



October 2020

## **Governance - Terms of Reference**

1. **The Board of Directors (Board) of the International Neuroethics Society (INS/the Society/the Organization)** will consist of fifteen (15) individuals with staggered three-year terms. Elected terms of Board members, the President, and the President-Elect begin at the end of the business meeting of the Annual Meeting of the Society. Board members may serve up to three (3) consecutive three-year terms. After an interruption of one (1) year a Board member may be re-elected to the Board. Current Board members who have already served more than nine (9) years, may complete their current term before rotating off the Board. The Board should have a diverse membership, reflecting a broad range of backgrounds and perspectives, including, but not limited to, diversity of race, ethnicity, geography, nationality, discipline, sexual orientation, and gender identity.
  - Board members shall be nominated by the Nominating Committee and presented to the Full Board (not the Executive Committee), and new and renewing members shall be selected and voted on by the Full Board of Directors of the Society in a secret ballot election, informed by the advisory vote of the Membership.
  - In the event of a tie, when there are not enough open slots to accommodate both nominees, a run-off election shall be held.
    - The remaining candidates who were advanced by the Nominating Committee shall be re-presented to the Full Board by the Chair of the Nominating Committee, and the final Board member shall be selected and voted on by the Full Board of Directors in a secret ballot run-off election.
    - The candidate with the most votes in the run-off election shall be given an offer to join the Board, and that offer shall be left open for up to three weeks after extended. In the event that the elected Board member does not accept the offer to join the Board, then the Nominating committee will again present the remaining candidates for a run-off election.
  - Offers to elected Board members to join the Board of Directors shall be left open for up to three weeks after extended. In the event that a/the Board

member(s) with the most votes do(es) not accept the offer to join the Board of Directors within that time period, then a run-off election shall be held:

- The remaining candidates who were advanced by the Nominating Committee shall be re-presented to the Full Board by the Chair of the Nominating Committee, and the alternate Board member(s) shall be selected and voted on by the Full Board of Directors in a secret ballot run-off election.
- The candidate(s) with the most votes in the run-off election shall be given an offer to join the Board, and that offer shall be left open for up to three weeks after extended. In the event that the alternate(s) do(es) not accept the offer to join the Board, then the Nominating committee will again present the remaining candidates for a run-off election.

**The Board** is responsible for ensuring the long-term stability and integrity of the organization, and members are expected to foster its continued viability and growth of the organization. The responsibilities of Board members are to:

- Attend and participate in in-person and teleconferenced Board meetings.
- Pledge to contribute resources for the organization in the form of sponsorships, donations, identification of partners, and other funding opportunities in recognition of the necessity of diverse income sources for the sustainability and growth of the Organization.
- Promote the Society's visibility to peers, colleagues and communities, including in speaking materials, communication with other organizations/individuals, and in Society credentials on personal and affiliation websites and social media.
- Serve on at least one Society Committee or Task Force each year and/or chair a function, meeting, or similar endeavor.

2. **The Executive Committee** of the INS shall include the President and at least six (6) Board members selected and approved by the Full Board of Directors. Executive Committee members will confer monthly on matters of the Society. The responsibilities of the Executive Committee are to:

- Formulate strategic initiatives to be executed by Committees, Task Forces, other specifically designated groups, staff and the membership.
- Make recommendations to the Board on leadership, investments, bylaws changes, and other similar decisions.
- Deliberate on key issues facing the Society and recommend decisions or plans of action to be approved by the Board.
- Advance other initiatives as needed to ensure the sustainability, health and growth of the Society.
- Together with the President, identify staffing and management needs for the Society.
- Develop, review and revise, as needed, procedures governing staff transition.

3. **The President of the Society** serves as the Chair of the Board of Directors. The President guides the Board of Directors to fulfill its responsibilities for the governance of the Society. The President works in partnership with the Board and the Executive Director/COO to achieve the mission of the Society and to optimize the relationship between the Board and INS staff. The President will serve for a non-renewable term of two years, taking office at the end of the business meeting of the Annual Meeting of the Society. The responsibilities of the President are to:

- Chair and participate in all meetings of the Board of Directors.
- Chair and participate in all meetings of the Executive Committee as a voting ex-officio member.
- Champion and provide leadership regarding the Society's mission, services, policies, and programs.
- Work with the Executive Director/COO to prepare the agenda for Board meetings.
- Work in partnership with the Executive Committee and Executive Director/COO to ensure that Board decisions are carried out.
- Annually review and advise on the Society's budget.
- Maintain relationships with the volunteer leaders of the Society.
- Prepare the President-Elect to transition to leadership.
- Prepare and coordinate reviews of the Executive Director/COO with the Executive Committee.
- Guides the Board of Directors to fulfill its responsibilities.
- Identify and discuss staffing and management needs for the Society with the Executive Committee and/or Board of Directors.
- Represent INS in a variety of liaison and public information activities.
- Attend and preside over the Annual Meeting.
- Serve as a member of the Program Committee (or may Chair the Committee).
- Fundraise for the Annual Meeting, and for the organization throughout the year.
- Monitor the budget for the Annual Meeting with coordination from the Executive Director/COO.
- Develop and appoint as needed *ad hoc* Task Forces to address Society needs and fulfill its mission, and on other matters that help to fulfill the President's duties.

4. **The President-Elect** collaborates with the President to learn the role of the President, to become familiar with the programs of the Society and its governance, and to facilitate Board transitions. The President-Elect assists and supports the President as needed. The President-Elect shall become President at the end of the term as President-Elect. The President-Elect is elected during the first year of the President's two-year term, by secret ballot of the Board of Directors, following nomination by the Nominating Committee, and will include:

- Presentations by candidates via teleconference, accompanied by candidate position statements submitted in advance;
- Question and answer between the Board and each candidate without other candidate(s) present;
- Group discussion of candidates without candidates on the call;
- Follow-up consultation process where Board members are free to speak with each other but with a time deadline established; Those Board members who do not want to hear from Board colleagues may opt-out of these conversations by contacting the Executive Director who will communicate to all Board members;
- When there is more than one candidate for President-Elect, a second meeting of the Board without candidates will then be held. No other conversation will be held following this call;
- A Secret Vote. It was stressed that all conversation among the Board are to remain confidential.

While the President Elect need not be an existing member of the Board, they must have been a member in good standing of the INS for two consecutive years immediately prior to their nomination. Upon election, a non-Board member President-Elect will become an *ex officio* voting member of the Board. If the candidate is in the final year or the term limit or would meet their term limit during their term as President Elect or President, they may nevertheless continue to serve and as an *ex officio* member of the Board. The responsibilities of the President-Elect are to:

- Attend and participate in all meetings of the Board of Directors and Executive Committee.
- Be informed about, help champion, and provide leadership regarding the Society's mission, services, policies, and programs.
- Assist the Board of Directors in carrying out its fiduciary responsibilities.
- Review agenda and supporting materials as needed prior to Board and Committee meetings and conference calls.
- Represent the Society on behalf of the President as needed.
- Attend the Annual Meeting.
- Annually review and vote on the Society's budget.
- Prepare and present information at meetings on behalf of the Society as needed.
- Work with Society Staff to support outreach strategies for membership and fundraising.
- Serve as an *ex officio* voting member of the Executive Committee.
- Chair meetings when the President is unavailable to do so.
- Contribute to a review of the Executive Director/COO and all staff

5. **The Immediate Past President** provides advice and leadership to the incoming President and Board of Directors regarding past practices and other matters related to Society governance. The Immediate Past President supports the

President and the President-Elect on an as-needed basis, up to the remainder of the incumbent President's elected term. The Immediate Past President performs the duties of the President in the absence or disability of the President and President-Elect. The responsibilities of the Immediate Past President are to:

- Attend and participate in all meetings of the Board of Directors.
- Be up to date about the Society's mission, services, policies, and programs.
- Assist the Board of Directors in carrying out its fiduciary responsibilities.
- Participate as a member of Committees, as needed.
- Represent the Society on behalf of the President, as needed.
- Annually review and vote on the Society's budget.
- Attend the Annual Meeting.
- Contribute to a review of the Executive Director/COO and all staff
- Prepare and present information at meetings on behalf of the Society as needed.

6. **The Secretary/Treasurer** provides oversight of meeting records and Society finances. The Secretary/Treasurer works with the President and Executive Director/COO to ensure that meetings and actions of the Board of Directors are properly recorded and that the Society is carrying out its financial responsibilities. The Secretary/Treasurer shall be a member of the Board of Directors, shall be selected and approved by the Full Board, and shall report to the Full Board. The term length for Secretary/Treasurer shall be two years. The Secretary/Treasurer may serve for two consecutive terms, if elected and approved to a second term by the Full Board of Directors, but shall not serve for longer than two consecutive terms. Responsibilities of the Secretary/Treasurer are to:

*As Treasurer:*

- Work with the Executive Director/COO Chief Operating Officer (COO) to monitor the INS budget and general financial status, and participate in the presentation of Society's financial status to the Board and Executive Committee.
- Advise the Board regarding the financial reports, annual audit, and the staff support necessary to properly fulfill financial controls and budget management for the Society.
- At the level authorized by the Board, approve payments of invoices and other financial activity of the INS.
- Fulfill other appropriate responsibilities as may be identified by the Board or Executive Committee.

*As Secretary:*

- Perform various administrative functions and approvals require of the Secretary of the INS.
- Review, and submit for approval to the Board, minutes from meetings of the Executive Committee and Board.

- Work with Executive Director/COO to monitor the governance activities and responsibilities of the INS as a non-profit organization.
- Fulfill other appropriate responsibilities as may be identified as necessary and appropriate by the Board or Executive Committee.

7. **The Governance Committee** will consist of a Chair and two members appointed and voted on by the Full Board of Directors. Governance Committee members shall be members of the Board of Directors. At least one member of the Governance Committee shall not be a member of the Executive Committee. The Governance Committee shall report to the Full Board. All matters advanced by the Governance Committee shall be voted on by the Full Board. The term length for members of the Governance Committee shall be two years. Members of the Governance Committee may serve for two consecutive terms, if elected and approved to a second term by the Full Board of Directors, but shall not serve for longer than two consecutive terms on the Committee. The work of the Committee focuses on board composition, responsibilities, and effectiveness; Committee organization and responsibilities; and other reviews affecting the growth and continuing sustainability of the Society. The responsibilities of the Governance Committee include:

- Review and make recommendations to enhance the quality and future viability of the Board of Directors, committee structure, task forces and other designated groups.
- Review bylaws and terms of reference, and recommend any needed changes to the Full Board.
- Oversee a succession planning process for the President, President-Elect, Board members, Secretary/Treasurer, Committee Chairs/Co-Chairs, and other Society leaders.

8. **The Nominating Committee** consists of a Chair and two members of the Board, appointed and voted on by the Full Board of Directors — who shall include members of the Full Board who are *not* members of the Executive Committee and one representative from the Student/Post-doc Committee — and five additional Committee members elected by a vote of the general membership to inform a final recommendation by the Nominating Committee to the Full Board. The Nominating Committee shall report to the Full Board of Directors. All matters advanced by the Nominating Committee shall be voted on by the Full Board. The Full Board appoints the new members to the Board or renews the terms of existing members. Only Society members are eligible to serve on the Nominating Committee and may be self-nominated or nominated by another member. The term length for members of the Nominating Committee shall be two years. Members of the Nominating Committee may serve for two consecutive terms, if elected and approved by the Board of Directors, but shall not serve for longer

than two consecutive terms on the Committee. The responsibilities of the Nominating Committee are to:

- Suggest new candidates for Board membership to replace those Board members with expiring terms or for a seat that is otherwise open.
    - The Nominating Committee shall invite the Members of the Society to propose nominees to fill available seats on the Board.
    - The Nominating Committee shall vet all nominees, and add to the slate as needed, to create a slate of candidates including at least as many possible members as there are openings on the Board, and up to twice as many as there are openings on the Board. Further, this slate should take into account the needs for balance and diversity in the membership of the Board.
    - The Nominating Committee shall ask the candidates if they are willing to serve, if they are selected by the Board of Directors.
    - The Nominating Committee shall present a final slate of candidates to the Membership of the Society to vote in an advisory election, which shall not be binding on the Board members, in compliance with the California laws governing the corporate status of the INS.
    - The tally of the Membership advisory vote for new and renewing Board members shall be presented to the Full Board (not the Executive Committee). The tally shall remain confidential to prevent the appearance of being a binding vote or unduly influential, in deference to California law noted above.
    - Board voting shall then proceed in the manner defined in paragraph 1, above.
  - Recommend a slate of candidates including at least as many possible members as there are openings on the Board, and up to twice as many as there are openings on the Board.
  - Take into account the needs for balance and diversity in the membership of the Board, as noted under Section 1.
  - Solicit and nominate President-Elect candidates to the Full Board of Directors.
  - Review nominees from the general membership to the Nominating Committee before the election.
9. **The Program Committee** is responsible for the content and execution of the Society's Annual Meeting. Its membership is appointed by the President in consultation with the Executive Committee, and consists of a Chair and three members of the Board of Directors and one representative from the Student/Post-doc Committee, as well as four additional Committee members selected from the general membership. The Program Committee shall report to the Executive Committee. The term length for members of the Program Committee shall be one year. Members of the Program Committee may serve for

two consecutive terms, if so appointed, but shall not serve for longer than two consecutive terms on the Committee. The responsibilities of the Program Committee are to:

- Identify session and speaker topic areas for the core program of the Annual Meeting and the public session.
- Solicit speakers.
- Review abstract and poster submissions from the Society's membership.
- Fundraise for the Annual Meeting.
- Work with the Executive Director/COO to identify a suitable venue, manage event planning, advertise and promote the event, and reach out to the media and other communicators.

10. **The Membership Committee** is appointed by the President in consultation with the Executive Committee. The President shall make a call for nominations from the general membership for Committee members, which can be made by self-nomination or nomination by others. The Committee shall consist of a Chair or Co-Chairs, at least one of whom is a member of the Board of Directors, one representative from the Student/Post-doc Committee, and 1-6 members selected from the general membership of the Society. The Committee shall report to the Executive Committee. The term length for members shall be two years. Members may serve for two consecutive terms, if so appointed, but shall not serve for longer than two consecutive terms on the committee. Responsibilities of the Communication, Outreach, and Membership Committee are to:

- Advise Society leadership on strategies to promote growth and outreach through innovative communication methods and programs.

11. **The Student/Post-Doc Committee** consists of a Chair approved by the Full Board of the Society, an established INS member who will serve as a Faculty Mentor to the committee, and a minimum of 4-6 trainee members selected by the Chair from the general membership of the Society. The Nominating Committee shall propose nominees for the Chair of the Student/Post-Doc Committee, and may do so through solicitation or by a non-binding advisory election by the general membership. The Committee shall report to the Full Board of the Society. The term length for members of the Committee shall be two years. Members of the Committee are appointed by the Chair and Faculty Mentor and may serve for two consecutive terms, if so appointed and still eligible to serve, but shall not serve for longer than two consecutive terms on the Committee. Responsibilities of the Student/Post-Doc Committee are to:

- Represent the interests of trainee members of the Society.
- Oversee and adjudicate the Essay Contest.



- Make recommendations to the Board regarding initiatives for student and post-doc members.
- Coordinate communication and outreach efforts through the website, Neuroethics News, and other media.
- Cultivate membership through strategic communication.

12. **The Staff Search Committee** is responsible for overseeing key staff personnel changes, including the Executive Director (ED), Chief Operating Officer (COO) and any other personnel deemed “key staff” by the Board. The process for selecting new and/or replacing INS staff shall be:

- Upon a vote and counsel to do so by the Board, the Nominating Committee shall nominate a Chair for an Ad Hoc Search Committee (Search Committee), to be selected and voted on by the Full Board of Directors.
- The other members of the Search Committee shall consist of members from other Board committees, who can self-nominate or be nominated by other members of the Board.
- The Chair of the Committee, in consultation with the President and President-Elect, shall select from the nominees to constitute a Search Committee of not less than 5 members, taking into account balance and diversity in the membership of the Committee.
- The Search Committee will issue the call for applications, and will establish an interview and review process to select and forward the names and dossiers of the top five candidates for ED/COO and/or any other personnel deemed “key staff” to be interviewed by the Executive Committee.
- The Executive Committee shall select two finalist candidates to forward with names and full dossiers to the Board of Directors, who shall vote by secret ballot for the final candidate.
- Key personnel selected through this process may be appointed for a term of up to three years, after which they may be reappointed by a vote of approval by the Full Board.

13. **Task Forces** may be constituted from time to time by the President of the Society in consultation with the Executive Committee to fill gaps in the Society’s mission. These task forces shall be purely advisory in nature, and shall not be authorized to act independently on behalf of the organization (e.g., the Safe Harbor Task Force, Emerging Issues). Upon creation of a task force, the general membership will be solicited for nominations. The expected duration of a task force is for no more than a year, at which point it should be reviewed and renewed so that it can bring its work to completion in consultation with the Executive Committee. If its work will be ongoing it should be proposed as a new committee to the Governance Committee, to be presented to the Board of Directors.