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1 AIB BOARD

The Board is responsible for the management of the AIB and has residual powers, meaning that takes on all tasks that are not attributed to another AIB organ in the [delegation matrix](#). The Board meets monthly, mostly by teleconference. The general cycle of meetings is organised so that budgetary plans are approved at the December General Meeting and the annual accounts in the spring GM.

There are two categories of Board members, operational and strategic Board members.

The **operational** Board members representing Units and Scheme Groups are nominated by the relevant Unit/Scheme Group except for the EECS Unit, and appointed by the General Meeting. Any AIB member represented in such a Scheme Group or unit may nominate a candidate for the Board. This process was coordinated by the Chairs of these Units and Scheme Groups, with assistance of the Secretariat.

The **non-operational/strategic** board members are nominated by the AIB members and appointed by the General Meeting. These four board members shall fill the roles of (1) board chairperson, (2) treasurer, (3) vice-treasurer and vice-chairperson (same person) and (4) board member for communication s.

The four strategic board members shall, according to the Articles of Association, be "appointed by the General Meeting based on criteria reflecting overall skills serving the purpose and activities of the

Association in general, such as strategic thinking, financial and business experience, legal skills, human resource management, etc."

Since 2020, AIB Board members are elected for a term of three years with the possibility to be re-appointed twice (max. 9 years).

AIB recognises that Board Members have a wide range of schedules and time commitments, and the secretariat ensures maximum support, as well that there are ways to stay informed through meeting minutes and email groups.

2 ROLE DESCRIPTION

2.1 Operational Board members: Unit and Scheme Group representatives in the Board

- Monthly: Prepare and attend Board meetings (5h);
- Follow up on actions in between Board meetings;
- Annually: attend the annual 2-days AIB strategy meeting.
- Monthly/quarterly (depending on the Unit/Scheme Group):
 - Prepare and attend meetings of the Unit/Scheme Group you represent, and report relevant Board discussions/decisions (3h);
 - Align with chair of the Unit/Scheme Group you represent, on issues that need to be addressed in the Board or, vice versa, in the Unit/Scheme Group (1h).
- Annually: assist drafting the Unit/Scheme Group budget and strategy with the chair and as prepared by the secretariat (2h).

2.2 Strategic Board members

2.2.1 Chair

- Monthly: Prepare and attend Board meetings (5h);
- Follow up on actions in between Board meetings;
- Annually: attend the annual 2-day AIB strategy meeting.
- Weekly meetings with the secretary general (45 min);
- Monthly: Determine the agenda of the monthly Board meeting (45 min);
- Monthly: Chair the Board meeting, review the draft minutes for publication (5h)
- Twice per year: Chair the general meeting (2 days);
- Quarterly: attend and chair the meeting of all Chairs as prepared by the secretariat (Chairpersons' Unit) (2h);
- Monthly: review and sign contracts, outgoing letters, etc. as prepared by the secretariat (2h);
- Occasionally: represent the AIB at webinars, events, ... when no availability of the secretariat
- Write foreword to the Annual Report.

2.2.2 Treasurer

- Monthly: meetings with the secretariat on budget (1h);
- Monthly: review, approve and sign purchase invoices for payment, execute payments in banking app (1h);

- Annually: assist with financial audit (minimum efforts – be on stand-by);
- Twice / year: present financial issues to the general meeting as prepared by the secretariat (1h);
- Occasionally: represent the AIB at webinars, events, ... when no availability of the secretariat.

2.2.3 Vice chair

- Replace the chair or treasurer in case of holiday/unavailability;
- Occasionally: represent the AIB at webinars, events, ... when no availability of the secretariat.

2.2.4 Board member responsible for communication

- Continuously lead and co-design the overall vision of AIB communications and guide its execution;
- Contribute to the development of the communication plan providing strategic input and board-level perspective to the communications' officer;
- Monitor the execution of the communication strategy and plan;
- Collaborate with communication's officer:
- Serve as main point of contact on the board
- Offer support and guidance on communications initiatives
- Align with communications' officer on communication topics
- Co-organise communications' workshops for members;
- Annually: Review and support the preparation of the Annual Report.

3 BOARD MEMBERSHIP: WHAT IS IN IT FOR YOU?

Taking up responsibility as Board member within the AIB has multiple benefits:

- Steer and shape priorities within the AIB;
- Always be front-row to steer developments and way of they are implemented in GO registries;
- Supervise and steer the budgets of AIB (prepared and assisted by the Secretariat);
- Learn best practices/technology solutions that you can implement in your own organisation;
- Be part of a motivated and enthusiastic team of like-minded AIB officials;
- Personal development: develop skills in management and governance that can be applied to other organisations, learn to harmonise viewpoints in a constructive atmosphere, get out of your comfort zone in a secure environment, learn from peers, gain the ability to view management issues from different perspectives and draw on knowledge gained from situations encountered through Board work, build your personal profile and add a considerable amount of prestige and credibility to your name as being someone who isn't afraid of taking on new responsibilities and seeking new challenges;
- Make a real difference: you can play a key role in the success of another organisation (AIB), which is hugely rewarding and makes the investment in time and energy worth it.

4 DO I NEED EXPERIENCE IN GOVERNANCE OR A PARTICULAR SKILL SET?

We sincerely encourage anyone working for an issuing body to talk to us about applying!

A high commitment of each individual member in the board is important, as well as the ability to leave your personal agenda behind and think in the interest of AIB. This leads to a new member being quickly integrated into the group of board members. The work is very well coordinated, the tasks are distributed among all. The board is not always unanimous. The members of the board openly exchange views on an equal footing and take decisions after substantive discussions. These are often consensual but do not have to be.

The most important personal requirements for such type of work and discussions are a sense of responsibility, openness and honesty. Well-developed communication and cooperation skills with at least some experience in guidance of e.g. projects are certainly very helpful for the position as board member. We support you, and provide other resources as required. Additionally, the new Board member can receive direct mentorship from one or more current or past Board members. All representatives and alternates of AIB Members can apply.

Note that the three strategic board members shall, according to the Articles of Association, be "appointed by the General Meeting based on criteria reflecting overall skills serving the purpose and activities of the Association in general, such as strategic thinking, financial and business experience, legal skills, human resource management, etc."

5 APPOINTMENT PROCEDURE OF BOARD MEMBERS

The GM will appoint the board members. See annex for the procedure.

Operational board members (representatives of the Units and Scheme Groups) will first be nominated in these Scheme Group/Unit and then put forward to the GM. Check the Internal Rules of the Scheme Groups/Units (to be found on the homepage of the Unit/SG).

6 HOW TO APPLY?

The application form can be [downloaded](#) from the member website. Please send it to the secretary general Liesbeth Switten liesbeth@aib-net.org. She will ensure that the procedure is followed. Contact the secretary general, the current Board or chairs to discuss any questions you have.

Annex: Excerpt from The Articles Of Association (Aoa Nov. 2024)

ANNEX: EXCERPT FROM THE ARTICLES OF ASSOCIATION (NOV. 2024)

Article 8 The Board

9.1 Members of the Board

9.1.1 The General Meeting will appoint the Board that shall comprise at least three (3) and maximum eight (8) Board members which shall be appointed for a term of three (3) years and may thereafter be re-appointed two times.

The Board will be composed of one (1) representative of each Unit and Scheme Group except for the EECS Unit and Communications & Public Affairs Unit, and four (4) “strategic” Board members. The latter are AIB Member representatives that are appointed by the General Meeting based on criteria reflecting overall skills serving the purpose and activities of the Association in general, such as strategic thinking, financial and business experience, legal skills, human resource management, etc. The chairperson of the Board, treasurer and vice-chairperson, vice-treasurer and Board member responsible for communication are elected from these strategic Board members.

9.1.2 No Country shall have more than one (1) Board member, unless the General Meeting explicitly grants an exception that is limited in time.

9.1.3 If there is more than one candidate for a seat, elections of Board members shall take place by secret ballot. The candidate who receives the most votes will be elected. If there is only one candidate, then elections of Board members shall only take place by secret ballot if one or more Members request this. If there is more than one Board member to be elected, there will be one election per seat on the Board.

9.1.4 Any member of the Board may be dismissed by a decision of the General Meeting.

9.1.5 Any member of the Board can resign. In such a case, the Board member concerned shall remain in office until a replacement has been appointed. The Board can nominate a replacement for the remaining term of the mandate. Such replacement must be confirmed by the following General Meeting. In case the General Meeting does not confirm the appointment of this Board member, then the mandate of the replacement will come to an end and the General Meeting will appoint a new Board member. The replacement described above will be considered valid for the remainder of the term

9.2 Board officials

9.2.1 The chairperson of the Board, vice-chairperson, treasurer and vice-treasurer and Board member responsible for communication shall be appointed by the General Meeting for a three-year term of office and may thereafter be re-appointed two times. The function of vice-chairperson and vice-treasurer may be performed by the same person.

9.2.2 The chairperson of the Board shall chair the General Meeting and can be granted specific powers for representing the Association according to the Delegation Matrix.

9.2.3 The Internal Rules can determine the specifics relating to each of the officials.

9.2.4 In the absence of the chairperson of the Board, the vice-chairperson will execute their functions. In absence of the treasurer, the vice-treasurer will execute their functions.

9.3 Duty and Competence

9.3.1 The Board is the strategic and monitoring body of the Association. The Board holds the residual powers and competences, except for those exclusively granted to the General Meeting, Units and Scheme Groups, and will act on behalf of and represent the Association at all times in line with the purpose and activities as defined in these Articles of Association as well as within the limits of the budget approved by the General Meeting. The Board shall supervise the day-to-day affairs of the Association and manage the Association's assets for the benefit of the Members and the Associated Members of the Association without prejudice to the powers of the General Meeting in close cooperation with the secretary general and the Secretariat. The Board will report its decisions and proceedings according to the Internal Rules.

The Board can draft Internal Rules, respecting the conditions stated in article 2:59 CAC, for approval by the General Meeting.

9.3.2 Among others, the Board is competent for all affairs that facilitate and guarantee the functioning of the AIB, its Units/Scheme Groups/Platforms, including:

- Elaboration of a long-term vision and an annual action plan (being a workplan related to the budget) to be approved by the General Meeting;
- Implementation of the annual action plan;
- Approval of annual activity report;
- Entering into contracts with organisations and professional advisors within the budget as approved by the General Meeting, except when delegated to the secretary general or other members of the Secretariat;
- Approval of AIB membership application and suspension of AIB Membership, subject to formal validation by the General meeting as determined in Article 4.2 and Article 7.4.3;
- Supervision of daily management;
- Supervision of the Units/Scheme Groups' activities;
- Resolution of cross-Unit issues;
- The formal approval of a Hub Participant Agreement with a Hub Participant that is not an AIB member or with any Participant in case of amendments to the standard terms and conditions of the Hub Participant Agreement;
- Finance;
- Terms under which the AIB participates in European Commission projects; and
- Legal issues;
- Appointment and dismissal of staff;

- Approval of Associated Membership application and suspension and exclusion of Associated Membership.

9.3.3 The Board needs the prior consent of the General Meeting for any undertaking, commitment, agreement, deed, mortgage, bond, contract or other measure involving obligations or liabilities:

- that is above 3% of the annual Association budget and that has not been approved or cannot be categorised as part of this annual Association budget;
- without a threshold in case the total value of expenditure and commitments outside the annual Association budget exceeds 3% of the annual Association budget since this was approved by the General Meeting.

9.3.4 The chairperson of the Board may identify a Board decision as an urgent decision. Urgent decisions must be notified to Board members at least three (3) calendar days in advance and must be supported by a majority of the Board. An urgent decision can be taken at the discretion of the chairperson of the Board who will communicate this decision to all the Board members within the shortest delay.

9.3.5 The Board will act in accordance with the rules in the "AIB Code of Conduct".

9.3.6 All procurement will be done according to the "AIB Procurement policy".

9.3.7 Issues requiring a decision by the General Meeting may be added to the agenda of the General Meeting at the recommendation of the Board

9.4 Convocation, meetings and decision making

9.4.1 The Board shall meet as often as needed in the interest of the Association and will be convened by the secretary general, after instruction of the chairperson of the Board. Board meetings can also be convened at the request of at least two Board members.

9.4.2 Board meetings are being held at times and places that are determined in the convocation. All Board meetings shall be convened at least seven (7) calendar days in advance and confirmed to all Board members by email. Prior to a Board meeting, the agenda shall be published on the Members' section of the AIB website.

9.4.3 Board meetings, facilitating deliberations and decision making, can also take place by telephone conference or any digital meeting format. Decisions can also be made by written voting, whereas the time frame between circulation of the proposed decision by the secretary general and written voting must be at least two (2) calendar days.

All decisions made by the Board shall be made by a simple majority of the Board members present at a quorate meeting. A Board meeting is quorate when half of the Board members are present or represented. If this quorum is not met, a second meeting will be organised after at least five (5)

working days with the same agenda. This second meeting may then adopt decisions by simple majority without requirement for quorum.

The decisions of the Board shall be formally approved by the chairperson of the Board, and a majority of the Board members present at the Board meeting and published on the website no later than three (3) working days after the Board meeting.

The minutes of the Board meeting will be published to Members, who will be notified of this.

9.5 Decisions

All decisions made by the Board shall be made by a simple majority of the Board members present at a quorate meeting. A Board meeting is quorate when half of the Board members are present or represented. If this quorum is not met, a second meeting will be organised after at least five (5) working days with the same agenda. This second meeting may then adopt decisions by simple majority without requirement for quorum.

The decisions of the Board shall be formally approved by the chairperson of the Board, and a majority of the Board members present at the Board meeting and published on the Members' section of the AIB website no later than three (3) working days after the Board meeting.

The minutes of the Board meeting will be made accessible to the Members upon written request to the Board of Directors.

9.6 Safety valve procedure

In exceptional circumstances, Members representing at least five (5) Members can ask for a Board decision to be reconsidered. Such request must be made by Members representing at least five countries within the Association and must be raised within a delay of ninety (90) calendar days for strategic decisions and twenty-one (21) calendar days for operational decisions as elaborated in the Delegation Matrix. This period shall run from the date of publication of the decision with the minutes of the board meeting on the Members' section of the AIB website.

The Board will discuss the decision with the Members who made the request, following which the decision may be amended, withdrawn or upheld.

If no compromise is reached, the decision will be escalated to the next General Meeting that will decide by simple majority according to the principles of Article 7.4.

9.7 Remuneration

Members of the Board shall not be remunerated for their office, unless the General Meeting decides otherwise. A Board member may refuse to receive remuneration. However, the expenses actually incurred by Members of the Board for carrying out tasks on behalf of the Association shall be refunded to them according to the Rules on Expenses. Costs relating to attending internal AIB meetings are not refunded.

9.8 Delegation by the Board

The Board can delegate part of its competences to decide or to represent the Association to one or more of the Association's organs, such as Scheme Groups, Units or Platforms, as well as to individual members of the Board, to the secretary general and/or members of the Secretariat. Such delegations will be clearly defined in terms of quantitative and qualitative limitations and will be described in a Delegation Matrix as determined in Article 7.6.1 or in a specific mandate and a reporting flow, if applicable