

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 and on 2 December 2007.

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 includes (in addition to the *ex officio* members):
 - a) At least four heads of IB World Schools
 - b) At least two people from each IB region
 - c) At least two IB alumni
 - d) A balance of gender, culture and geography to ensure diversity
 - e) A complementarity of professional experience
 - f) And 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 28 February**;
 - 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.

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 reelection 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 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 9 or 10. 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 9 or 10. 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 president 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 four 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 the IB headquarters.

Article 6 – Annual General Meeting

- 6.1 An annual general meeting is held each year prior to 30 May.
- 6.2 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 Two thirds 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.

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 9 regarding quorum, majority and casting vote.

Chapter II

REGIONAL COUNCILS (RCs)

Article 10

- 10.1 A regional council of up to 13 members is established in each IB region 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, three from each IB region, is elected on a regional basis by all HSA members.
- 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.
- 12.3 The governance committee members' period of appointment shall be coterminous with their period of appointment to the body from which they are drawn.

- 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 rules of procedure of these committees shall be as approved and promulgated by the Board of Governors. Membership of such committees shall be for not more than two consecutive three-year terms.
- 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.

Chapter VII

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 not 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, December 2007

Appendix I

Committees approved by the Board of Governors

Board committees

Audit committee
Compensation committee
Education committee
Finance committee
Governance committee
Advancement committee

Advisory committees

Regional councils
Heads council

Academic committees

Research committee
PYP committee
MYP committee
Diploma Programme committee
Diploma review committee
Professional development committee

Management committees

Directors leadership team
Web sites management committee
Publications management committee

Examining Board