

# RULES OF PROCEDURE OF THE FOUNDATION

## Preamble

The present document constitutes the Rules of Procedure of the International Baccalaureate Organization (“IB”) Foundation, adopted by the IB Board of Governors (formerly Council of Foundation) on 25 October 1968, last amended on 27 October 2018 and previously amended on the dates listed in Appendix II:

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 Board”.

## Chapter I

### IB BOARD OF GOVERNORS

#### A. Composition of the Board

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

There shall be a minimum of 11 and a maximum of 21 members.

The Board shall be made-up as follows:

1.1 Officers:

- a) The Chair
- b) The Vice-Chair.

1.2 *Ex officio* members:

- a) The chair of the Heads Council, appointed in accordance with article 12.1.
- b) The chair of the IB Examining Board, appointed in accordance with article 12.2.

1.3 The Board shall include at least four (4) individuals who hold school leadership positions within the IB community (Heads of IB World Schools, Chief Executives of IB school groups and systems, Superintendents of IB school groups, or similar to such posts), provided that at least three (3) shall be Heads.

- 1.4 The Board shall register the Chair and the Vice Chair as authorized signatories with the Commercial Registry in Geneva. The Board can add as many members as signatories with the Commercial Registry, as it deems fit.
- 1.5 The Board shall include at least one member with signatory power residing in Switzerland, who is either a Swiss citizen or an EU citizen.
- 1.6 The Board shall include at least one member residing in Singapore, who is either a Singaporean national or a permanent resident in Singapore.
- 1.7 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) Diversity of professional experience, such as education, finance, digital technology and business administration;
  - b) A balance of gender, culture and geography to ensure diversity;
  - c) Members from each IB region;
  - d) Previous or current engagement with the IB including alumni, parents of IB students or role in IB school community;
  - e) Access to networks that can support the IB in communications, advocacy, and fundraising; and
  - f) Other criteria as developed by the Governance Committee and approved by the Board from time to time.

## **Article 2 – Election procedure**

- 2.1. The Board shall elect its members, other than the *ex-officio* members, upon recommendation of the Governance Committee.
- 2.2. The Governance Committee will:
  - 2.2.1 Consider nominations from the Board, the Heads Council, and Regional Councils and any other interested parties as submitted to the Chair of the Governance Committee.
  - 2.2.2 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 1.3 to 1.7.
  - 2.2.3 Ensure that no one constituency will be in a voting majority on the Board. For this purpose, constituency shall include membership of the:
    - a) Heads Council;
    - b) governments, universities, or intergovernmental organizations;
    - c) IB alumni;
    - d) donor agencies;
    - e) international corporations;
    - f) non-governmental organizations; or

- g) any other interest groups.
  - 2.2.4 Ensure, except for ex officio members, that no Board member concurrently serves on both the Board or any of its Committees, and advisory bodies, such as the Heads Council or the Examining Board.
- 2.3. The officers shall be elected by the Board.
- 2.3.1 The Chair may be elected from inside or outside the members of the Board. The election of the Chair requires a two-thirds majority vote.
  - 2.3.2 The Chair of the Governance Committee shall be elected among the members of the Board. The election of the Chair of the Governance Committee requires a majority vote. In accordance with article 14.3, the Chair of the Governance Committee shall be the Vice Chair of the Board of Governors.
- 2.4. The Board will perform a yearly evaluation of its performance and the performance of its members.

### **Article 3 – Terms of office**

- 3.1 The Board members and the Chair shall be appointed to serve for three-year terms.
- 3.2 Their first mandate shall start from the first day of the in-person Board meeting that follows their appointment. Should there be a statutory need; the Board may deviate from the above conditions.
- 3.3 When reappointed, the members' further mandates shall start the date following the end of the previous mandate.
- 3.4 The Vice Chair shall be appointed to serve for a one-year term and shall be eligible for re-election for a maximum of six consecutive years, subject to the exceptions defined in article 3.6 below.
- 3.5 The Governance Committee shall recommend the reappointment of Board members who have contributed to the organization based on their appraisal in accordance with the Guidelines for reappointment of Board members.
- 3.6 No member of the Board shall serve in whatever capacity for more than six consecutive years, except in the two following cases:
  - a) An existing member is appointed as Chair, in which case his/her term of office shall be for one year, renewable for a maximum of three consecutive years even if, as a result, the total time in office, first as a member and then as Chair of the Board, is more than six years. In such case, the total time as a member of the Board, including the terms as Chair, shall not exceed nine years.

- b) Where, exceptionally, the Board concludes that a strict application of the six-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, which shall not exceed one year.
- 3.7 On completion of the maximum period as a member and/or officer of the Board as set out in articles 3.1, 3.4 and 3.6 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 for an additional maximum three-year term. However the goal remains to rejuvenate and revitalize the Board.

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

- 4.1 Any member may call for the removal from office of another member, provided at least two other members second the motion. They must state the reasons for initiating the vote.
- 4.2 The member subject to the decision shall be informed of the reasons mentioned and shall have the right to be heard by the Board before the vote.
- 4.3 Any such decision to remove a member from office must be taken in accordance with article 6. The officer or Board member whose removal from office is put to the vote shall have no voting right in the decision concerning his or her status. The officer or Board member shall leave the meeting during the discussion and voting.
- 4.4 The removal shall have immediate effect, unless otherwise stipulated in the decision. In the case of removal from office of the Chair or the Vice Chair, membership of the Board shall be automatically terminated.
- 4.5 Vacancies arising from the removal from office of a member of the Board shall be filled in accordance with article 2.1.

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

#### **Article 5 – Quorum**

Two thirds (2/3) of the members of the Board shall constitute a quorum.

#### **Article 6 – Decisions and Resolutions**

- 6.1 Except as otherwise specifically provided in the rules or by law, the Board shall take decisions by 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.
- 6.2 Decisions of the Board may be adopted during an in-person meeting in accordance with article 6 or by correspondence in accordance with

article 9. In both cases, each Board member shall be given the right to request a discussion on a decision, before the vote, if they so choose.

- 6.3 Notwithstanding article 6.1 above, the vote for all appointments, re-appointments and removal of Board members shall be held by secret ballot. The member subject to the decision shall have no voting rights.
- 6.4 All decisions taken by the Board shall be reflected in the minutes of the meeting. When needed, written resolutions are produced in addition to the minutes. In case of discrepancy, the wording of the minutes shall prevail.
- 6.5 The minutes and the resolutions shall be signed by two Board members registered as signatories with the Commercial Registry in Geneva. Copies of the signed documents are kept at the IB Foundation Office.

#### **Article 7 – Conduct of meetings**

- 7.1 The Board shall hold at least two ordinary in-person meetings each calendar year; one such meeting shall be scheduled to allow for the timely submission of approved accounts to the Swiss authorities six months after the accounting year end date.
- 7.2 Any additional ordinary meeting may be called for by the majority of the Board or alternatively the Chair, if they consider that the circumstances justify it. They shall determine in writing whether such meeting shall be conducted in-person or through telecommunication.
- 7.3 The Chair of the Board shall preside at all the meetings. In the absence of the Chair, the Vice Chair shall preside.

#### **Article 8 – Special meetings**

- 8.1 The Chair of the Board or alternatively a majority of its members are entitled to call for special meetings of the Board.
- 8.2 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.
- 8.3 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 9 – Decisions by correspondence**

- 9.1 Upon proposal by the Chair or by at least one-third (1/3) of members of the Board and provided that at least two-thirds (2/3) of the members of the Board agree to this procedure, a decision may be taken by correspondence (i.e. electronic mail).

- 9.2 Board members will receive a first ballot paper stating the subject matter of the decision with all relevant information. At this stage they shall only indicate within three (3) working days whether:
- a. they consent to the voting procedure; and
  - b. they request a discussion in accordance with article 6.2 on the subject matter before a decision is taken. Such discussion shall be held within ten (10) working days of the request.
- 9.3 Following the discussion, if any, and approval of the voting procedure as per Article 9.2a above, members will receive a second ballot paper to vote on the subject matter. The vote shall be governed by articles 5 and 6.1 regarding quorum, majority and casting vote.

#### ***Article 10 – Conflict of Interest***

- 10.2 Each member of the Board shall at all times ensure that his/her (and his/her related parties') private or professional interests – directly or indirectly – are not in conflict with the interests of the organization.
- 10.3 Each Board member shall disclose any such potential conflict of interest:
- a. By completing the annual conflict of interest form; and
  - b. Any time such potential conflict of interest arises.
- 10.4 At the beginning of each in-person meeting, Board members shall inform the Chair of any potential conflict of interest with regard to a particular item on the agenda. In the event of such a conflict of interest, the person concerned shall, at the request of the Chair, withdraw from the meeting whilst the relevant item(s) of the agenda are being dealt with.
- 10.5 Any potential conflict of interest shall be dealt with in accordance with the conflict of interest policy adopted by the Board.

#### ***Article 11 – Risk management***

- 11.1 The Board shall on a continuous basis identify and manage the risks associated with the Foundation's strategy and operations.
- 11.2 The Board shall annually review the report of the Audit Committee on the development and management of risks, internal control functions and compliance with adopted risks policies.

## **Chapter II**

### **ADVISORY BODIES**

#### ***Article 12.1 – Heads Council***

A Heads Council, comprising 12 members, is elected on a regional basis by the Heads Standing Association of International Baccalaureate schools

(HSA) members. There may be no more than one head of school in any single country represented on the Heads Council.

The HSA comprises all heads of schools that are authorized to teach the programmes of the International Baccalaureate Organization. The HSA is not an association in accordance with Articles 60 et seq. of the Swiss Civil Code.

The chair of the Heads Council shall be an *ex officio* member of the Board of Governors. The chair's term on the Board shall be coterminous with his/her position as chair of the Heads Council.

#### **Article 12.2 – Examining Board**

The Constitution of the IB Examining Board, as adopted by the Board on 8 June 1988 and amended from time to time, defines the composition of the Examining Board.

The Examining Board advises the Board on the safeguard and enhancement of the academic standards in assessment of the IB Diploma Programme.

The chair of the Examining Board shall be an *ex officio* member of the Board of Governors. The chair's term on the Board shall be coterminous with his/her position as chair of the Examining Board.

### **Chapter III**

## **COMMITTEES**

#### **Article 13 – Committees**

- 13.1 The Board may establish committees.
- 13.2 The functions, composition and Terms of Reference of all committees shall be enacted by the Board. Appointments of Board members to all 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 established by the Board, notably the Audit Committee, shall be listed in Appendix I hereto, which shall be updated whenever necessary.

#### **Article 14 – The Governance Committee**

- 14.1 The Governance Committee shall consist of the following five members: the Vice-Chair, the Chair of the Board and three other Board members approved by the Board.

- 14.2 When their own reappointment is discussed at the Governance Committee, the members of the Governance Committee shall leave the meeting and abstain from voting.
- 14.3 The Chair of the Governance Committee shall be the Vice Chair of the Board of Governors

## **Chapter IV**

### **DIRECTOR GENERAL**

#### *Article 15*

- 15.1 A Director General shall be appointed by the Board. The Director General shall always participate in meetings of the Board, in an advisory capacity only.
- 15.2 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.
- 15.3 The Director General shall produce an annual report to be presented to the Board.

## **Chapter V**

### **AUDITORS**

- Article 16* At the in-person meeting during which, in accordance with article 6, the Board is required to approve the financial statements for the year, the Board 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 VI**

### **REPRESENTATION**

- Article 17* The Board 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.



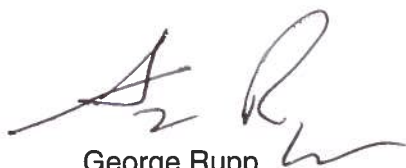
## Chapter VII

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

#### Article 18

- 18.1 The *Act of Foundation* and the *Rules of Procedure* may be amended by the Board at any time by an affirmative vote of no less than two-thirds (2/3) 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. All changes will enter into force the day the decision is rendered by the supervisory authority.
- 18.2 The *Rules of Procedure* are in French, Spanish and English. In case of discrepancies between the versions, the French version shall prevail.

Dated 27 October 2018



George Rupp  
Chair



Atalanti Moquette  
Vice Chair

## Appendix I

### ***Committees approved by the Board***

#### Board committees

Audit committee  
Human Resources committee  
Education committee  
Finance committee  
Governance committee

## Appendix II

11 October 1979;  
5 November 1982;  
29 November 1984;  
26 November 1986;  
13 November 1991;  
4 May 2000;  
4 May 2001;  
6 May 2002;  
28 April 2004;  
22 June 2004;  
29 November 2004;  
4 May 2005;  
13 November 2005;  
2 December 2007;  
16 July 2008;  
8 August 2008;  
22 April 2010;  
8 April 2011;  
22 April 2012;  
26 April 2013;  
10 November 2013;  
16 November 2014;  
15 November 2015;  
8 April 2017

and on

27 October 2018.

