



ICVA Board Member Role Description

Adopted at the 135th Meeting of the ICVA Executive Committee, 29-30 March 2007; Revised by the ICVA Board 5 December 2017; Reviewed by the ICVA Board February 2021; Revised at the 20-22 November 2023 Board meeting.

Position Background and Objectives:

On behalf of the General Assembly, the ICVA Board oversees the formulation and implementation of strategies, policy decisions, and activities for ICVA. The Board fulfils the functions entrusted to it, which are elaborated in the ICVA Statutes. Being a Board member comes with various roles and responsibilities that are crucial for the organisations success and impact.

Main Responsibilities:

The Board's role is to ensure that ICVA stays true to its mission, and to provide approval of policy, strategy, and the annual budget of ICVA, as well as to monitor implementation of ICVA's Strategic and Annual Plans. Its functions are:

- a) to ensure any decisions taken at the General Assembly are implemented;
 - b) to establish any necessary by-laws in accordance with the Statutes;
 - c) to coopt up to two Board members;
 - d) to elect a Vice-Chair and Treasurer;
 - e) to appoint one Board member to assume the specific responsibility to act as the focal point for members of staff from the ICVA Secretariat on human resources related issues.
 - f) to establish a committee on finance and administration to review all matters pertaining to financial resources, financial management, and administration and ensure that the committee's terms of reference are reviewed and fulfilled on a regular basis;
 - g) to establish terms of reference, composition, and time limits for any other necessary committees, working groups or task forces;
 - h) to review and decide upon applications for membership in ICVA;
 - i) to suspend or terminate agencies from membership for non-payment of fees or dues or for other good and sufficient reason, as established by the Board;
 - j) to appoint, evaluate, and determine the duties of the Executive Director of the Secretariat; to review the staffing situation of the Secretariat in line with the annual budget; to oversee the development and implementation of the Strategic Plan; and to monitor the on-going work of the Secretariat;
 - k) to adopt and monitor the implementation of the three year and annual workplans of the Secretariat;
 - l) to approve an annual ICVA budget and exercise control thereof, as well as to receive contributions and donations, and raise funds from such sources as it deems appropriate;
 - m) to adopt appropriate policies that are in line with the strategy adopted by the General Assembly;
 - n) to approve formal strategic partnerships and maintain relations with national or international bodies, including, but not limited to, global or regional NGO networks;
 - o) to ensure preparation for the meetings of the General Assembly, including the establishment of a nominations committee for the purpose of preparing the election by the General Assembly of the Board, to prepare a draft of the multi-year Strategic Plan for the General Assembly to adopt; present the annual financial statements for the General Assembly to approve, and present an annual report of the ICVA's activities and achievements.
- prepare for and participate in the discussions and the deliberations of the Board.
 - respond to requests for input and feedback from the Secretariat;
 - serve on Board committees;
 - represent ICVA at meetings at the specific request of the Chair or Secretariat;



Requirements:

- demonstrated commitment to the work of the organisation;
- availability for General Assemblies and Board meetings;
- availability to serve on Board committees
- availability for the Executive Director and Secretariat as much as possible;
- refrain from actions that may lead to any conflict of interest.
- ability to work in English

Duty travel will normally only be undertaken on behalf of a Board Member's own organisation. While promoting ICVA membership should be standard practice, representation for ICVA will only be undertaken in coordination with the ICVA Secretariat.

Term:

The Board member shall normally serve a three year term, or such other term as may be decided by the General Assembly.

Time Commitment:

- *The regular schedule of Board meetings includes two in person meetings normally held in Geneva, and two online meetings in between the in-person meetings.*
- *To be available for the General Assembly (as of 2024 an annual meeting)*
- *The committees meet at least four times a year*

Resignation / Removal of Board member:

Board members can resign at any time by submitting a written declaration to the Chair and specifying when the resignation shall take effect.

Board members may be removed by the General Assembly for just cause.

Liability of Board members:

According to the Swiss Civil Code Act, Board members are not personally responsible for the organisation's debts and obligations, nor the damages resulting from its activities.

Board members' financial responsibility is limited to the amount they contribution which is the membership fee paid by their organisation.

The Board cannot be held civilly or criminally responsible for any mistakes made on behalf of the organization. However, Board members can be held personally liable to third parties if they act in a way that causes harm to others while performing their duties (Swiss Civil Code Article 55 (3)). A Board member can be held responsible if they fail to fulfil their obligations to the association, particularly if they neglect their duties. In some cases, their criminal responsibility may be retained if they knowingly commit certain offenses such as theft, property abuse, or sexual abuse.

Remuneration:

- Board members shall act on a pro-bono basis.
- In certain circumstances, travel and accommodation expenses may be reimbursed.

Review:

Periodically (e.g. once every three years), the Board reviews the role descriptions of the Board members, Chair, Vice-Chair, and Treasurer, and HR Focal Point in consultation with the Secretariat.