

EARN Document

Title: EARN Standing Orders  
Author(s): P Bryant  
Date: 1989/11/24  
Committee: Executive  
Document: EXEC154 89 EARN-MIN LISTSERV@UKACRL  
Revision: 0  
Supersedes:  
Status: Draft  
Maintainer: P Bryant  
Access: Unrestricted

-----

This documents attempts to draw into one document the various decisions that have been taken on the way EARN operates its meetings. Where possible it follows existing documents but in other places where no documents exist it provides new material. The aim is to agree this document and then to further develop it as the need to make changes or additions is felt. At this stage the executive is approve the document in principle and suggest changes or additions.

## 1 EARN

### 1.1 Statutes

The Statutes of the EARN which incorporates it as an Association under French law are held by the Founder Members of the Association and original copies must be referred to in case of dispute over the legal statutes and the conduct of the Association.

### 1.2 The EARN Board of Directors

The EARN Board of Directors in defined in the EARN Statutes.

Each EARN BOD member is permitted and encouraged to declare the deputy EARN Director of his country and maybe one other person (e.g. a secretary) to ensure that electronic mail is read in time. The electronic address of these persons will be included into the distribution list EARN-BOD at IRLEARN, In case of absence of the EARN BOD member the deputy EARN Director of the country is entitled to vote on behalf of the EARN BOD member.

### 1.3 Ordinary general meetings of the EARN Board of Directors

#### 1.3.1 Conduct

The conduct of Ordinary General Meetings of the Board of Directors is defined in the EARN Statutes.

## 1.4 Board of Directors meetings

### 1.4.1 Board of Directors meetings

Article 15 of the EARN Statutes defines Board of Directors meetings. These standing orders provide additional rules for the conduct of such meetings.

### 1.4.2 Frequency

There shall be two EARN Board of Directors Meetings per year, one in the first six months of the year and one in the second six months.

As required by the Statutes notice of a meeting must be given at least one month before the meeting.

### 1.4.3 Agenda Items

Any EARN Board member or deputy may demand an item to be included on the agenda. Items from other sources may be included at the discretion of the EARN President.

Where a decision is requested a written proposal must be supplied.

Agenda items and documents for inclusion in those items must be in the hands of the EARN Secretary General at least three weeks before the meeting. Agenda items and documents received after that date will only be included at the discretion of the EARN President.

The Agenda and documents for a meeting will be dispatched by post to all EARN Directors and EARN staff members taking part in the meeting two weeks before the meeting. Further copies of the Agenda and papers will only be supplied at the discretion of the EARN President.

Unless otherwise marked the agenda and all documents are in the public domain.

The agendas will contain the standing items:

- \* Minutes of last meeting and matters arising
- \* Presidents report
- \* Operations report
- \* Development report
- \* Liaison reports
- \* Finance
- \* Users report
- \* Policy report

- \* Information/communications report
- \* Elections if any
- \* Items submitted by members

#### 1.4.4 Minutes

The Secretary General shall produce minutes of a meeting as soon after the meeting as possible. After approval by the EARN President the minutes shall be circulated electronically to the EARN-BOD list for correction. Three weeks after circulation and after any corrections the minutes will be published as "draft". The minutes will be approved at the subsequent Board of Directors Meeting.

#### 1.4.5 Content of minutes

Minutes will normally consist of a record of the decisions taken by the Board of Directors and comments explicitly requested by members for inclusion.

#### 1.4.6 Publication of minutes and papers

All minutes and papers will be catalogued and held electronically, where this is possible, in a suitable database. Access to all papers, except those deemed to be confidential by the Board of Directors, will be freely available.

Where a paper includes material constituting a decision of the Board of Directors any amendments made by the Board of Directors will be incorporated before publication.

Where possible papers will be drawn up in accordance with EXEC106 89.

#### 1.4.7 Duration of a meeting

All the business of a meeting shall be conducted between the start and finish times as published in the agenda and the meeting shall automatically be deemed closed at the published termination time. Any decisions taken outside of these hours will be null and void excluding decisions taken by electronic votes using the appropriate procedures.

#### 1.4.8 Quorum

In accordance with the Statutes half of the members of the Board must be present in order for its decisions to be valid. To be present a member must be represented by either the Board Member or his deputy. At least half of the members of the EARN Executive must be present in order for its decisions to be valid.

If a meeting becomes in-quorate it will be automatically adjourned until it becomes quorate or is closed.

#### 1.4.9 Decisions

In accordance with the Statutes, decisions of the Board of directors will be by simple majority with the president having a casting vote.

Only Board members or their deputies present may vote.

Each member country will have one vote

Decisions will be either by:

- a) A show of hands, or
- b) Secret vote, or
- c) Recorded vote.

A vote will normally be by a show of hands except for the election of officers or after a procedural motion for an alternative voting method.

Any Board of Directors Member or in his absence his deputy may elect to have his vote recorded.

Any Board of Directors Members, but not his deputy, who is not present at a vote may challenge a vote if he can gain the written support of at least one third of the membership. In this case the vote will be retaken electronically as soon as practicable but until the result of this vote is known the decision stand.

#### 1.4.10 Attendance

Meetings of the Board are regarded as public. Attendees whose presence may be prejudicial to EARN may be excluded at the discretion of the chairman.

#### 1.4.11 The right to speak

Only EARN Board Members or in their absence their deputies will have the right to speak at an EARN Board of Directors Meetings. Others may speak at the discretion of the Chairman.

#### 1.4.11 The Chairman

The Chairman of the meeting will be the EARN President or in his

absence the Vice-Chairman, or in their absence the Secretary General, or in their absence the treasurer. If none of these is present the meeting is deemed closed.

#### 1.4.12 Closed session

Where an item to be discussed is likely to disclose information of a financial nature which prejudice EARN contractual negotiations or disclose personal information the Board may exclude other than Board members and their deputies. EARN employees, or Board members or deputies who have a financial interest in the outcome of the discussion may be excluded.

A vote will be required defining those to be excluded before entering closed session.

#### 1.4.13 Smoking

There shall be a ban on smoking.

### 2 The EARN Executive

#### 2.1 Appointment

The members of the EARN Executive are the officers of the EARN Association plus three members elected at the same time as the said officers.

#### 2.2 Terms of reference

The Executive reports to the EARN Board of Directors. It is responsible for carrying out the instructions of the Board of Directors.

#### 2.3 Executive meetings

##### 2.3.1 Executive meetings

The Executive shall decide on the time and place of meetings.

##### 2.3.2 Frequency

Meetings shall be held as necessary and in general once every two months.

A notice of meeting must be given at least one month before the meeting.

### 2.3.3 Agenda Items

Any Executive member may demand an item to be included on the agenda. Items from other sources may be included at the discretion of the EARN president.

The agendas will be:

- \* Action review
- \* Items for decision
- \* Confidential items, s for decision
- \* EXEC planning
- \* Items for information

Items for decision will be accompanied by a paper. Papers should contain a proposal or set of proposals. Papers should summarise the issues and reasonings behind the proposal. The result of a proposal will be:

- \* Acceptance of one or more of the proposals perhaps with minor amendments
- \* Referral back to the author or sub-group for re-drafting
- \* Rejection. In this case the proposal is not expected to ever be approved.

Agenda items and documents for inclusion in those items must be in the hands of the EARN Secretary General at least two weeks before the meeting. Agenda items and documents received after that date will only be included at the discretion of the EARN President.

All Executive documents will be deemed to be confidential prior to the meeting. All Executive documents apart from those deemed by the Executive to be confidential will be published after the meeting.

### 2.3.4 Minutes

The Secretary General shall produce minutes of a meeting as soon after the meeting as possible. After approval by the EARN President the minutes shall be circulated electronically to Executive members and the EARN Manager for correction. Two weeks after circulation and after any correction the minutes will be deemed to have been approved and will be published less any confidential items.

### 2.3.5 Contents of minutes

The minutes will contain:

- \* Review of actions

- \* Decisions. these will record the action taken on a proposal and any minor amendments
- \* Confidential decisions. As above except that the published version will not contain this section
- \* EXEC planning. This will be a schedule of proposals for future meetings together with the officers responsible for the proposals. The list of expected external meetings and attendees should be recorded
- \* Action. This will be a rolling list of actions.
- \* Comments explicitly requested by a member for inclusion.

#### 2.3.6 Publication of minutes and papers

All minutes and papers will be catalogued and held electronically where this is possible in a suitable database. Access will be free apart from confidential papers where access will be restricted to Executive members and the EARN Manager.

Where possible papers should be drawn up in accordance with EXEC106 89.

#### 2.3.7 Duration of a meeting

All the business of a meeting shall be conducted between the start and finish times as published in the agenda and the meeting shall automatically be deemed closed at the published termination time. Any decisions taken outside of these hours will be null and void excluding decisions taken by electronic votes using the appropriate procedures.

#### 2.3.8 Quorum

Half of the members must be present for its decisions to be valid.

If a meeting becomes in-quorate it will be automatically adjourned until it becomes quorate or is closed.

#### 2.3.9 Decisions

Decisions will be by a simple majority of Executive members present with the president having a casting vote.

Decisions will be either by:

- a) A show of hands, or
- b) Secret vote, or
- c) Recorded vote.

A vote will normally be by show of hands except after a procedural motion for an alternative voting method.

Any member may elect to have his vote recorded.

A member not present may challenge a decision if he can gain the written support of at least one third of the members. In this case the vote will be retaken electronically as soon as practicable but until the result of this vote is known the decision stands.

#### 2.3.10 Attendance

EARN Executive members may attend. The EARN Manager shall attend. Others may be invited for specific items at the discretion of the Executive.

#### 2.3.11 The right to speak

Only Executive members and the EARN Manager have a right to speak. Others may speak at the discretion of the chairman.

#### 2.3.12 The Chairman

The chairman of the meeting will be the EARN president or in his absence the Vice-president or in his absence the Secretary General or in his absence the Treasurer. If none be present the meeting is deemed to be closed.

#### 2.3.13 Meeting conduct

Discussion shall be relevant to the agenda item under discussion.

Decisions may only be taken on submitted proposals possibly amended.

Decisions requiring urgent resolution may be introduced at the discretion of the chairman.

#### 2.3.14 Smoking

There shall be a ban on smoking.

### 3 Electronic voting

Electronic voting procedures are defined which are same for the Board of Directors and the Executive except where noted.

#### 3.1 Call for a vote



Any member can at any time submit a proposal for electronic voting to their relevant committee and act as "Vote Administrator (VA)". If appropriate committee can appoint a VA to whom the VA task may be delegated at the discretion of the submitter of the proposal.

### 3.2 The proposal

The VA poses the proposal to the committee and gives a time limit for initial comment (typically two weeks for the Board and one week for the Executive).

### 3.3 Amended proposals

At the close of that limit, or more frequently if comments are substantial, the VA recasts the proposal in light of what he sees as an emerging consensus and items for continuing discussion. As long as, in the judgement of the VA, new information is emerging from the discussions, the issue will be periodically restated with a new time limit for response.

### 3.4 Closure for voting

When it is the judgement of the VA that further discussion on the issue is not meaningful, or at the request of a member, the proposal is called for electronic voting.

### 3.5 Requirements

For an electronic vote to be binding, the vote of the majority of the members must be received. It is up to the VA to make sure that the majority votes (this may require phone calls, etc.).

### 3.6 Voting options

The electronic voting options are: Yes/No/Abstention/Veto. The veto option is to be selected by a member if he determines that the issue has not been vetted to his satisfaction and therefore wishes to reopen discussion.

### 3.7 Results of a veto

Upon a veto vote, the in-progress electronic vote is cancelled and process reverts to the discussion stage or is referred to an in-person meeting at the VA's discretion.

### 3.8 Change of vote

Up until the time the VA has announced the result, any member may

change his vote, including a veto.

### 3.9 Result

Upon resolution of an electronic vote (closure or referral to an in-person meeting), the VA will state the issue and the result to the EARN General Secretary for recording in the relevant minutes.

### 3.10 Conditions for a positive vote

A proposal is accepted if the majority of the members give a positive vote, except the cancellation of membership which requires a 2/3 majority of the EARN BOD.

### 3.11 Ratification

Decisions will be ratified by the next committee meeting.

## 4 Electronic distribution lists

### 4.1 Board of Directors

Board members, their deputies, and EARN staff may be members of the EARN-BOD list. Others may be allowed to join the list at the discretion of the Board.

The list shall be regarded as confidential.

### 4.2 Executive

Executive members and the EARN Manager may be members of the EARNEXEC list. Others may be allowed to join the list at the discretion of the Executive.

The list shall be regarded as confidential.

## 5 Election procedures

The following election procedures are to be followed at the EARN Board meeting in the second six months of even years. The procedure may be used when positions fall vacant at other times.

### 5.1 Officers to be elected

- \* President
- \* Vice-president
- \* Secretary General
- \* Treasurer

\* Three Executive Committee Members

in this order.

## 5.2 Nominations

Nominations of Board Members (not deputies) must be from an existing Board Member, in writing.

Nominations will close immediately before the agenda item for the election. Nominations must be notified to the EARN Manager. A candidate who fails to be nominated for a post may be nominated for a subsequent post. A successful candidate will not be eligible for a subsequent post unless there be no other candidates.

## 5.3 Voting

Only EARN Directors or in their absence their Deputies are entitled to vote.

If there is only one candidate for a position, this candidate will be declared elected.

If there are two candidates, an election will be necessary. A simple majority will elect one candidate. In the event of a tie, the retiring President shall have the casting vote.

If there are more than two candidates, and if no candidate has an absolute majority of votes cast then the two candidates receiving the highest numbers of votes will go to a new ballot, and a new vote will be called.

Voting will be by secret ballot. The EARN Manager and a person appointed by the Board will act as tellers.

Only Board Members or in their absence Deputies may be present during voting together with the tellers.