

1. Introduction

The Board is the governing body of the Associations & Conference Forum (AC Forum). The composition of the Board and its roles and responsibilities are set out in the Statutes of AC Forum.

2. Role of the Board

The Board is responsible for the day-to-day management of AC Forum. It performs all functions not allocated to another organ of AC Forum by the Statutes.

The Board is empowered to:

- develop and implement the strategy for AC Forum;
- organise regular meetings of the membership;
- draft the budget and the report on activities;
- prepare the annual financial accounts;
- prepare the General Assembly;
- plan the Annual Meeting;
- give notice of General Assemblies and Extraordinary General Assemblies;
- recommend organisations for membership to the General Assembly;
- suspend member organisations;
- recommend the termination of member organisations to the General Assembly;
- propose membership fees to the General Assembly;
- administer the assets and financial affairs of AC Forum;
- open and administer bank accounts;
- represent AC Forum externally;
- manage collaborations with third parties, including strategic alliances and income generation;
- manage employees of AC Forum.

This should be seen alongside the role of the General Assembly. The General Assembly is empowered to:

- approve the strategy of AC Forum;
- receive the activity report;
- approve the financial statements and audited accounts;
- approve budget forecasts;
- decide on any issue on the agenda of a General Assembly meeting;
- elect and dismiss the members of the Board;
- determine the membership fees;
- make decisions on membership;
- amend the Statutes;
- appoint auditors;
- transfer the registered office of AC Forum to a country other than Austria;
- dissolve AC Forum.

3. Composition of the Board

The composition of the Board is defined in the Statutes.

- The Board shall be composed of at least six and no more than eight members.
- All members shall be elected by the General Assembly with an absolute majority of member organisations present.
- The Board shall be composed of a President, Secretary General and Treasurer, and, on alternate years, a President-Elect. The immediate Past-President and the person entrusted with the day-to-day management of the association shall be ex officio members of the Board.

Board positions are open to permanent senior staff members from member organisations in good standing. No two Board members may come from any one member organisation. Since Board members act exclusively in the best interests of AC Forum and do not represent the interests of the member organisations to which they are linked, they perform their role as individuals and not as representatives of their member organisation.

4. Board competencies

It is recognised that no one individual can provide the complete skill set and experience required to fulfil the responsibilities of the Board. Therefore, it is important in making appointments to the Board that a skills audit and the identification of gaps is used to inform future appointments.

Among Board members the following skills and experience are usually required:

- Board and committee experience;
- business development/new enterprise/fundraising/income generation;
- change management;
- congress management;
- education service delivery;
- financial planning, budgets and auditing;
- governance practice;
- leadership/team development;
- marketing and communications/campaigns;
- member engagement;
- project management;
- strategic planning.

5. Calls for members of the Board

The President and Secretary General shall, on behalf of the Board, publish a call for applications for positions on the Board and/or for President-Elect, at least 30 (thirty) days prior to the General Assembly, or when a vacancy arises and it is sensible to appoint part way through a term of office.

Board positions are open to permanent senior staff members from member organisations in good standing. No two Board members may come from any one member organisation. Since Board members act exclusively in the best interests of AC Forum and do not represent the interests of the member organisations to

which they are linked, candidates apply as individuals and not as representatives of their member organisation.

The call for applications shall indicate the number of available positions, as determined by the Board and in accordance with the Statutes.

6. Elections

In accordance with the Statutes, the General Assembly shall elect, with an absolute majority of members present, the President-Elect, one year before the incumbent President's term finishes. The President-Elect shall automatically become the President after the current President's term.

In exceptional circumstances if there is no President-Elect, then the General Assembly will elect a President.

The General Assembly shall elect, with an absolute majority of members present, the other Board members.

7. Terms of office

Board members are elected for a two-year term of office. No individual person shall serve more than eight years in total on the Board as a voting member. Elections will be managed to ensure not all terms of office are due to change at the same time. A Board member may hold at most one office at a time.

The President shall serve for a period of two years, after having previously served at least one year in the role as President-Elect, unless in the case of exceptional circumstances. The President must be from a member organisation legally registered in Europe. An individual person cannot serve more than one term as President, nor can they stand for re-election to the Board after serving their term as President. Immediately upon finishing his/her term as President, the person will serve a one-year term as Past President, an ex officio member of the Board acting as advisor to the Board.

In the event of the President being temporarily unable to carry out his/her duties, these shall be assumed by the Secretary-General.

The President-Elect shall be elected for a period of one year, after which he or she will become the President automatically. The President-Elect must have previously served at least two years on the Board, unless in the case of exceptional circumstances.

The Board determines who takes on the roles of Secretary General, Treasurer, and any other role.

A member of the Board wishing to serve for a further term of office must reapply and stand for election.

In the case of the resignation of an elected Board member, the Board shall have the right to:

- hold an election, if the resignation occurs sufficiently in advance of a General Assembly that it is sensible and reasonable to do so;
or
- leave the position vacant pending the next round of elections prior to a General Assembly;
or
- co-opt an individual, who is a senior permanent staff member of a member organisation, as a Board member for the remainder of resignee's term, if the Board deems it is sensible and reasonable to do so.

In the case of extended leave of an elected Board member, the Board shall have the right to co-opt an individual, who is a senior permanent staff member of a member organisation, as a Board member for the duration of the leave period of the elected Board member.

The President together with the Board shall appoint a person to be entrusted with the day-to-day management of the association, who shall be the general administrative officer and business manager of AC Forum as an employee under contract and be responsible for the daily management thereof in accordance with the administrative policies and procedures of AC Forum determined by the Board.

8. Commitment of Board members

Board meetings over a calendar year usually comprise two in-person meetings of 1.5 days in April/May and October, plus 4-6 online meetings of 1-2 hours. In between meetings, Board members work as required on specific activities via email, phone and online.

It is hoped that Board member's associations will support their involvement with the release of time. Travel to attend meetings is covered by the AC Forum budget.

9. Responsibilities of the Board

Each member plays a key role in the organisation of the daily business of AC Forum.

Collectively, the Board is responsible for:

- developing the strategy, implementing identified actions and monitoring performance against the strategic plan;
- developing the business plan and associated budget to deliver on the strategic plan;
- ensuring the long-term financial viability of AC Forum;
- providing services that deliver against members' needs;
- implementing appropriate financial controls and auditing practices;
- planning and delivering the General Assembly;
- planning and delivering the Annual Meeting;
- carrying out appropriate risk analysis and risk mitigation strategies to protect AC Forum;

- ensuring that resources are employed for member benefit and that AC Forum is fit for purpose;
- establishing any sub-committees or working groups as required;
- operating in accordance with good governance and decision-making practices;
- reflecting as a Board on its own performance and undertaking professional development as required;
- sharing in the decision-making processes of the Board, and at all times reflecting a united voice.

Duties of Board members:

Board members must:

- attend at least 75% of Board meetings and devote sufficient time to prepare for meetings to allow for full and appropriate participation in the Board's decision-making;
- comply with all AC Forum policies;
- declare any conflicts of interest with their role as a Board member;
- fulfil the responsibilities of any office they take up;
- devote sufficient time and effort to any task allocated to them to allow for timely execution of the task;
- observe the confidentiality of Board matters and not disclose such information to any person unless required by law to do so;
- ensure that they do not communicate any significant information from or about AC Forum to any third party without the advance approval of the President;
- uphold the good name and reputation of AC Forum;
- treat their Board colleagues, AC Forum employees, members and any third parties with respect.

Board members must not:

- bring AC Forum into disrepute (including through the use of email, social media and other internet sites, engaging with third parties, etc.);
- seek or accept any gifts, rewards, benefits or hospitality in the course of their role;
- engage in any activity that may cause physical or mental harm or distress to another person (such as verbal abuse, physical abuse, assault, bullying, or discrimination or harassment on the grounds of gender, civil status, family status, sexual orientation, religion, age, disability, or race);
- be affected by alcohol, drugs, or medication which will affect their abilities to carry out their duties and responsibilities while volunteering;
- provide a false or misleading statement, declaration, document, record or claim in respect of AC Forum, its volunteers or employees;
- engage in illegal activity while carrying out their role.
- improperly disclose, during or after their involvement with AC Forum, confidential information gained in the course of their role on the AC Forum Board
- engage in bullying or coercive behaviour towards their Board colleagues, AC Forum employees, members and any third parties.

10. Confidentiality

Confidentiality is the preservation of privileged information. Privileged or confidential information includes all non-public information and encompasses intellectual property; plans or strategies that have not been made public; financial information; records and data about members, partners, and other associates; and people information.

By necessity, personal and private information is disclosed during the management of an association and in professional relationships. Some of this information is necessary to provide services to members; other information is shared within the parameters of the governance of the association. Most information gained about members through their membership of an association is confidential. Disclosure of confidential information could damage relationships with members and others, impede the delivery of the association's services, and damage AC Forum's reputation.

Board members, staff, and other volunteers will not disclose confidential information belonging to, or obtained through their affiliation with, AC Forum to any person or entity, including their relatives, friends, and business and professional associates, unless AC Forum has authorised such disclosure. This policy is not intended to prevent disclosure where disclosure is required by law.

Respecting the privacy of the Board, staff, and members is a basic value of AC Forum. All information concerning members, staff, volunteers, finances, and business of AC Forum is confidential and should not be disclosed or discussed with anyone without permission or authorisation from the Board. Care shall also be taken to ensure that unauthorised individuals do not overhear any discussion of confidential information and that documents containing confidential information are not left in the open or inadvertently shared. The Board, staff, and members rely on paid and volunteer staff to conform to this rule of confidentiality.

Board members, staff, and other volunteers of AC Forum may be exposed to information which is confidential and/or privileged and proprietary in nature and are cautioned to demonstrate professionalism, good judgment, and care to avoid unauthorised or inadvertent disclosures of confidential information.

Confidential information (documentation or unwritten) must be kept confidential during and after employment or volunteer service. Staff and volunteers, including Board members, are expected to return materials containing privileged or confidential information at the time of separation from employment or expiration of service. General information, policies, or statistical material that is not identified with any individual, entity, or member, or information that is publicly available, is not classified as confidential.

Unauthorised disclosure of confidential or privileged information is a serious violation of this policy. Failure to adhere to this policy will result in discipline, up to and including separation of employment or service with AC Forum. This policy is intended to protect Board members, staff, and other volunteers, as well as AC Forum. Giving information to an unauthorised person, without the approval of the Board, could result in personal liability and AC Forum will not be able to provide support in the event of legal action.

11. Board evaluation and development

The Board should regularly reflect as a Board on its own performance and undertake professional development as required.

The Board will, each year, critically evaluate its own performance, as well as its own processes and procedures to ensure that they are not unduly complex and are designed to assist the board in effectively fulfilling its role.

12. Dismissal or suspension of Board members

Members of the Board can, at any time, submit their resignation in writing to the Secretary General, or in the case of the Secretary General, to the President.

Board members who have a continuing conflict of interest may not be able to vote regularly on important matters. When there is no way to resolve the issue, the Board member is ineffective and may be asked to step down.

Before suspending a Board member, the President and Secretary General will notify the person with the relevant details in writing and the suspension comes into effect immediately. A Board member will be suspended if the Board has reason to believe that s/he is not complying with the responsibilities of the Board, as outlined in section 9 of this Charter, or who fails to meet their fiduciary duties, while an investigation is ongoing by the Board. A suspension may be imposed, for example, if the Board believes the Board member is incompetent, dishonest, or obstructive, that s/he has breached his/her duties, or that s/he is absent, unfit or incapable. During the period of the Board's investigation, the Board member has the opportunity to remedy the cause and/or present a defence to the Board.

On completion of the investigation, should the Board not be satisfied of the Board member's fitness to perform his/her duties, it may recommend to the General Assembly that the Board member be dismissed. Should the outcome of the investigation be that the Board is satisfied that Board member is fit to perform his/her duties, his/her membership of the Board may be reinstated. The Board will give reasons for its decision and the Board's decision will be notified to the Board member in writing by the President and Secretary General immediately upon the Board's decision.

The Board will notify the Board member that it is recommending for dismissal to the General Assembly and the Board member will have the opportunity to remedy the cause and/or present a defence to the General Assembly prior to the vote on the dismissal of the Board member. The proposed dismissal of the Board member shall be clearly mentioned in the agenda for the General Assembly.

The dismissal of the Board member will be declared by the General Assembly with the approval of two-thirds of voting members at a quorate General Assembly. The decision of the General Assembly is final. The dismissal will come into effect immediately upon the decision of the General Assembly and notice of the dismissal will be sent to the Board member in writing by the President and Secretary General within 30 (thirty) days of the date of the decision.

13. Board Officer roles

President

The President serves for a two-year term of office.

There are some specific roles for the President defined in the Statutes.

- With the Secretary General, notify member organisations of a General Assembly or Extraordinary General Assembly.
- Chair the General Assembly.
- With the Secretary General, call for applications for positions on the Board.
- With the Board, appoint a person to be entrusted with the day-to-day management of the association.
- Call meetings of the Board.
- Chair meetings of the Board.
- Act as the official representative of AC Forum or delegate to the Secretary General as necessary and appropriate or, in the case where the Secretary General is unable to take on the role of official representative of AC Forum, to another Board member when necessary and appropriate.
- With the Secretary General and the person entrusted with the day-to-day management of the association, sign written notifications and announcements of AC Forum, and in particular legal instruments.
- Sign any financial commitments/payments on behalf AC Forum jointly with the Treasurer and/or and the person entrusted with the day-to-day management of the association.

In addition, the President is expected to:

- oversee staff and day-to-day operations;
- ensure the integrity and effectiveness of the Board's governance arrangements and management processes;
- meet regularly with the officers and other Board members, as required, to support the business and operations of AC Forum;
- operate with the same decision-making rights as other Board members; however, in the event where there is a tie in voting on a motion to the Board, the Chair shall have the casting vote.

President-Elect

The President-Elect is elected for a period of one year, one year before the incumbent President's term finishes, after which he or she will become the President automatically.

In preparation for assuming the role of President, the President-Elect works closely with the President and prepares in particular for the handover of duties.

Secretary General

The Secretary General is appointed for a period of two years; the appointment may be renewed once for a further period of two years.

There are some specific roles for the Secretary General defined in the Statutes.

- Receive notices of termination of membership.
- Notify member organisations of the General Assembly's decision on termination of membership.

- With the President, notify member organisations of a General Assembly or Extraordinary General Assembly.
- Receive motions for consideration at the General Assembly.
- In the event that the President is unable to take the chair of the General Assembly meeting, chair the meeting.
- With the President, call for applications for positions on the Board.
- In the event of the President being temporarily unable to carry out his/her duties, assume these duties, including chairing Board meetings.
- Receive notice of resignation of a Board member.
- Act as the official representative of AC Forum when delegated to do so by the President.
- With the President and the person entrusted with the day-to-day management of the association, sign written notifications and announcements of AC Forum, and in particular legal instruments.

In addition, the Secretary General is the Chair of the Membership Sub-committee.

Treasurer

The Treasurer is appointed for a period of two years; the appointment may be renewed once for a further period of two years.

The Treasurer is assigned the primary responsibility of overseeing the management and reporting of the AC Forum finances. This includes:

- presenting financial statements to the General Assembly;
- general financial oversight: budgets, transactions, financial systems and policies, and compliance with the association by-laws and the relevant legislation;
- with the person entrusted with the day-to-day management of the association and the President, supporting bank account maintenance: relations with the bank, validation of payments, advice on AC Forum's reserves and investment policy;
- signing any financial commitments/payments jointly with the President and /or the person entrusted with the day-to-day management of the association on behalf AC Forum;
- with the person entrusted with the day-to-day management of the association, developing the annual budget as well as comparing the actual revenues and expenses incurred against the budget;
- reports: keeping the Board regularly informed;
- with the person entrusted with the day-to-day management of the association, preparing accounts for auditing and supporting the audit process.

14. Board non-Officer roles

Past President

Immediately upon finishing his/her term as President, the person will serve a one-year term as Past President, an ex officio member of the Board acting as advisor to the Board.

The Past President works closely with the President and assists in particular with the handover of duties.

The Past President may be charged with chairing a small programme committee that will develop the programme for the Annual Meeting.

Person entrusted with the day-to-day management of the association

The person entrusted with the day-to-day management of the association is an employee of AC Forum under contract and an ex officio member of the Board.

This person is the general administrative officer and business manager of AC Forum. In addition to the tasks outlined in the person's contract of employment, this includes:

- responsibility for the daily management of the association in accordance with the administrative policies and procedures of AC Forum determined by the Board;
- regularly reporting to the Board;
- with the President and the Secretary General, signing written notifications and announcements of AC Forum, and in particular legal instruments;
- with the Treasurer and the President, supporting bank account maintenance: relations with the bank, validation of payments, advice on AC Forum's reserves and investment policy;
- with the President and /or the Treasurer, signing any financial commitments/payments jointly on behalf AC Forum;
- with the Treasurer, developing the annual budget as well as comparing the actual revenues and expenses incurred against the budget;
- with the Treasurer, preparing accounts for auditing and supporting the audit process.

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