanding any provision of the Rules of Procedure to the contrary, the provisions of this Appendix II shall be applicable for a period of three years (the “Transition Term”) starting on the Effective Date of the merger as fixed in the Merger Agreement and Plan of Merger entered into on 31<sup>st</sup> October 2008 between the IB Foundation and International Baccalaureate, North America, Inc. (“IBNA”) (the “Merger”). Immediately following the Transition Term, the provisions of this Appendix II shall lapse automatically and cease to be of any further force or effect, without any further action by the IB Foundation or the Board.

- 18.1 A. The following five (5) members of the board of directors of IBNA immediately prior to the Merger shall become members of the Board during the Transition Term, with the full authority and voting rights of all other voting members of the Board (Each such person, or any successor thereto, “a Transitional Board Member”):

Lucie D’Amour  
Irene Davy  
Lambert Okma  
Stewart Roberson  
Kenneth Vedra

At the end of the Transition Term, each Transitional Board Member shall be eligible for election to the Board in accordance with the IB Foundation’s regular procedures.

B. In the event any Transitional Board Member shall resign, be removed (pursuant to Article 18.3 hereof), or shall otherwise be unable to act during the Transition Term, then the remaining Transitional Board Members shall, after consultation with the governance committee, select a replacement to act in his or her stead, subject to the consent of the Board, such consent not to be unreasonably withheld.

18.2 A. The following five (5) members of the board of directors of IBNA immediately prior to the Merger shall each become a member of the Board committee set forth opposite such individual's name below during the Transition Term (each such person, or any successor thereto, "a Transitional Committee Member"):

Andrew Krawczyk	Audit Committee
Barbara Goodwin-Zeibots	Advancement Committee
Lauren Hildebrand	Education Committee
MaryEllen Elia	Education Committee
Melissa Sheppard	Education Committee

There shall be no termination or material reduction in the responsibilities, authority and functions of any Board committee to which a Transitional Committee Member shall be appointed hereunder.

B. In the event any Transitional Committee Member shall resign, be removed (pursuant to Article 18.3 hereof), or shall otherwise be unable to act during the Transition Term, then the Transitional Board Members then acting shall, after consultation with the governance committee, select a replacement to act in his or her stead, subject to the consent of the Board, such consent not to be unreasonably withheld.

18.3 Any Transitional Board Member or Transitional Committee Member may be removed during the Transition Term from the Board or a Board committee, as the case may be, only upon the vote of a majority of the Board and a majority of the Transitional Board Members then acting (other than any Transitional Board Member whose removal is the subject of such vote).

18.4 If the holder of any office of the Board (chair, treasurer, vice chair, secretary) is a Transitional Board Member, removal of such person from such office pursuant to Article 4.2 of the Rules of Procedure shall not result in termination of such person as a member of the Board, which action may only be taken in accordance with Article 18.3 hereof.

18.5 The provisions of this Appendix II shall not be amended or revoked at any time during the Transition Term.

Next review: 2012

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