

Zero draft revision of the ISC Statutes and Rules of Procedure

Reflecting the discussions of the Working Group on Constitutional Revision

10 August 2023

Prefatory notes:

1. The revised statutes are presented as much as possible side-by-side with the current statutes for ease of comparison; however, changes are not otherwise highlighted because the extent of the revisions would make the document difficult to read.
2. The order of certain paragraphs may change in the final version.
3. Paragraphs relating to membership are extremely tentative and are the subject of a separate discussion paper.
4. A separate document with options for the transition from the current Governing Board to a staggered Governing Board arrangement will be provided shortly.

CONFIDENTIAL

STATUTES

Current Statutes	Zero draft of proposed revised Statutes on advice of Constitutional Working Group
<p>I. Denomination and Domicile</p> <ol style="list-style-type: none"> 1. The International Science Council, hereinafter called ‘the Council’, is a global non-governmental and non-profit-making scientific organization of international, regional, and national science and research organizations and institutions. 2. The Council was created in 2018, following the merger of the International Council for Science (ICSU) and the International Social Science Council (ISSC). ICSU was created in Brussels in 1931, following the dissolution of the International Research Council. ISSC was created in Paris in 1952 by the United Nations Educational, Scientific and Cultural Organization (UNESCO). 3. The present legal domicile of the Council is in Paris, France, where the headquarters of its secretariat (‘Headquarters’) are located. Any change of the location and the legal domicile of the Headquarters will be decided by the General Assembly. It will be incorporated under the law of the country in which the Headquarters are domiciled. 	<p>I. Denomination, domicile and legal status</p> <ol style="list-style-type: none"> 1. The International Science Council, hereinafter ‘the Council’, is a global, non-governmental and non-profit-making organization of international, regional, and national science and research organizations and institutions. 2. The Council was created in 2018, upon the merger of the International Council for Science (ICSU) and the International Social Science Council (ISSC).¹ <p>Foot-/endnote 1: ICSU was created in Brussels in 1931, following the dissolution of the International Research Council. ISSC was created in Paris in 1952 by the United Nations Educational, Scientific and Cultural Organization (UNESCO).</p> <ol style="list-style-type: none"> 3. The Council is legally instituted as an association under the French law on associations of 1 July 1901. 4. The legal domicile of the Council is where the Secretariat is located in Paris, France. Any change of the legal domicile of the Council must be approved by the General Assembly.
<p>II. Vision, Mission and Values</p> <ol style="list-style-type: none"> 4. Vision The vision of the Council is of science as a global public good. Knowledge derived from scientific research is a staple of human understanding and creativity. It is fundamental to the evidence that should inform societal decision-making and public policy. The importance of deliberative scientific understanding to society has never been greater, as humanity grapples with the problems of living sustainably and equitably on planet Earth. It is therefore vital that we safeguard science as a global public good. Scientific knowledge, data 	<p>II. Vision, mission, principles and values</p> <ol style="list-style-type: none"> 5. The vision of the Council is of science as a global public good. Knowledge derived from scientific research is a staple of human understanding and creativity. It is fundamental to informing societal decision-making and public policy. The importance of science and scientific understanding to society has never been greater, as humanity grapples with the problems of living sustainably and equitably on planet Earth. It is therefore vital that we safeguard science as a global public good. Scientific knowledge, data and expertise must be universally accessible and their

and expertise must be universally accessible and their benefits universally shared. A mutually supportive global community of science carries responsibility for this by ensuring inclusivity and equity, including in opportunities for scientific education and capacity development.

5. **Mission**

The mission of the Council is to be the global voice of science. The Council seeks to provide a powerful and credible global voice that is respected both in the international public domain and within the scientific community. It will use that voice at the international level to:

- Speak for the value of all science and the need for evidence informed understanding and decision-making
- Stimulate and support international scientific research and scholarship on major issues of global concern
- Articulate scientific knowledge on such issues in the public domain
- Promote the continued and equal advancement of scientific rigour, creativity and relevance in all parts of the world
- Defend the free and responsible practice of science.

6. **Values**

In fulfilling its role, the values that the Council will uphold in its work, its governance and its partnerships include:

- Excellence and professionalism
- Inclusivity and diversity
- Transparency and integrity
- Innovation and sustainability

benefits universally shared. A mutually supportive global community of science carries responsibility for this by ensuring inclusivity and equity, including in opportunities for scientific education and capacity development.

6. The **mission** of the Council is to be the global voice for science.

The Council seeks to provide a powerful and credible global voice that is respected both within international and jurisdictional public and policy domains and within the scientific community. It will use that voice to:

- Speak for the value of all science and the need for evidence-informed understanding and decision-making at all levels, from local to global;
- Stimulate and support international collaboration on scientific research and scholarship on major issues of global concern;
- Promote and assist in science diplomacy;
- Articulate scientific knowledge on such issues in the public and policy domains;
- Promote the continued and equal advancement of scientific rigour, creativity and relevance in all parts of the world;
- Assist the scientific community and its stakeholders in their respective roles in the face of the evolution of science systems.
- Defend the free and responsible practice of science.

7. In fulfilling its role, the **principles and values** that the Council will uphold in its work, governance and partnerships include:

- Excellence and professionalism
- Inclusivity and diversity
- Transparency and integrity
- Innovation and sustainability
- Reflexivity and adaptability

<p>7. The Principle of Freedom and Responsibility in Science</p> <p>The free and responsible practice of science is fundamental to scientific advancement and human and environmental well-being. Such practice, in all its aspects, requires freedom of movement, association, expression and communication for scientists, as well as equitable access to data, information and other resources for research. It requires responsibility at all levels to carry out and communicate scientific work with integrity, respect, fairness, trustworthiness, and transparency, recognizing its benefits and possible harms.</p> <p>In advocating the free and responsible practice of science, the Council promotes equitable opportunities for access to science and its benefits, and opposes discrimination based on such factors as ethnic origin, religion, citizenship, language, political or other opinion, sex, gender identity, sexual orientation, disability or age.</p>	<p>8. The Principle of Freedom and Responsibility in Science</p> <p>Note 1: This paragraph will be reviewed by the Committee for Freedom and Responsibility in Science.</p> <p>The free and responsible practice of science is fundamental to scientific advancement and human and environmental well-being. Such practice, in all its aspects, requires freedom of movement, association, expression and communication for scientists, as well as equitable access to data, information and other resources for research. It requires responsibility at all levels to carry out and communicate scientific work with integrity, respect, fairness, trustworthiness, and transparency, recognizing its benefits and possible harms.</p> <p>In advocating the free and responsible practice of science, the Council promotes equitable opportunities for access to science and its benefits, and opposes discrimination based on such factors as ethnic origin, religion, citizenship, language, political or other opinion, sex, gender identity, sexual orientation, disability or age.</p>
<p>III. Membership</p> <p>8. Members shall normally adhere to the Council in one of the following categories:</p> <p>Full Members</p> <p>i. Category 1: Scientific unions, associations and similar bodies, being international scientific organizations¹ devoted to the practice and promotion of specific scientific disciplines or areas.</p> <p>Footnote: For the purposes of these Statutes an international scientific organization is an institution that draws membership from several countries within a region or from countries across at least two regions, and whose members are held together by a</p>	<p>III. Membership</p> <p>Note 2: Paragraphs on and relating to membership are extremely tentative, subject to further consultation with the members. A separate discussion document is provided. Here we make assumption that there will be four membership categories, three voting and one non-voting.</p> <p>9. Members shall normally adhere to the Council in one of the following categories:</p> <p>i. Category 1: International scientific organizations devoted to the practice and promotion of specific scientific disciplines or areas of science, being institutions that draw membership from several countries within a region or from countries across at least two regions, and whose members are held together by a formal agreement, constitution, or similar instrument.</p>

<p>formal agreement, constitution or similar instrument.</p> <p>ii. Category 2: Academies of sciences, research councils or analogous not-for-profit scientific bodies representing a broad spectrum of scientific fields or disciplines in a country, region, territory or globally.</p> <p>Affiliated Members</p> <p>iii. Category 3: Other bodies, being governmental and non-governmental organizations, whose activities are in a field cognate to those of the Council.</p> <p>9. A Member in good standing is defined as a Member which has paid the membership dues for the previous three years or, in the case of a Member of less than three years' standing, has paid dues since joining the Council. Only Full Members in good standing are entitled to vote in the General Assembly and to present candidates to hold office. Affiliated Members in good standing are entitled only to present candidates to hold office.</p>	<p>ii. Category 2: Academies of sciences, research councils or analogous not-for-profit scientific bodies representing a broad spectrum of scientific fields or disciplines in a country, region or territory.</p> <p>iii. Category 3: Other bodies, governmental or non-governmental organizations, whose activities are in a field cognate to those of the Council.</p> <p>iv. Category 4: Other bodies, being organizations in a field cognate to those of the Council that are conferred observer status only, including ISC Affiliated Bodies.</p> <p>10. Only Category 1, 2 and 3 Members in good standing are entitled to vote in the General Assembly and to nominate candidates to the Governing Board or other statutory bodies. A Member in good standing is a Category 1, 2 or 3 Member which has paid the membership dues for the previous three years or, in the case of a member of less than three years' standing, has paid dues since joining the Council.</p>
<p>IV. Key Decision-Making Bodies</p> <p>10. The key decision-making bodies of the Council are:</p> <ol style="list-style-type: none"> The General Assembly the Governing Board the Officers 	<p>IV. Key decision-making bodies</p> <p>11. The key decision-making bodies of the Council are:</p> <ol style="list-style-type: none"> the General Assembly the Governing Board the Officers, collectively called the Executive Committee.
<p>V. General Assembly</p> <p>11. The General Assembly is the highest authority of the Council. It shall, as appropriate and generally after recommendations from the Governing Board:</p> <ol style="list-style-type: none"> examine and approve the priority agendas and the associated implementation plan of the Council; review the activities of the Council as overseen by the Governing Board since the end of the previous ordinary session of the General Assembly; 	<p>V. General Assembly</p> <p>12. The General Assembly is the highest authority of the Council. The General Assembly consists of representatives of all Members as defined in Statute 9. It shall, as appropriate and guided by recommendations from the Governing Board:</p> <ol style="list-style-type: none"> examine and approve the strategic priorities and the associated implementation plan of the Council; review the activities of the Council as overseen by the Governing Board since

<ul style="list-style-type: none"> c) establish committees and bodies it deems necessary for the scientific, educational and administrative work of the Council; d) review the activities of any committee or body created by the Council, discharge them of their responsibilities when their service is no longer required, and approve their dissolution; e) examine and approve the audited accounts of the Council on an annual basis, by electronic or other means, as appropriate; f) appoint an external auditor ('commissaire aux comptes'); g) discharge the Vice-President for Finance from liability, set the scale of annual dues to be paid by Members, and approve the draft budgetary outlines as proposed by the Governing Board for the ensuing period; h) examine and endorse applications received through the Governing Board for membership of the Council; i) consider and decide upon the suspension of any Member which has failed to fulfil its obligations as outlined in the Statutes and the Rules of Procedure; j) elect the members of the Elections Committee, by electronic or other means, as appropriate; k) elect the Officers and Ordinary Members of the Governing Board; l) consider and decide upon changes to the Statutes and Rules of Procedure; and m) take any other action as appropriate. <p>12. The General Assembly shall meet in ordinary session once every three years.</p> <p>13. An extraordinary session of the General Assembly may be called either on the initiative of the Governing Board or at the request, in writing, of at least one third of the Members entitled to vote. Extraordinary sessions may take place in physical or virtual format, as decided by the Governing Board.</p> <p>14. The General Assembly consists of representatives of all Members as defined in Statute 8. Each Member shall be represented in the General Assembly by a delegation of its own selection, any members of which may speak in the General Assembly, and the composition of which shall be communicated to Headquarters at least one month prior to the General Assembly.</p>	<p>the end of the previous ordinary session of the General Assembly;</p> <ul style="list-style-type: none"> c. examine and approve the audited accounts of the Council on an annual basis, by electronic or other means, as appropriate; d. appoint an external auditor ('commissaire aux comptes'); e. discharge the Vice-President for Finance from liability, approve the scale of annual dues to be paid by Members on the advice of Governing Board, and approve the draft budgetary outlines as proposed by the Governing Board for the ensuing period; f. examine and endorse applications received through the Governing Board for membership of the Council, unless delegated to the Governing Board; g. consider and decide upon the suspension of any Member which has failed to fulfil its obligations as outlined in the Statutes and the Rules of Procedure or which brings the ISC into disrepute; h. elect the members of the Nominations and Elections Committee; i. elect the members of the Governing Board; j. consider and decide upon changes to the Statutes and Rules of Procedure; and k. take any other action as appropriate. <p>13. The General Assembly shall meet in ordinary session once every four years.</p> <p>14. An extraordinary session of the General Assembly may be called either on the initiative of the Governing Board or at the request, in writing, of at least one third of the Members entitled to vote.</p> <p>15. Sessions of the General Assembly may take place in physical, virtual or hybrid format, as decided by the Governing Board.</p> <p>16. Each Member may be represented in the General Assembly by a delegation of its own selection, any members of which may speak in the General Assembly, and the composition of which shall be communicated to the Secretariat at least four weeks prior to the General Assembly.</p>
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15. The General Assembly will vote with a different system for three different types of issues:

i. Regarding voting on scientific strategy and activities: *'One Member, one vote'*, whereby:

- Each Member of Category 1 will have a weighted vote equal to the total number of Members of Category 2 divided by the total number of Members of Category 1, within the total membership base.
- Each Member of Category 2 shall have one vote.

ii. Regarding voting on elections and other procedural matters:

- Each Member of Category 1 will have a weighted vote equal to the total number of country, territory or region votes divided by the total number of Members of Category 1, within the total membership base.
- Each Member of Category 2 shall have one vote, except in cases where there is more than one Member of Category 2 representing the same country, territory or region as defined by the General Assembly, in which case the Members from that country, territory or region need to agree on a common voting position resulting in a single vote. Should there be no agreement amongst them, each Member of Category 2 shall have a proportion of that one vote. Exceptions to this voting rule may be agreed by a resolution of the General Assembly.

iii. Voting on financial matters related to the budget and the dues structure: *'Weighting according to dues'*, whereby each Member has a weighted vote based on its position in the Dues Scale.

17. The General Assembly will vote with a different system on three different types of issues:

Note 3: Paragraphs on voting below are extremely tentative, as indicated in Note 2.

i. On scientific strategy and activities: *'One Member, one vote'*, whereby:

- Each Category 1 Member has one vote
- Each Category 2 Member has one vote
- Each Category 3 Member has one vote
- Category 4 Members have no vote.

ii. On elections, changes to the statutes and rules of procedures, and other procedural matters:

- Category 1 Members collectively have 40% of the vote, Category 2 Members collectively 40% of the vote and Category 3 Members collectively 20% of the vote. Within each category each Member has the same vote.
- Each Category 2 Member has one vote, except in cases where there is more than one Category 2 Member representing the same country, territory or region, in which case the Members from that country, territory or region must agree on a common voting position resulting in a single vote. Should they not find agreement, they shall have an equal proportion of that one vote.
- Category 4 Members have no vote.

iii. Voting on financial matters related to the budget and the dues' structure is weighted according to Members' positions in the applicable ISC's dues scale.

VI. Governing Board

16. The overall function of the Governing Board is to provide scientific and strategic leadership, uphold the Council's principles and values, oversee the pursuit of the Council's vision and mission, and secure the financial and operational robustness of the Council. The Governing Board is accountable to the General Assembly.
17. The Governing Board consists of:
 - a) five Officers, namely the President, the President-elect, the Vice-President for Outreach and Engagement, the Vice-President for Freedom and Responsibility in Science, and the Vice-President for Finance;
 - b) ten Ordinary Members.

All members of the Governing Board serve the Council in their personal capacity.

18. Each Officer and each Ordinary Member have one vote.
19. The membership of the Governing Board should reflect the multi-disciplinarity of the Council's membership base, with particular attention being paid to ensuring effective representation of the different branches of science. The membership of the Governing Board should also reflect regional and gender diversity.
20. The Governing Board shall meet at least twice a year, no more than twice in person per year. The Governing Board shall meet before and after each session of the General Assembly. The Governing Board shall be assisted by Headquarters.
21. Among its duties, the Governing Board shall:
 - a) provide strategic leadership and develop priority agendas and associated

VI. Governing Board

18. The main functions of the Governing Board are to provide scientific and strategic leadership, uphold the Council's principles and values, oversee the pursuit of the Council's vision and mission, and secure the financial and operational robustness of the Council. The Governing Board is accountable to the General Assembly.
19. The Governing Board consists of:
 - a. Five officers (or six, when there is a president-elect), namely the president and four vice-presidents – also known collectively as the Executive Committee.
 - b. ten ordinary members, which, under exceptional conditions, may increase to a maximum of 12.

All members of the Governing Board serve the Council in their personal capacity.

20. Each officer and each ordinary member have one vote.
21. The membership of the Governing Board should reflect the multi-disciplinarity of the Council's membership base, with particular attention being paid to ensuring effective representation of the different branches of science. The membership of the Governing Board should also be inclusive of geography, gender and career stage.
22. Governing Board members should be individuals of the highest calibre who have widely recognized achievements and who have made significant contributions to the scientific endeavour. They must in addition meet the criteria for the ISC Fellowship as they become fellows automatically on election to the Governing Board.
23. The Governing Board shall meet at least twice a year, and normally at least once per year in person.
24. Among its duties, the Governing Board shall:
 - a. provide strategic leadership and develop the strategic plan for approval by the General Assembly;

<p>activity and business plans for approval by the General Assembly;</p> <ul style="list-style-type: none"> b) review the implementation of the activity and business plans and monitor performance measures; c) review the scientific activities of the Council and make appropriate recommendations to the General Assembly; d) present to each General Assembly a report on the scientific activities and other operations of the Council since the previous ordinary session of the General Assembly; e) propose, for consideration by the General Assembly, a draft budgetary outline for the Council, and the scale of annual dues to be paid by Members for the ensuing three-year period; f) decide on the annual budget and seek approval of the annual accounts by the General Assembly, as indicated in Statute 11; g) on delegation by the General Assembly, admit new Members; h) prepare the agenda for the General Assembly; and i) on delegation by the General Assembly, appoint members of standing and ad hoc committees. <p>22. In the event of a vacancy among the Ordinary Members of the Governing Board, the Officers shall have the power to fill the vacancy for the unexpired term.</p> <p>23. No person may serve on the Governing Board for more than six consecutive years, with the exception of a person who is elected President-elect after serving a first term on the Governing Board; in this case, he or she may serve a maximum of nine consecutive years.</p>	<ul style="list-style-type: none"> b. review the implementation of the activity and business plans and monitor performance measures; c. review the activities and operations of the Council and make appropriate recommendations to the General Assembly; d. present to each General Assembly a report on the activities and operations of the Council since the previous ordinary session of the General Assembly; e. propose, for consideration by the General Assembly, a draft budgetary outline for the Council, and the scale of annual dues to be paid by Members for the ensuing three-year period; f. decide on the annual budget and seek approval of the annual accounts by the General Assembly, as indicated in Statute 12; g. on delegation by the General Assembly and in accordance with the rules of procedure, admit new Members; h. prepare the agenda for the General Assembly; i. appoint members of standing and ad hoc committees; j. uphold a code of conduct for the Governing Board and the Council. <p>25. In the event of a vacancy among the Ordinary Members of the Governing Board, the Officers shall have the power, in consultation with the Nominations and Elections Committee, to fill the vacancy for the unexpired term.</p> <p>26. Normally no person may serve on the Governing Board for more than eight consecutive years, except for a person who is elected President-elect while serving on the Governing Board; in which case, they may serve a maximum of ten consecutive years.</p>
<p>VII. Officers</p> <p>24. The Officers of the Council are:</p> <ul style="list-style-type: none"> i. the President ii. the President-elect, responsible inter alia for Science Planning iii. the Vice-President for Outreach and Engagement iv. the Vice-President for Freedom and Responsibility in Science v. the Vice-President for Finance 	<p>VII. Officers and Executive Committee</p> <p>27. The Officers of the Council, who collectively constitute the Executive Committee, are:</p> <ul style="list-style-type: none"> i. the President ii. the President-elect (for two years in every four) iii. the Vice-President for Finance, Audit and Risk iv. the Vice-President for Freedom and Responsibility in Science v. the Vice-President for Membership vi. the Vice President for Science

<p>25. The Officers are responsible for overseeing the day-to-day affairs of the Council between meetings of the Governing Board. In addition to participating in Governing Board meetings, they shall meet as often as is deemed necessary, normally twice a year.</p> <p>26. The President and Vice-Presidents shall hold office for one term of three years, non-renewable.</p> <p>27. Inability to fulfil duties:</p> <ul style="list-style-type: none"> i. In the event that the President is unable to fulfil his or her duties, the President-elect assumes the position of the President. ii. In the event that the President-elect is unable to fulfil his or her duties, the Governing Board shall appoint one of the Vice-Presidents to fulfil the duties of the President-elect. iii. In the event that any Vice-President is unable to fulfil their duties, the Governing Board shall decide who shall undertake such duties. 	<p>28. The Executive Committee of the Governing Board is responsible for overseeing the affairs of the Council between regular meetings of the Governing Board and for ensuring the implementation of strategies approved by the Governing Board and General Assembly. In addition to participating in Governing Board meetings, the Executive Committee shall normally meet not less than six times per year, normally by electronic means.</p> <p>29. The officers will work actively with the Chief Executive Officer (CEO) on fundraising and relationship management.</p> <p>30. The Executive Committee should refer to the Governing Board on matters where reputational, financial, diplomatic or relationship risk for the Council are significant possibilities.</p> <p>31. The president and vice-presidents shall hold office for one term, normally of four years.</p> <p>32. Inability of officers to fulfil duties:</p> <ul style="list-style-type: none"> i. In the event that the president is unable to fulfil their duties, the president-elect assumes the position of the president. If the position of president-elect is at that time vacant, one of the other members of the Executive Committee shall be elected by the Governing Board to fill the role of acting president until a president can be elected. ii. In the event that the president-elect is unable to fulfil their duties on the Governing Board or to take up the position of president, the election of a new president-elect shall be brought forward by the Nominations and Elections Committee and a nomination and selection process completed within six months. iii. In the event that any vice-president is unable to fulfil their duties, the Governing Board shall recommend who should undertake such duties from within or beyond the board, for approval by the Nominations and Elections Committee.
<p>VIII. Chief Executive Officer</p> <p>28. The Chief Executive Officer is appointed by the Governing Board on a non-binding recommendation of the Officers.</p>	<p>VIII. Chief Executive Officer</p> <p>33. The Chief Executive Officer is appointed by the Governing Board on a non-binding recommendation of the Officers.</p>

<p>29. The Governing Board delegates management of the Headquarters and implementation of decisions of the General Assembly and the Governing Board to the Chief Executive Officer.</p> <p>30. The Chief Executive Officer shall direct Headquarters and be responsible for its management, including the appointment of staff, the management of personnel and resources and the payment of accounts.</p>	<p>34. The Governing Board delegates management of the Secretariat and implementation of decisions of the General Assembly and the Governing Board to the Chief Executive Officer.</p> <p>35. The Chief Executive Officer shall direct the Secretariat and be responsible for its management, including the appointment of staff, the management of personnel and resources and the payment of accounts. The CEO shall be responsible for the implementation of priorities and strategies as agreed by the Governing Board.</p>
<p>IX. Advisory Bodies</p> <p>31. Various Standing Committees will be set up by the General Assembly to advise the Governing Board on key aspects of the Council’s work and the Governing Board’s duties. These committees shall be appointed by the Governing Board on the basis of nominations by Members. The vice-chair of each Standing Committee shall be a Governing Board member, and the committees shall include non-Governing Board members. The Governing Board will select and appoint a group of up to four advisers who will assist in ensuring that the committees include people with the appropriate knowledge and expertise.</p> <p>Such committees will include:</p> <ul style="list-style-type: none"> a) Committee for Science Planning, chaired by the President-elect, undertaking strategic science planning and reviews and addressing major thematic issues concerned with science for policy and policy for science. b) Committee for Outreach and Engagement, chaired by the Vice-President for Outreach and Engagement, engaging with Members, and focusing on membership matters, outreach to external stakeholders, partnerships, strategic communications, and the awards programme of the Council. c) Committee for Freedom and Responsibility in Science, chaired by the Vice-President for Freedom and Responsibility in Science, dealing with freedom and responsibility of science issues at the global level. d) Committee for Finance, chaired by the Vice-President for Finance, addressing issues of finance, auditing, resource mobilization, and risk management. 	<p>IX. Advisory bodies</p> <p>36. Various advisory bodies will be set up to provide guidance on and oversight of key aspects of the Council’s work and the Governing Board’s duties. These advisory bodies shall be appointed by the Governing Board on the basis of nominations by Members. Normally advisory bodies will include at least two Governing Board members, with one serving as chair, and at least one ISC Fellow (who is not a member of the Governing Board), as well as Members’ nominees. Advisory bodies may include experts from beyond the membership.</p> <p>Such advisory bodies will include on a standing basis:</p> <ul style="list-style-type: none"> a) The Committee for Freedom and Responsibility in Science, chaired by the Vice-President for Freedom and Responsibility in Science, dealing with freedom and responsibility of science issues at the global level and on emergent issues in the ethical conduct of science. b) The Committee for Finance, Audit and Risk, chaired by the Vice-President for Finance, addressing issues of finance, auditing and risk management. It shall periodically review the rules of procedure and organizational policies of the Council. It shall advise the Governing Board on the proposed fees schedule ahead of each regular General Assembly. <p>Other advisory bodies will be set up by the Governing Board to cover science planning and programmes, membership, fundraising and other areas.</p> <p><i>See Section XI for the Nominations and Elections Committee.</i></p>

<p>32. An Elections Committee, chaired by the President and including eight additional members. The additional members are proposed by the Governing Board, having taken geographical, disciplinary and gender considerations into account, and elected by the General Assembly. The Elections Committee will be responsible for advising on and managing the Governing Board nomination and election processes.</p> <p>33. The Forum of Patrons will consist of a number of outstanding individuals from various sectors, appointed by the Governing Board, who will help the Council with advice, name recognition and credibility within and beyond the scientific world. The President will convene and chair the meetings of the Forum of Patrons.</p> <p>34. Ad hoc committees may be established by the General Assembly or the Governing Board for a limited duration to deal with specific objectives and tasks and will be dissolved after completion of the task or achievement of the objective.</p> <p>35. Composition, duration and detailed terms of reference for these committees are provided in the Rules of Procedure, as are the responsibilities of the Officers and the Chief Executive Officer.</p>	<p><i>See Section XII for Patrons.</i></p> <p>37. Ad hoc working groups may be established by the Governing Board for a limited duration to deal with specific objectives and tasks and will be dissolved after completion of the task or achievement of the objective. The Governing Board should take advice on the composition of working groups from Members and ISC Fellows. Expertise from beyond the scientific community may be required on some working groups. These may be chaired from outside the Governing board.</p>
	<p>X. Nominations and Elections Committee</p> <p>38. The Nominations and Elections Committee will be responsible for advising on and managing the Governing Board nomination, selection and election processes.</p> <p>39. Members of the Nominations and Elections Committee must have significant experience in governance, and none may be seeking a nomination to be a member of the Governing Board.</p> <p>40. The Nominations and Elections Committee (NEC) will comprise:</p> <ul style="list-style-type: none"> i. An independent chair proposed by the Governing Board ii. 2 Governing Board members not standing for reelection (at least one of whom should be an officer)

	<ul style="list-style-type: none"> iii. 1 nominee from the Fellowship Council iv. 2 nominees from Category 1 Members v. 2 nominees from Category 2 Members vi. 1 nominee from Category 3 Members <p>41. The Nominations and Elections Committee will serve for four years.</p> <p>42. The Governing Board will select the members of the Nominations and Elections Committee from nominations sought from Members, taking geographical, disciplinary, gender and career stage considerations into account. The composition of the Nominations and Elections Committee will be approved by a vote of the Members.</p> <p>43. The Nominations and Elections Committee may be assisted by an independent professional advisor.</p>
	<p>XI. Patrons</p> <p>44. The ISC will have up to a maximum of three Patrons, who are outstanding individuals, not necessarily from the science sector, who will help the Council with advice, relationships, name recognition and credibility within and beyond the scientific world. Patrons are appointed by the Governing Board and the President is responsible for liaison with the patron(s).</p>
	<p>XII. Affiliated Bodies</p> <p>45. The ISC may confer the status of Affiliated Body to scientific coordinating or research bodies that are sponsored or coordinated by the Council or which provide services on behalf of the Council. The status of Affiliated Body will be conferred by the Governing Board.</p> <p>46. Affiliated Bodies shall be considered Category 4 Members (Observers). <i>[Tentative, depending on discussion with Members – see separate discussion document.]</i></p>
	<p>XIII. ISC Fellowship</p> <p>47. The ISC Fellowship shall be the highest honour awarded to individual scientists by the ISC. It recognizes individuals who have an exceptional track record in more than</p>

	<p>one of the following domains:</p> <ul style="list-style-type: none"> i. Promoting science for the global good internationally ii. Providing broad scientific leadership (in the international or regional arena) iii. Promoting the global voice for science iv. Developing major scientific initiatives and structures v. Scientific accomplishments <p>48. ISC Fellows must have the capacity to add value to the ISC in amplifying the global voice for science through ambassadorial and advisory roles, and in accepting the fellowship acknowledge their commitment to assisting ISC activities when appropriate.</p> <p>49. Honorary fellowships may be awarded by exception and on occasion to those not meeting the criteria to be a fellow (for example non-scientists) who have made distinguished contributions to promoting science for the global good and promoting the goals of the ISC.</p> <p>50. The Fellowship Council shall comprise 13 fellows of whom at least eight are active fellows. The president and president-elect of the ISC are ex officio members of the Council. Other members of the ISC Governing Board are not eligible to be members of the Council while serving their term.</p> <p>51. The chair of the Fellowship Council is an observer at Governing Board and Executive Committee meetings.</p> <p>52. The Fellowship Council shall determine the processes of nominating and selecting new fellows, subject to approval by the Governing Board.</p> <p>53. The Fellowship Council and the Fellowship may be consulted on strategic matters.</p>
<p>X. Finance</p> <p>36. The financial resources of the Council are provided by:</p> <ul style="list-style-type: none"> a) the dues of Members; and b) subventions, donations and other financial support accepted by the 	<p>XIV. Finances</p> <p>54. The financial resources of the Council are provided by:</p> <ul style="list-style-type: none"> a) the dues of Members; b) subventions, donations and other financial support accepted by the

<p style="text-align: center;">Governing Board or the Chief Executive Officer on behalf of the Council.</p> <p>37. Each Member of the Council shall pay annual dues on a scale determined by the General Assembly.</p>	<p style="text-align: center;">Governing Board or the Chief Executive Officer on behalf of the Council.</p> <p>55. Each Member of the Council shall pay annual dues on a scale determined by the General Assembly following the advice of the Governing Board.</p> <p>56. Within the limits and according to the processes prescribed by French law, the president's and officers' institutions may be reimbursed for part of the time spent on ISC business. The basis of the calculations of these amounts will be jointly recommended by the CEO and the Nominations and Elections Committee annually and approved by Members.</p> <p>57. The ISC may establish one or more charitable trusts to facilitate significant donations to the ISC. The activities of any ISC trust will be limited to providing funds for activities that will benefit the ISC. Any trust established by the ISC will apply the same sponsorship and due diligence policies as the ISC.</p>
<p>XI. Legal Representation</p> <p>38. The President, or, if he or she is not available, the President-elect or one of the Vice-Presidents, is the legal representative of the Council. The President or his or her legal representative may authorize the Chief Executive Officer to represent the Council.</p> <p>39. In particular, the Governing Board may authorize the Chief Executive Officer to negotiate and conclude agreements with other organizations on behalf of the Council, within the guidelines established by the Governing Board. Any delegation of authority and responsibility outside the Headquarters shall be subject to approval by the Governing Board.</p>	<p>XV. Legal representation</p> <p>58. The president, or, if they are not available, the president-elect or one of the vice-presidents, is the legal representative of the Council. The president or their legal representative may authorize the Chief Executive Officer to represent the Council.</p> <p>59. In particular, the Governing Board may authorize the Chief Executive Officer to negotiate and conclude agreements with other organizations on behalf of the Council, within the guidelines established by the Governing Board. Any delegation of authority and responsibility outside the Secretariat shall be subject to approval by the Governing Board.</p>
<p>XII. Dissolution and Merger</p> <p>40. The Council may be dissolved or merged on the initiative of the Governing Board, by a General Assembly. A decision to dissolve or merge the Council shall require a vote of two thirds of all Members present and voting.</p> <p>41. If the Council is dissolved as provided for above, the General Assembly shall appoint three liquidators of different nationalities to conclude its affairs. The liquidators shall determine the allocation of resources belonging to the Council,</p>	<p>XVI. Dissolution and merger</p> <p>60. The Council may be dissolved or merged with other organizations by a General Assembly resolution. A decision to dissolve or merge the Council shall require a majority of two thirds of Members casting an eligible vote.</p> <p>61. If the Council is dissolved as provided for above, the General Assembly shall appoint three liquidators of different nationalities to conclude its affairs. The liquidators shall determine the allocation of resources belonging to the Council, in accordance with</p>

<p>in accordance with the vision and mission contained in the Statutes. If the Council is merged with another organization, the net assets should be passed to the successor body upon such terms as are agreed for the merger.</p>	<p>the vision and mission contained in the Statutes. If the Council is merged with another organization, the net assets should be passed to the successor body upon such terms as are agreed for the merger.</p>
<p>XIII. Modification of the Statutes</p> <p>42. Any change to the Statutes shall require a vote of two thirds of all Members present and voting.</p> <p>43. Proposals for changes to any articles of the Statutes and Rules of Procedure may be made by a Member of the Council or the Officers of the Council with the Governing Board’s endorsement. Proposed draft amendments to the Statutes shall be conveyed in writing, by Members, to the President, at least six months before the General Assembly in which they are to be considered, to allow sufficient time for them to be examined by the Governing Board and for the proposed amendments to be distributed to all Members.</p> <p>44. Decisions on all matters not covered by the present Statutes shall be made as required by the Governing Board, subject to approval at the next General Assembly.</p>	<p>XVII. Modification of the statutes</p> <p>62. Any change to the statutes shall require a majority of two thirds of Members casting an eligible vote.</p> <p>63. Proposals for changes to any articles of the Statutes and Rules of Procedure may be brought forward by at least three Members of the Council or by the Governing Board. Amendments to the statutes proposed by Members shall be conveyed in writing to the President and Governing Board at least six months in advance of the session of the General Assembly in which they could be considered, to allow sufficient time for them to be examined by the Governing Board and for the proposed amendments to be distributed to all Members.</p> <p>64. The Governing Board shall consider amendments proposed by Members, and, unless they find them contrary to the ISC mission or to its reputation or impracticable or contrary to its legal position, shall distribute the amendments to all Members with its recommendations. The Governing Board will also make a determination as to whether consideration of any amendments proposed by Members can be deferred to the next ordinary session of the General Assembly or whether they merit an extraordinary General Assembly, considering also Statute 14.</p> <p>65. Decisions on all matters not covered by the present statutes shall be made as required by the Governing Board, notified to the Members, and if appropriate ratified at the next General Assembly.</p>
<p>XIV. Interpretation of the Statutes</p> <p>45. These Statutes shall be governed by, and interpreted in accordance with, the law of the country where the Council is domiciled. In case of a conflict between the English and any translated version of these Statutes, the English version shall prevail.</p>	<p>XVIII. Interpretation of the statutes</p> <p>66. These statutes shall be governed by, and interpreted in accordance with, the law of the country where the Council is domiciled. In case of a conflict between the English and any translated version of these statutes, the English version shall prevail.</p>

RULES OF PROCEDURE

Article	Proposed revisions
<p>1. Quorum</p> <p>1.1 In sessions of the General Assembly a quorum shall consist of a minimum of 50% of the voting Full Members.</p> <p>1.2 In sessions of the Governing Board a quorum shall consist of a minimum of 50% of the voting members of the Governing Board.</p> <p>1.3 For any decision made by the Officers in accordance with the Statutes, at least three of the five Officers must register their support.</p>	<p>1. Quorum</p> <p>1.1 In sessions of the General Assembly, a quorum shall consist of 50% of Members eligible to vote.</p> <p>1.2 In sessions of the Governing Board, a quorum shall consist of 50% of the members of the Governing Board.</p> <p>1.3 For any decision made by the Executive Committee of the Governing Board, at least three Officers must register their support.</p>
<p>2. Voting Procedures</p> <p>2.1 If voting is necessary and a decision of the General Assembly cannot be reached by acclamation, a decision will be reached in accordance with Statute 15 and by a simple majority of the votes of those present or otherwise taking part. A two-thirds majority is only necessary when explicitly stated in the Statutes or Rules of Procedure.</p> <p>2.2 All majorities shall be calculated on the basis of the total number of affirmative and negative valid votes actually cast.</p> <p>2.3 The election of the members of the Governing Board at the General Assembly shall be by secret ballot. Each voting Member shall vote for no more names than there are vacancies to be filled. The number of votes to be cast by each voting Member shall be in conformity with Statute 15.</p> <p>2.4 At each ballot, the candidates shall be ordered according to the number of votes each receives and elected in that order.</p> <p>2.5 If at any stage a choice must be made between candidates who have obtained the same number of votes, a separate ballot shall be taken.</p>	<p>2. Voting procedures</p> <p>2.1 If voting is necessary and a decision of the General Assembly cannot be reached by acclamation, a decision will be reached in accordance with Statute 17 and by a simple majority of the eligible votes cast. A two-thirds majority is only necessary when explicitly stated in the Statutes or Rules of Procedure.</p> <p>2.2 All majorities shall be calculated on the basis of the total number of affirmative and negative valid votes actually cast.</p> <p>2.3 The election of the members of the Governing Board at the General Assembly shall be by secret ballot.</p>

<p>2.6 Decisions of the Council’s key decision-making bodies (Statute 10) may be arrived at entirely or in part by electronic means, as appropriate, provided that a quorum is attained, except in the case of approval of the audited annual accounts where a quorum is not required.</p> <p>2.7 The vote of each Full Member shall normally be cast at the meeting by the representative of that Member or by a proxy nominated by that Member. This nomination must be submitted in writing to the President prior to the session at which the proxy is to operate. If a Member is unable to designate a proxy to vote at the meeting, votes on those issues already on the agenda (and not arising from the floor) may be submitted in writing to the President prior to the meeting.</p>	<p>2.4 Decisions of the Council’s key decision-making bodies may be arrived at entirely or in part by electronic means, as appropriate, provided that a quorum is attained, except in the case of approval of the audited annual accounts where a quorum is not required.</p> <p>2.5 Where a General Assembly is held physically, the vote of each Member shall normally be cast at the meeting by the representative of that Member or by a proxy nominated by that Member. This nomination must be submitted in writing to the President prior to the session at which the proxy is to operate. If a Member is unable to designate a proxy to vote at the meeting, votes on those issues already on the agenda (and not arising from the floor) may be submitted in writing to the President prior to the meeting.</p> <p>2.6 Where a General Assembly is held part or in whole virtually, votes shall be conducted according to procedures defined by the Secretariat and approved by the Executive Committee.</p>
<p>3. General Assembly</p> <p>3.1 The Governing Board shall inform Members in writing, at least six months in advance, of the place and date of the next session of the General Assembly and provide them with the agenda for that meeting. Items proposed for inclusion in the agenda of the General Assembly must be received by the President at least four months before the date fixed for an ordinary session of the General Assembly. The final agenda of the General Assembly shall be communicated by the President to all Members of the Council at least three months before the first day of the session. No item that has not been accepted for the agenda may be discussed unless a proposal to that effect is approved in the General Assembly by at least two thirds of the votes of the Members taking part in the vote.</p> <p>3.2 In the case of an extraordinary session of the General Assembly as laid down in Statute 13 the Governing Board shall inform Members in writing, at least 30 days in advance, of the place and date of that session and provide them with the agenda for that meeting. No item that has not been placed on the agenda may be discussed unless a proposal to that effect is approved in the General</p>	<p>3. General Assembly</p> <p>3.1 The four-yearly ordinary meeting of the General Assembly shall except under exceptional circumstances be an in-person event. The Governing Board shall inform Members in writing, at least six months in advance, of the place and date of the next ordinary session of the General Assembly and provide them with the outline agenda for that meeting. Items proposed for inclusion in the agenda of the General Assembly must be received by the President at least three months before the date fixed for an ordinary session of the General Assembly (excepting proposals for amendments to the statutes, according to Statute 65). The final agenda of the General Assembly shall be communicated by the President to all Members of the Council at least six weeks before the first day of the session. No item that has not been accepted for the agenda may be discussed unless a proposal to that effect is approved in the General Assembly by at least two thirds of the Members taking part in the vote.</p> <p>3.2 In the case of an extraordinary session of the General Assembly to be held virtually, as laid down in Statute 15, the Governing Board shall inform Members in writing of the date of that session and provide them with the agenda for that meeting at least 30 days in advance. No item that has not been placed on the agenda may be discussed unless a proposal to that effect is approved in the General Assembly by at least two thirds of the votes of the Members taking part in the vote.</p>

<p>Assembly by at least two thirds of the votes of the Members taking part in the vote.</p> <p>3.3 The current edition of ‘Robert’s Rules of Order Newly Revised’ shall be used for the conduct of all meetings of the Council.</p>	<p>3.3 The Resolutions Committee shall consist of four members appointed by the General Assembly at the suggestion of the Governing Board. It shall collate, edit and present any eligible resolutions proposed for adoption by the General Assembly. Resolutions proposed at a General Assembly must be related to an item on the agenda and must have been discussed at the current Assembly in order to be considered. Only those matters which clearly require stronger endorsement by the full Council membership than a decision of the General Assembly would confer, or which are a statement of intent or opinion on the part of Council, should be the subject of resolutions. Any proposed resolution which does not fulfil these criteria will be ruled out of order by the Resolutions Committee. The Governing Board will ensure that all necessary action on a resolution is taken.</p> <p>3.4 The current edition of ‘Robert’s Rules of Order Newly Revised’ shall be used for the conduct of all meetings of the Council.</p>
<p>4. Governance</p> <p>4.1 The President shall chair all meetings of the General Assembly, the Governing Board and the Officers. The President shall chair the Elections Committee and the Forum of Patrons.</p> <p>4.2 The President-elect shall chair the Committee for Science Planning, and assume other duties assigned by the Governing Board.</p> <p>4.3 The Vice-President for Outreach and Engagement shall chair the Committee for Outreach and Engagement, and assume other duties assigned by the Governing Board.</p> <p>4.4 The Vice-President for Freedom and Responsibility in Science shall chair the Committee for Freedom and Responsibility in Science, and assume other duties assigned by the Governing Board.</p> <p>4.5 The Vice-President for Finance shall chair the Committee for Finance, and assume other duties assigned by the Governing Board.</p>	<p>4. Governance</p> <p>4.1 The president shall chair the Executive Committee, the Governing Board and the General Assembly.</p> <p>4.2 The president-elect shall be responsible for the development of the strategic plan for the period they will be in office as president and will present it to the General Assembly at which they take office as president.</p> <p>4.3 The Vice-President for Membership will assume responsibilities related to supporting current and potential members.</p> <p>4.4 The Vice-President for Freedom and Responsibility in Science shall chair the Committee for Freedom and Responsibility in Science, and assume other duties assigned by the Governing Board.</p> <p>4.5 The Vice-President for Finance, Audit and Risk shall chair the Committee for Finance, Audit and Risk and assume other duties assigned by the Governing Board.</p> <p>4.6 The Vice-President for Science shall assume duties related to science activities coordinated, jointly coordinated, or sponsored by the ISC.</p>

4.6 The Chief Executive Officer, or their delegated representative, shall act as an ex-officio non-voting member of the Council's Advisory Bodies. He or she will work with the President on meetings of the General Assembly and Governing Board. He or she shall be accountable to the Governing Board:

- for the day-to-day management of Headquarters;
- through the Vice-President for Finance, for financial and auditing matters; and
- through the President, for general performance and implementation of the Council's activity and business plans.

4.7 With the approval of the Governing Board, responsibility for a particular duty normally discharged by an Officer may be delegated to other persons.

4.8 On the advice of the Governing Board the President may invite any individual to an ordinary or extraordinary session of the General Assembly, or to a meeting of the Governing Board.

4.7 The Governing Board may establish subcommittees of board members as it sees fit to assist its work.

4.8 The Chief Executive Officer shall attend and participate in meetings of the Governing Board and Executive Committee (excluding when their own performance is discussed) but shall not have a vote. The CEO will work with the President to prepare and convene meetings of the General Assembly, Governing Board and Executive Committee. The CEO shall be accountable to the Governing Board:

- for the day-to-day management of the Secretariat; and
- through the Vice-President for Finance, Audit and Risk, for financial and auditing matters; and
- through the President, for general performance and implementation of the Council's activity and business plans.

4.9 With the approval of the Governing Board, responsibility for a particular duty normally discharged by an Officer may be delegated to other persons.

4.10 On the advice of the Governing Board, the President may invite any individual to an ordinary or extraordinary session of the General Assembly, or to a meeting of the Governing Board.

4.11 A member of the Governing Board is deemed to have resigned if they do not participate in at least half of board meetings in an 18-month period without reasonable cause.

4.12 The Governing Board may pass a motion of no confidence and request the resignation of any member of the Governing Board, including an officer, for good cause and in particular for significant lack of compliance with the Governing Board code of conduct. Such a motion needs a 75% vote by the other members of the Governing Board and agreement of 75% of the Nominations and Elections Committee.

<p>5. Principles of Governing Board Composition</p> <p>5.1 The role of the Elections Committee (as determined in Statute 32; see also Rule of Procedure 10.7) will be central to ensuring quality and diversity in the composition of the Governing Board, honouring principles of multi-disciplinary representation, as well as regional and gender diversity, as laid down in Statute 19. With regard to disciplinary representation, the Elections Committee will need to pay particular attention to ensuring there is broad representation of different fields of science on the Governing Board.</p> <p>5.2 Governing Board members will be individuals of the highest calibre who have widely recognized achievements and contributions to the scientific endeavour.</p>	<p><i>Integrated above as Statutes 21 and 22</i></p>
<p>6. Election of Officers</p>	<p>5. Election of officers of the Governing Board</p> <div style="border: 1px solid black; background-color: #f9e79f; padding: 10px;"> <p>Note 4 (applying to election of officers and ordinary board members): The Working Group considered two possible modes of election in a staggered system, assuming four-year mandates of Governing Board members and half the Board rotating off every two years:</p> <ol style="list-style-type: none"> 1. Elections every two years: half the members of the Governing Board would be elected every two years. <ul style="list-style-type: none"> ○ Pro: Board members can be nominated and selected for up-to-date needs. ○ Con: Administrative burden for both the Members and the Secretariat. 2. Elections every four years: all members of the Governing Board would be elected at the same moment, but half of them would take up their roles two years later. <ul style="list-style-type: none"> ○ Pro: Lower administrative burden for Members and Secretariat. ○ Con: Two years is a long time to wait to take up roles. <p>The Working Group has decided to recommend holding elections every two years.</p> </div> <p>5.1 The election of officers will be staggered. Two officers will be elected every two years. The president-elect will be elected during the ordinary session of the General Assembly and will take office as president two years later.</p>

<p>6.1 At least six months in advance of an ordinary session of the General Assembly, each Member of the Council in good standing (according to Statute 9) shall be invited by the Elections Committee to propose a single candidate for each of the offices of President-elect and the three Vice-Presidents. Each proposal shall be accompanied by biographical information and a statement of motivation and intention to serve if elected.</p> <p>6.2 The Elections Committee, after reviewing these proposals and with appropriate regard to Rule of Procedure 5, shall propose a list of candidates containing two or three names for each Officer position listed under Rule of Procedure 6.1. The Elections Committee may include on this list additional names not proposed by a Member of the Council if it deems the pool of proposed candidates received to be inadequate in any respect. The list shall constitute the final list of candidates.</p> <p>6.3 The Elections Committee’s list of candidates for Officer positions shall be sent to all Members of the Council two months in advance of an ordinary session of the General Assembly.</p> <p>6.4 In the case that any candidate as mentioned under 6.3 is unable to stand for election – for whatever reason – leaving only a single candidate for that specific Officer position, the Elections Committee will make sure that another candidate is presented at the General Assembly.</p> <p>6.5 Election of the Officers by the General Assembly shall take place according to established voting procedures (see Statute 15 and Rule of Procedure 2).</p>	<p>5.2 At least six months in advance of elections, each Member of the Council eligible to vote shall be invited by the Nominations and Elections Committee (NEC) to nominate a single candidate for each vacant officer’s position. The NEC shall provide the terms of reference for each role concerned, appropriate to the current needs of the Council. The NEC may also search beyond the Members’ nominations.</p> <p>5.3 Nominations for officers’ positions must be supported by at least three Members including one from a category other than that of the primary nominator. Each proposal shall be accompanied by biographical information and a statement of motivation and intention to serve if elected.</p> <p>5.4 The NEC will shortlist up to three candidates for each officer’s position and, following an interview with each, will recommend a single candidate for each position to the General Assembly for endorsement. At least two thirds of eligible votes shall be required for each candidate to be confirmed. If that is not achieved, the NEC will offer an alternative candidate.</p> <p>5.5 In the event the NEC believes that an officer should have their term extended for exceptional reasons by two years or to a full second term, it must justify that in its recommendation to the General Assembly.</p>
<p>7. Election of Ordinary Members of the Governing Board</p> <p>7.1 At least six months in advance of an ordinary session of the General Assembly, Members of the Council in good standing (according to Statute 9) shall be invited by the Elections Committee to propose candidates for ordinary membership of the Governing Board. Each proposal shall be accompanied by biographical information, and a statement of motivation and intention to serve</p>	<p>6. Election of ordinary members of the Governing Board</p> <p>6.1 Every two years five ordinary members of the Governing Board will be elected by the General Assembly.</p> <p>6.2 At least six months in advance of elections, each Member of the Council eligible to vote shall be invited by the NEC to nominate up to three candidates for ordinary membership. The NEC shall provide the terms of reference for the role. All nominees</p>

<p>if elected.</p> <p>7.2 The Elections Committee, after reviewing these proposals and with appropriate regard to Rule of Procedure 5, shall propose a list of candidates containing 20–30 names for ten positions of ordinary membership of the Governing Board. The Elections Committee may include on this list additional names not proposed by a Member if it deems the pool of proposed candidates received to be inadequate in any regard. The list shall constitute the final list of candidates.</p> <p>7.3 This final list of the candidates shall be sent to all Members of the Council two months in advance of an ordinary session of the General Assembly.</p> <p>7.4 Election of the Ordinary Members of the Governing Board by the General Assembly shall take place according to established voting procedures (see Statute 15 and Rule of Procedure 2).</p>	<p>are expected to have had an active role in scientific organizations cogent to the work of the ISC and familiarity with the ISC.</p> <p>6.3 The NEC will put forward for election a shortlist of candidates numbering no more than three times the number of vacant positions.</p> <div data-bbox="1144 349 2116 976" style="border: 1px solid black; background-color: #f9e79f; padding: 5px;"> <p>Note 5: The Working Group considered various ways to ensure that the Governing Board was inclusive (in terms of discipline, geography, gender, career stage).</p> <p>Two main routes were considered:</p> <ol style="list-style-type: none"> 1. Before the results of the election are disclosed, if the NEC has the view that the election outcome has led to a manifest gap or imbalance in the inclusivity of the Governing Board, it may select a candidate from the pool as an additional member of the Governing Board. <ul style="list-style-type: none"> • This has the disadvantage of potentially leading to an irregular number of Board members. 2. If, after the election results are known, the Governing Board has the view that the election outcome has led to a manifest gap or imbalance in the inclusivity of the Governing Board, the Board may co-opt a member of its own choosing, subject to approval of the NEC and the General Assembly. <ul style="list-style-type: none"> • This has the disadvantage of identifying an individual as having been selected for the sake of diversity. </div>
	<p>7. Nominations and Elections Committee</p> <p>7.1 Normally at least one year before elections, the Governing Board will solicit nominations from Members for candidates for the Nominations and Elections Committee (NEC), as per Statute 43. The Governing Board will propose a composition of the NEC for the approval of the General Assembly by electronic vote.</p> <p>7.2 The NEC shall meet as soon as possible after establishment and receive briefings from the president and CEO on the strategy and priorities of the ISC before they start their work. The NEC will provide the terms of reference for each election round.</p>

	<p>8. Categories of membership</p> <p>Note 6: Statutes and Rules of Procedure relating to the scope of membership are the subject of separate discussion paper.</p>
<p>8. Applications for Membership</p> <p>8.1 All applications for membership of the Council must be addressed in writing to the President and must be received by Headquarters at least two months in advance of the Governing Board meeting at which they are to be considered.</p> <p>8.2 Applications for membership must be accompanied by a copy of the statutes of the applicant organization, a signed statement that the applicant will comply with the Council’s Statutes and Rules of Procedure and a letter explaining the motivations for the application.</p> <p>8.3 (a) In the event of an application for membership in Category 1 by an international union, association or similar body which was previously a part of an existing Member of the Council, the applicant should inform the relevant Member and seek its support before applying for membership.</p> <p>(b) In the event of an application for membership in Category 2 by an organization in a country, region or territory which already has existing Member(s) of the Council, the applicant organization should inform the existing Member(s) and seek their support before applying for membership.</p> <p>8.4 Upon the guidance of the Governing Board, Headquarters shall approach the relevant Members of the Council to seek information as to the benefits to the Council of admitting the applicant. Headquarters shall then ascertain whether there is adequate support for the application from at least 12 Members, including at least three Members of Category 1 and three Members of Category 2, by request to all Members. Support for applications should clearly indicate</p>	<p>9. Applications for membership</p> <p>9.1 All applications for membership of the Council must be addressed in writing to the CEO.</p> <p>9.2 Applications for membership must be accompanied by a copy of the statutes of the applicant organization, a letter explaining the motivations for the application and a signed statement that the applicant will comply with the Council’s Statutes and Rules of Procedure.</p> <p>Note 7: All paragraphs concerning categories of membership are extremely tentative, subject to consultation with Members on the scope of membership – see separate discussion paper.</p> <p>(a) In the event of an application for membership in Category 1 by an international union, association or similar body which was previously a part of an existing Member of the Council, the applicant should inform the relevant Member and seek its support before applying for membership.</p> <p>(b) In the event of an application for membership in Category 2 by an organization in a country, region or territory which already has existing Member(s) of the Council, the applicant organization should inform the existing Member(s) and seek their support before applying for membership</p> <p>(c) Category 3 or Category 4 membership will normally be unavailable to an organization eligible to be a Category 1 or 2 member.</p> <p>9.3 Upon the guidance of the Governing Board, the Secretariat shall approach the relevant Members of the Council to seek information as to the benefits to the Council of admitting any applicant. The Secretariat shall then ascertain whether there is adequate support for the application from at least 12 Members, including at least three Members of Category 1 and three Members of Category 2, by request to all Members. For applications for Category 3 membership, support from nine</p>

<p>how the adherence of a given organization would enhance the Council’s membership base and capacities. Voting Members will have the opportunity, upon receiving the said request, to ask for an electronic ballot of all Members on the membership of the applicant. If no such ballot is requested, the Governing Board will decide on the application. In the case of letters of opposition, the Governing Board may request an electronic ballot of all Members on the membership of the applicant.</p> <p>8.5 Applications for affiliate membership shall be transmitted to the Governing Board, which shall decide whether to ask Headquarters to ascertain whether there is adequate support for the application from at least nine Members, including at least three Members of Category 1 and three Members of Category 2, by request to all Members. Support for applications should clearly indicate how affiliate membership of the organization concerned would enhance the Council’s membership base and capacities. Voting Members will have the opportunity after receiving the said request to ask for an electronic ballot of all Members on the membership of the applicant. If no such ballot is requested, the Governing Board will decide on the application. In the case of letters of opposition, the Governing Board may request an electronic ballot of all Members on the membership of the applicant.</p> <p>8.6 All successful applications shall have effect from the conclusion of the session of the Governing Board at which they were agreed.</p>	<p>Members is sufficient. Support for applications should clearly indicate how the adherence of a given organization would enhance the Council’s membership base and capacities. Voting Members will have the opportunity, upon receiving the said request, to ask for an electronic ballot of all Members on the membership of the applicant. If no such ballot is requested, the Governing Board will decide on the application. In the case of letters of opposition, the Governing Board may request an electronic ballot of all Members on the membership of the applicant.</p> <p>9.4 All successful applications have effect from the conclusion of the session of the Governing Board at which they were agreed.</p>
<p>9. Resignation or Termination of Membership</p> <p>9.1 Any Member wishing to resign from the Council must give three months' notice in writing, addressed to the President.</p> <p>9.2 Any Member of the Council which is in arrears with its dues (payable before 31 December in each year) shall cease to be in good standing as defined in Statute 9 and lose the right to vote in the General Assembly and to present candidates to hold office, until the outstanding dues have been paid. The Governing Board may, in extraordinary circumstances, waive the payment of outstanding dues.</p>	<p>10. Resignation or termination of membership</p> <p>10.1 The resignation of any Member must be submitted in writing to the President and takes effect from 31 December of the year of resignation. To ensure the stability of the Council, dues must still be paid in the year of submission of resignation.</p> <p>10.2 Any Member of the Council which is in arrears with its dues (payable before 31 December each year) for more than 12 months shall cease to be in good standing as defined in Statute 10 and lose the right to vote in the General Assembly and to nominate candidates for the Governing Board or statutory bodies, until the outstanding dues have been paid. The Governing Board may, in extraordinary circumstances, waive the payment of outstanding dues.</p>

<p>9.3 The General Assembly may, with the agreement of a majority of at least two thirds of the votes of the Members taking part in the vote, exclude from membership any Member which has failed to fulfil any of its obligations or for which affiliation with the Council is no longer deemed appropriate.</p>	<p>10.3 The General Assembly may, with the agreement of a majority of at least two thirds of the Members casting an eligible vote, exclude from membership any Member which has failed to fulfil any of its obligations or for which affiliation with the Council is no longer deemed appropriate.</p>
	<p>11. Affiliated Bodies</p> <p>11.1 The Governing Board shall set criteria for new affiliated bodies. They shall apply via the CEO with information that satisfies those criteria, and the Governing Board shall consider and if appropriate approve the application.</p>
<p>10. Terms of Reference for Advisory Bodies</p> <p>10.1 Under Statute 31 four Standing Committees are set up by the General Assembly. Each of these Standing Committees:</p> <ul style="list-style-type: none"> a) is responsible for advising the Governing Board; b) will have as vice-chair an Ordinary Member of the Governing Board, appointed by the Governing Board; c) will comprise up to 12 individual members, including up to 10 non-Governing Board members who will be appointed by the Governing Board on the basis of nominations by Members; the Governing Board will be assisted in this process by a group of up to four senior advisers, selected and appointed by the Governing Board to ensure that the committees include people with a high level of relevant knowledge and expertise; d) will have a three-year mandate; and e) will generally meet once per year in person and conduct their ongoing work by virtual means. <p>10.2 The Committee for Science Planning shall:</p> <ul style="list-style-type: none"> a) advise the Governing Board on the future course of its activities in line with the Council’s vision and mission; b) address major thematic issues concerned with science, science for 	<p>12. Terms of reference for advisory bodies</p> <p>12.1 Under Statute 37 two standing committees are instituted by the General Assembly and others may be established by the Board.</p> <p>Each of those Standing Committees:</p> <ul style="list-style-type: none"> a) is responsible for advising the Governing Board; b) will have as chair an officer or Ordinary Member and as vice-chair an Ordinary Member of the Governing Board, both appointed by the Governing Board; c) will comprise up to 12 individuals, including at least one ISC Fellow who is not a Governing Board member and up to nine non-Governing Board members who will be appointed by the Governing Board on the basis of nominations by Members; d) will have a four-year mandate; with half rotating off every two years; e) will generally meet once per year in person and conduct their ongoing work by virtual means. <p>Advisory bodies will generally have staggered membership to ensure both refreshment and continuity. Generally the term of an advisory body member will be four years.</p> <p>NA</p>

<p>policy and policy for science, knowledge systems and science education;</p> <ul style="list-style-type: none"> c) coordinate the collection and development of proposals for major new scientific initiatives by the Council; d) advise the Governing Board on priorities for such initiatives; and e) consider, in consultation with co-sponsors, hosts and funders, the need for reviews of international programmes, networks and coordinating structures; and, in line with the Council’s high-level strategy, advise the Governing Board on necessary follow-up actions. <p>10.3 The Committee for Outreach and Engagement shall:</p> <ul style="list-style-type: none"> a) assist and advise on membership relations, as well as expansion of the membership base of the Council; b) engage with external stakeholders to further the impact and visibility of the Council; c) establish and maintain strategic partnerships in line with the high-level strategy; d) advise on strategic communications and public outreach activities; e) advise and assist with media relations; and f) advise on the awards programme. <p>10.4 The Committee for Freedom and Responsibility in Science shall:</p> <ul style="list-style-type: none"> a) promote and uphold the Principle of Freedom and Responsibility in Science (Statute 7); b) seek to find solutions to problems concerning the free passage of scientists, free collaboration among scientists and freedom to pursue science; and c) monitor adherence to the core values of the Council. <p>10.5 The Committee for Finance shall:</p> <ul style="list-style-type: none"> a) make recommendations on finance and budgeting; and b) oversee the auditing of the accounts, reporting to funders, as well as internal policy development (travel, procurement, etc.) and risk management of the Council. 	<p>NA</p> <p>12.2 The Committee for Freedom and Responsibility in Science shall:</p> <ul style="list-style-type: none"> a) promote and uphold the Principle of Freedom and Responsibility in Science (Statute 8); b) seek to find solutions to problems concerning the free passage of scientists, free collaboration among scientists and freedom to pursue science; c) address emergent issues regarding the ethical conduct of science and d) monitor adherence to the core values of the Council. <p>12.3 The Committee for Finance, Audit and Risk shall:</p> <ul style="list-style-type: none"> a) make recommendations on finance and budgeting; and b) oversee the auditing of the accounts, reporting to funders, as well as internal policy development (travel, procurement, etc.) and risk management of the Council, including reporting to the Governing Board on the risk profile of the ISC and reviewing the risk register regularly; c) monitor the code of conduct for Governing Board and advisory body members.
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<p>10.6 The Elections Committee shall be chaired by the President of the Council and shall consist of eight additional members, elected by the General Assembly from among at least 16 candidates proposed by the Governing Board. Governing Board members who have an interest in being elected for a further term will not take part in the Governing Board’s discussion and decision-making process.</p> <p>10.7 No member of the Elections Committee shall be a candidate for election to the Governing Board, as an Officer or Ordinary Member, at the General Assembly concerned.</p> <p>10.8 The Forum of Patrons is a special advisory body, that shall meet once per year in the context of a scientific event of the Council. The Forum will bring together highly respected and well-known people from different sectors to support the Council in achieving its vision.</p> <p>10.9 For the Advisory Bodies, the Members – through their nominations – and the advisers to the Governing Board as mentioned in Statute 31 shall promote relevant representation from the world of policy, business and civil society.</p> <p>10.10 The Resolutions Committee shall consist of four members appointed by the General Assembly at the suggestion of the Governing Board. It shall collate, edit and present any eligible resolutions proposed for adoption by the General Assembly. Resolutions proposed at a General Assembly must be related to an item on the agenda and must have been discussed at the current Assembly in order to be considered. Only those matters which clearly require stronger endorsement by the full Council membership than a decision of the General Assembly would confer, or which are a statement of intent or opinion on the part of Council, should be the subject of resolutions. Any proposed resolution which does not fulfil these criteria will be ruled out of order by the Resolutions Committee. The Governing Board will ensure that all necessary action on a resolution is taken.</p>	<p>12.4 The Governing Board shall establish other advisory bodies to cover science planning and programmes, membership, fundraising and other areas. These shall have terms of reference approved by the Governing Board and advised to the membership. Through their nominations the Members shall promote relevant representation from the world of policy, business and civil society. The Governing Board will review their terms of reference and utility at least once in every four-year cycle.</p> <p>NA</p> <p>NA</p> <p>NA</p> <p><i>Integrated above (RoP 3.3)</i></p>
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	<p>12.5 The Governing Board shall establish an ISC-host country liaison committee to deal with matters related to the host country. It shall comprise appropriate governmental and non-governmental representatives. The committee shall be co-chaired by the ISC President and by a non-governmental member who may be invited to attend Governing Board meetings as an observer.</p>
	<p>13. ISC Fellowship</p> <p>13.1 Fellows shall be categorized as active and emeritus fellows: active fellows shall be defined as fellows who have been elected to the fellowship within the last seven years. Emeritus fellows are those who have been elected more than seven years previously.</p> <p>13.2 The active fellowship shall have a minimum of 40% of either gender and have due regard for geographical, disciplinary and career stage diversity. At least 40% of the active fellows should come from or work primarily in Global South countries.</p> <p>13.3 The ISC Governing Board can revoke the fellowship of any individual if a case of misconduct is brought forward by the Fellowship Council based on due process (to be determined by the Fellowship Council).</p> <p>13.4 The Fellowship Council shall determine the processes for electing its Council and chair, determining its terms of office and staggering its membership, and well as other internal processes, subject to approval by the Governing Board.</p>
<p>11. Modification of Rules of Procedure</p> <p>11.1 No change may be made in the Rules of Procedure except with the approval of the General Assembly by the majority of the votes cast by the Members taking part in the vote. Changes to the Rules of Procedure are effective at the end of the General Assembly adopting them, unless otherwise specified by a resolution of the General Assembly.</p>	<p>14. Modification of the Rules of Procedure</p> <p>14.1 No change may be made in the Rules of Procedure except with the approval of the General Assembly by the majority of the votes cast by the Members taking part in the vote. Changes to the Rules of Procedure are effective at the end of the General Assembly adopting them, unless otherwise specified by a resolution of the General Assembly.</p>