



## Rules of Procedure of the Board of Directors for ICARS

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## **Introduction**

These rules of procedure are laid down pursuant to Section 6.19 in the statutes for ICARS<sup>1</sup>. The rules of procedure provide operational guidance to facilitate the transparent and effective management of deliberations and actions in ICARS' Board of Directors.

The operational language of ICARS is English.

## **1. Structure of ICARS**

### **1.1 The Board of Directors**

1.1.1 In accordance with the statutes, the Board of Directors is the supreme governing body of ICARS and is responsible for the financial operations of ICARS. The responsibilities and powers of the Board of Directors shall include, but not be limited to the following:

- A. Determination of ICARS' strategy and strategic goals.
- B. Providing the guidelines and procedures necessary for the administration and management of ICARS, including but not limited to on risk management and internal control.
- C. Ensuring that the bookkeeping and financial reporting procedures are satisfactory, having regard to the circumstances of ICARS.
- D. Ensuring and monitoring that the financial resources of ICARS are always adequate, and that ICARS has sufficient liquidity to meet its current and future liabilities as they fall due.
- E. Appointing ICARS' Executive Director based on merit, in a non-political, open and competitive manner. The Executive Director shall be appointed to renewable terms of four years. The performance of the Executive Director shall be reviewed annually by the Board of Directors.
- F. Delegation of the operational management of ICARS to the Executive Director.
- G. Constituting other committees if the activities of ICARS so require, such as for example one or more advisory forums.
- H. Remaining responsible for the instruction and supervision of delegated bodies, notably the Executive Management entrusted with managing ICARS.

1.1.2 The Board of Directors must on a regular basis review its own composition and performance and initiate periodic external reviews of ICARS, linked especially to its mission, and establish general principles governing performance reviews and their periodicity.

### **1.2 The Executive Management**

1.2.1 In accordance with the statutes, the daily management of ICARS is performed by the Executive Management in accordance with the instructions and guidelines issued by the Board of Directors.

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1 <https://icars-global.org/wp-content/uploads/2021/12/ICARS-Final-Statutes.pdf>



- 1.2.2 The Executive Management of ICARS consists of the Executive Director, the Scientific Director and the Director of Operations. In accordance with Article 1.1.1 the Executive Director is appointed by the Board of Directors. The Scientific Director and the Director of Operations are appointed by the Executive Director and must be approved by the Board of Directors.
- 1.2.3 The Executive Director is the chief executive officer of ICARS. The responsibilities shall include, but not be limited to the following:
- A. The overall daily operation and management of ICARS, including human resource and financial management.
  - B. Execute all decisions of the Board of Directors.
  - C. Develop a strategy aligned with the purpose of ICARS to be presented to the Board of Directors for approval.
  - D. Execute the strategy and keep it under continuing review.
  - E. Prepare the annual action plan and budget, as well as their revisions for the Board of Directors' approval.
  - F. Take lead in fundraising and resource mobilization for ICARS.
  - G. Represent ICARS and its mission to the global community, raising awareness about global AMR mitigation in low- and middle-income countries and Intervention and Implementation Research.
  - H. Keep the Chairperson of the Board of Directors advised on matters of consequence that relate to ICARS.
  - I. Perform such other tasks and functions assigned by the Board of Directors.
  - J. Appoint staff members as is deemed necessary to assist in his or her duties in the management of ICARS.
  - K. On a regular basis directly report to the Board of Directors, through the Chairperson of the Board of Directors, on all activities performed by the Executive Management.
- 1.2.4 Decisions on the daily operations of ICARS does not include decisions of an unusual nature or of major importance, having regard to the circumstances of ICARS. Such decisions may only be made by the Executive Management if specifically authorised by the Board of Directors unless it will cause considerable inconvenience to ICARS' activities to wait for authorisation by the Board of Directors. If so, the Board of Directors must be notified of the decision as soon as possible.
- 1.2.5 The Executive Management employs and dismisses the employees of ICARS. In accordance with the statutes, terms of employment and payment must be in accordance with terms determined by the Danish Ministry of Finance and the Danish Ministry of Taxation.



- 1.2.6 In accordance with the statutes, the Executive Director attends board meetings as a non-voting member unless otherwise decided by the Board of Directors, cf. Section 4.5.5.

## **2. The Board of Directors**

### **2.1 Composition**

- 2.1.1. Members of the Board of Directors are elected and may resign in accordance with the rules of the statutes.
- 2.1.2. In accordance with the statutes, during the term of office a member of the Board of Directors can only be dismissed by a unanimous vote among the remaining voting members of the Board of Directors or by the Danish Ministry of Health as the supervisory authority of ICARS if such dismissal is justified by the unworthiness of the board member. Valid grounds for dismissal of a member of the Board of Directors include neglect of its obligations towards ICARS, non-attendance of board meetings more than two times pr. year without valid cause, inability to fulfil the duties of its offices, including permanent conflict of interest, fraud, severe or repeated breach of fiduciary duties and criminal activity.
- 2.1.3. In accordance with the statutes, members and the Chairperson of the initial Board of Directors for ICARS are appointed by the Danish Minister for Health. The Vice-Chairperson is elected among the members of the Board by two-thirds majority at the first board meeting. The initial Board of Directors shall operate until 31 December 2023.
- 2.1.4. Following 31 December 2023, new members, the Chairperson and the Vice-Chairperson are elected and can be dismissed in accordance with the statutes.
- 2.1.5. When electing new members, Chairperson or Vice-Chairperson, votes must be cast in writing using the method secret ballot.

### **2.2. Chairmanship**

- 2.2.1. In accordance with the statutes, the Board of Directors must appoint a Chairperson and a Vice-Chairperson.
- 2.2.2. The Chairperson and the Vice-Chairperson jointly constitute the Chairmanship.
- 2.2.3. The Chairperson shall perform the functions assigned to him/her by the statutes, by these rules of procedure and by the Board of Directors.
- 2.2.4. The Chairperson, in the exercise of his/her functions, remains under the authority of the Board of Directors. In particular the Chairperson shall:
- A. Preside over all meetings of the Board of Directors
  - B. Provide leadership to the Board of Directors, ensure its proper performance and supervise all matters with which the Board of Directors is concerned.
  - C. Convene and prepare board meetings in an adequate and timely manner, cf. Section 3.



- D. On behalf of the Board of Directors conduct supervision of the work of the Executive Management and the compliance of the Executive Management with decisions and guidelines issued by the Board of Directors.
  - E. Ensure that such decisions that must be approved by the supervisory authority of ICARS are submitted for approval prior to execution of the decisions.
  - F. Devote such time as may be necessary to ensure the effective functioning of the Board of Directors.
- 2.2.5. In order to carry out its duties, the Chairperson may request at any time from the Executive Director any information and documents about all matters regarding the activities of ICARS.
- 2.2.6. The Vice-Chairperson shall perform the functions assigned to her/him by the statutes, these rules of procedure, as well as those delegated to her/him by the Chairperson.
- 2.2.7. In the event that the Chairperson cannot be present or is otherwise unable to act as Chairperson, the Vice-Chairperson shall have the same powers and responsibilities as the Chairperson.

### **3. Board meetings**

#### **3.1 Representation and attendance**

- 3.1.1 Voting members of the Board of Directors serve in their personal capacity and are not considered, nor do they act as, official representatives of any other entity, including the entities that nominated them.
- 3.1.2 Board members shall make every reasonable effort to participate in all meetings of the Board of Directors.
- 3.1.3 In addition to the Executive Director and other non-voting members, the Chairperson may also invite other individuals as observers, if their participation adds value to specific agenda items. Observers may be invited by the Chairperson to make verbal interventions. Observers do not participate in decision-making.

#### **3.2 Ordinary meetings**

- 3.2.1 In accordance with the statutes, the Chairperson must arrange for the Board of Directors to hold meetings whenever necessary and must see to it that all board members are summoned. No less than three (3) meetings must be held annually, one of which shall be the annual meeting, cf. Section 3.3.
- 3.2.2 At the beginning of each calendar year, the Board of Directors decides on a meeting plan which may be revisited as necessary.
- 3.2.3 Board meetings may be held virtually, unless a board member objects thereto. However, the Board of Directors shall aim for one (1) meeting annually to be held by physical attendance.



- 3.2.4 No later than four (4) weeks prior to a meeting, the Chairperson transmits a notice to all board members and observers of the dates and venue/platform together with a draft provisional agenda and any supporting documents available at the time.
- 3.2.5 Changes or additions to the draft provisional agenda may be proposed by any board member provided that these are communicated to the Chairperson in writing no later than three (3) weeks prior to the meeting.
- 3.2.6 The Chairperson shall aim to transmit the final agenda and any supporting documents to all board members and observers no later than ten (10) days prior to a board meeting.
- 3.2.7 The following items are on the agenda of each board meeting:
- Adoption of the agenda for the meeting
  - Declaration of conflict of interest<sup>2</sup>
  - Update since last meeting, including any inquiries from the supervisory authority
  - Status on the different program areas
  - Finances and budget
  - Any other business
- 3.2.8 At the beginning of each meeting the Board of Directors shall adopt the agenda for that meeting.
- 3.2.9 During a meeting the Board of Directors may revise the agenda by adding, deleting, deferring or amending agenda items. Addition or amendment of agenda items must be approved by all members of the Board of Directors.
- 3.3 Annual meeting
- 3.3.1 Every year an annual meeting will be held which includes the following items on the agenda:
1. Information on the most recent financial year by the Chairperson
  2. Adoption or rejection of the financial statements
  3. Election of members of the Board of Directors when relevant
- 3.4 Extraordinary meetings
- 3.4.1 Any board member, a member of the Executive Management, the auditor of ICARS or the supervisory authority of ICARS can demand the convening of an extraordinary board meeting.
- 3.4.2 Immediately after the demand of an extraordinary board meeting, the Chairperson must convene a board meeting to be held normally within two (2) weeks of the Chairperson's receipt of a demand for such a meeting. For extraordinary meetings the Chairperson transmits the draft provisional agenda to board members no later than three (3) days following the notice of the meeting. The final agenda and any supporting documents will be transmitted to board members and observers as soon as possible prior to the meeting.
- 3.5 Written procedures

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<sup>2</sup> According to the *ICARS Policy on Conflict of Interest*



- 3.5.1 When deemed appropriate by the Chairperson a board meeting may take place by written procedure.
- 3.5.2 A decision can be taken by written procedure when the following conditions are met: (i) notice of a request to approve a recommendation is made by e-mail to all voting board members copying non-voting members and the Executive Director (ii) a period of no less than eight (8) business days is given for voting board members to respond by e-mail and (iii) all voting board members have submitted their approval.
- 3.5.3 Questions raised by voting or non-voting board members are sent to the Chairperson and all voting members copying non-voting members and the Executive Director, as are all answers and clarifications provided by the Chairperson. Any substantive change to a proposed decision starts a new response period as specified at the time of the change.
- 3.5.4 Notwithstanding the time periods set out in Article 3.5.2 in exceptional cases shorter response periods may be prescribed by the Chairperson if a decision is needed on an urgent matter.
- 3.6 Minutes and records of resolutions
- 3.6.1 The Chairperson must arrange for the keeping of minutes from all board meetings, including a record of resolutions. Any board member may demand that its differing opinion is briefly entered into the minutes and/or record of resolutions.
- 3.6.2 The record of resolutions must be signed at the end of every board meeting. After the meeting the record of resolutions will be distributed to the non-present members of the board who must sign the record by adding the word "read".
- 3.6.3 Within two (2) weeks after a board meeting, the Chairperson shall distribute the draft minutes to the board members for review and comments. Any comments shall be submitted in writing no later than one (1) week after distribution.
- 3.6.4 The Board of Directors' approval of any substantive edits to the minutes will be sought within a three (3) business day period.
- 3.6.5 In order to adopt the minutes, the minutes must be signed physically or electronically by the board members who attended the meeting. Board members not present at the meeting must sign the minutes by adding the word "read". The minutes of the board meeting will be distributed for signing by the board members when the procedures described in sections 3.6.3 and 3.6.4 have been completed.
- 3.6.6 In accordance with the statutes, the Board of Directors must make publicly available a record of all final resolutions.
- 3.6.7 Final agendas, minutes and all documents submitted to the Board of Directors shall be retained in the permanent records maintained by ICARS staff.
- 3.7 Notices
- 3.7.1 Any notices to board members or observers can be sent by electronic e-mail.



- 3.7.2 The board members shall inform the Chairperson of their e-mail addresses and keep such addresses up to date on an on-going basis.

#### **4. Decisions**

- 4.1 In accordance with the statutes, the Board of Directors must pursue to operate by consensus. When consensus is not achievable, decisions must be made by simple majority of votes by show of hands, cf. however section 2.1.5. In the case of parity of votes, the vote of the Chairperson, or in the absence of the Chairperson the vote of the Vice-Chairperson, is decisive.

##### 4.2 Quorum

- 4.2.1 In accordance with the statutes, the quorum for any meeting consists of two-thirds and no less than three (3) of the voting members of the Board of Directors.
- 4.2.2 If, at a board meeting, the Board of Directors does not form a quorum, the members present may, by a simple majority of votes, resolve that items on the agenda which should not be postponed must be resolved in a written procedure, cf. Section 3.5.

##### 4.3 Proxy

- 4.3.1 In the event that a voting board member is unable to attend a board meeting, the board member may issue a written proxy to another voting board member notifying also the Chairperson.
- 4.3.2 The Chairperson shall on a case-by-case basis assess whether the passing of a resolution by the Board of Directors by proxy is satisfactory taking into consideration the nature of the agenda item. The Board of Directors cannot pass a resolution by proxy if doubts may be raised as to a board member's grounds for issuing such proxy. If the Board of Directors does not form a quorum without the proxy, the Chairperson must postpone the passing of the resolution for it to take place at a future board meeting.

##### 4.4 Impartiality

- 4.4.1 In accordance with the statutes, the rules on legal capacity in the Public Administration Act apply to decisions made by the Board of Directors.
- 4.4.2 Members of the Board of Directors and members of the Executive Management must oblige by *ICARS' Policy on Conflict of Interest*, which includes the continuing responsibility of every member to scrutinize his/her activities and other business interests and relationships for actual, perceived or potential conflicts of interest and to immediately disclose them when relevant. In particular, at each board meeting, attendees will be required to evaluate their potential conflicts and update (if necessary) their declaration ahead of each meeting. Declarations in form of a disclosure form annexed to *ICARS' Policy on Conflict of Interest* need to be filled out for the first time upon appointment.
- 4.4.3 At the beginning of each board meeting, the Board of Directors decides whether a specific agenda item should be held in closed session, excluding a voting or a non-voting member due to issues of lack of impartiality.



- 4.4.4 Issues of a board member's lack of impartiality are decided by a simple majority of votes. The person whose lack of impartiality the Board of Directors are voting on may not participate in the vote. In the event of parity of votes, the Chairperson will have the casting vote. If the Chairperson may not participate due to lack of impartiality, the Vice-Chairperson will have the casting vote. If both the Chairperson and the Vice-Chairperson may not participate due to lack of impartiality, the board member in question may not participate in the decision regarding the agenda item in relation to which the lack of impartiality of the board member is voted upon, in the event of parity of votes.
- 4.4.5 A board member may not participate in the election of a role that the member has put his/her name forward for, other than in the event of election of Chairperson and vice-Chairperson. Furthermore, matters concerning the performance of the Executive Director shall be discussed in closed session from which the Executive Director shall be excluded.
- 4.4.6 Each board member shall on an on-going basis give notice to the Board of Directors about other directorships.

#### 4.5 Confidentiality

- 4.5.1 In accordance with the statutes, the Board of Directors, the Executive Management, auditors and others who obtain insights regarding ICARS' activities are under an obligation to maintain confidentiality cf. section 27 in the Public Administration Act.

### **5. Board support**

- 5.1 Following consultation with the Chairperson, the Executive Director may appoint an ICARS staff member to support the Board of Directors or any board committees that the Board of Directors may form.

### **6. External communication**

- 6.1 The Chairperson and Executive Director represents ICARS publicly in accordance with [*ICARS' policy on external communication*].

### **7. Supervisory authority of ICARS**

- 7.1 The Chairperson must inform the board members as soon as possible of substantial inquiries made by the supervisory authority of ICARS.
- 7.2 Substantial inquiries by the supervisory authority of ICARS must be presented to the Board of Directors prior to any contact being taken with the supervisory authority.
- 7.3 At board meetings, the Chairperson must inform the Board of Directors of the status of substantial matters pending before the supervisory authority of ICARS.



## **8. Financial statements**

- 8.1 Having consulted with the auditor of ICARS, the Board of Directors resolves upon the accounting policies of ICARS in accordance with the provisions of the Act on Auditing of Government Accounts.
- 8.2 The Chairperson will arrange for ICARS to make available all material requested by the auditor for his/her preparation of the annual report.
- 8.3 The chairmanship must arrange for a draft annual report to be prepared and sent to the Board of Directors no later than 1 April.

## **9. General disclosure, effective date and amendment to the rules of procedure**

- 9.1 These rules of procedure will enter into force when adopted by the Board of Directors and will be disclosed publicly.
- 9.2 The Board of Directors shall at least once every year consider whether any amendments to the rules of procedure are needed.
- 9.3 When new board members are elected, the rules of procedure must be submitted for consideration by the Board of Directors.

## **10. Order of precedence**

These rules of procedure are subject to and shall be construed in conformity with the statutes for ICARS. If the provisions of these rules of procedure are contrary to the statutes, the statutes must prevail.

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