

IB Board of Governors

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 4 May 2020 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 9 and a maximum of 11 members.

The Board shall be made-up as follows:

- 1.1 Officers:
 - a) The Chair
 - b) The Vice-Chair.
- 1.2 *One Ex officio* member: The chair of the Heads Council, appointed in accordance with article 12.1.
- 1.3 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.
- 1.4 The Board shall include at least one member with signatory power residing in Switzerland, who is either a Swiss citizen or an EU citizen.

- 1.5 The Board shall include at least one member residing in Singapore, who is either a Singaporean national or a permanent resident in Singapore.
- 1.6 The following considerations will guide the Board as a set of criteria and characteristics of individuals it considers appropriate for membership of the Board of Governors:
 - a) They are strongly committed to international education in general and IB in particular
 - b) They have a high level of experience in education and/or relevant management and leadership processes
 - c) The Board as a whole shall be a fair mix in terms of geography, cultural background and gender, showing a good balance of various fields of expertise in education and management and leadership processes

Article 2 – Appointment procedure

- 2.1. The Board shall elect its members, other than the *ex-officio* member, upon recommendation of the Governance and Organization Committee.
- 2.2. The Governance and Organization Committee will:
 - 2.2.1 Maintain a short-list of potential board members, which it shall review annually. For this, it will seek suggestions from the Board and IB senior leadership
 - 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 to 1.1 to 1.6.
- 2.3. The officers shall be appointed by the Board.
 - 2.3.1 The Chair may be appointed 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 and Organization Committee shall be appointed among the members of the Board. The appointment of the Chair of the Governance and Organization Committee requires a majority vote. In accordance with article 14.3, the Chair of the Governance and Organization Committee shall be the Vice Chair of the Board of Governors.
- 2.4. Guided by the Governance and Organization Committee, the Board will perform an annual evaluation of its collective performance and every two years initiate an evaluation of individual Board members.

Article 3 – Terms of office

- 3.1 The Board members and the Chair shall be appointed to serve for three-year terms, renewable once.
- 3.2 Their first mandate shall start on the day of their appointment.
- 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-appointment as long as he/she serves as a Board member.
- 3.5 The Governance and Organization Committee shall recommend the appointment and reappointment of Board members 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 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 A former Board member may be considered for an additional maximum three-year term of Board membership only after at least one year since the end of their second term of office.

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. When the Chair, or a majority of Board members, decide the circumstances call for a meeting (ordinary or extraordinary) to be held remotely, such meeting shall be held by any electronic means of communication and decisions shall be adopted by roll-call or through an e-vote system, validated by the Swiss Supervisory Authorities. 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 leave the meeting room during the voting and 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 Each calendar year, the Board shall hold four (4) ordinary meetings; either in person or remotely. One such meeting shall be scheduled to allow for

the timely submission of approved accounts to the relevant authorities six months after the accounting year end date.

- 7.2 Any additional ordinary meeting may be called for by the Chair or alternatively the majority of the Board, if they consider that the circumstances justify it. They shall determine in writing whether such meeting shall be conducted in-person or by any electronic means of communication.
- 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 – Extraordinary meetings

- 8.1 The Chair of the Board or alternatively a majority of its members are entitled to call for extraordinary meetings of the Board.
- 8.2 The initiator(s) of such extraordinary meeting shall specify its purpose(s) and such purpose(s) shall be set forth in the notice of the meeting.
- 8.3 If an extraordinary meeting is requested by a majority of members it shall be held at such date and place determined by the Chair of the Board, but no later than thirty (30) 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 the 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. by any electronic means of communication).
- 9.2 Board members will receive a notification by any electronic means of communication stating the subject matter of the decision with all relevant information. At this stage they shall indicate within three (3) working days whether they request a discussion in accordance with article 6.2 on the subject matter before a decision is taken. Such a discussion shall be held within ten (10) working days of the request.
- 9.3 Following the discussion, if any, or a lapse of the three (3) working days, the Board members will receive a ballot paper which they will use to consent to the voting procedure in accordance with Article 9.1 and to vote on the subject matter. Articles 5 and 6.1 shall apply.

Article 10 – Conflict of Interest

- 10.1 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.

- 10.2 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.
- 10.3 At the beginning of each 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.
- 10.4 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 Finance, Audit and Risk Management 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.

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 Each Board member should sit on at least one committee.
- 13.4 All committees established by the Board, shall be listed in Appendix I hereto, which shall be updated whenever necessary.

Article 14 – The Governance and Organization Committee

- 14.1 The Governance and Organization Committee shall consist of the following five members: the Chair of the committee, 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 and Organization Committee meeting, the members of the Governance and Organization Committee shall leave the meeting after discussion and abstain from voting.
- 14.3 The Chair of the Governance and Organization 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 meeting during which, in accordance with article 7.1, 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 Swiss Supervisory Authority. All changes will enter into force the day the decision is rendered by the Swiss 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 4 May 2020



George Rupp
Chair



Sijbolt Noorda
Vice Chair

Appendix I

Committees approved by the Board

Board committees

Finance, Audit and Risk Management committee

Education committee

Governance and Organization 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
27 October 2018
18 May 2019

and on

4 May 2020