

International Association of University Libraries

Governance Rules of Procedure

The International Association of University Libraries (hereafter referred to as IATUL) offers an influential and inclusive community for leaders of libraries from university and other higher education institutions. IATUL's purpose is the international promotion of the services provided by university libraries; advancing new technologies and innovations in information management; and developing collaborative approaches to new challenges. (Article 2 of the Constitution)

IATUL is a not-for-profit organisation and these rules of procedure should be read in conjunction with IATUL's Constitution.

The organs of the association are the General Assembly, Board of Directors and Executive Board (Articles 7-10 of the Constitution).

Rules for the IATUL Board of Directors

The management of IATUL exercised by any member of the Board is subject to these rules, the provisions of the Constitution, and the applicable laws of the member state of the Association where the Association is legally registered.

The Rules of Procedure aim at a unified, consensual and effective leadership of the Association.

Board of Directors

Under IATUL's Constitution Article 8, the Board of Directors consists of the President, the Vice-President, the Secretary, the Treasurer, and at least four other persons to be elected by the membership. In addition, the Board may co-opt up to two further members.

IATUL membership is institutional and the respective library director is the representative for the institution. Board Members' institutions must be Ordinary Members of IATUL and to be eligible, the institutional subscription must be fully paid. Board Members terms are for three years, effective January 1 of the year designated by the Board. Board Members shall be eligible for immediate re-election by the Board for one additional term.

The aim is for Board membership to equitably representation of the various parts of the world, and all reasonable efforts will be made to attract Board Members from: Europe and the UK 3; Americas 2; Asia Pacific (includes Australia & New Zealand) 3; Africa/Middle East 2.

Any vacancy arising in the Board before the expiration of a Board member's term shall be filled by the Board; the appointee shall serve until the next Annual Meeting, when a

successor for the unexpired term shall be nominated in accordance with Article 9 and elected by the members of the Association

In its work the IATUL Board pursues the principles of good governance and reflects the following values

- Consensus oriented
- Participatory
- Following rule of law where the association is registered
- Effective and efficient
- Accountable
- Transparent
- Responsive
- Equitable and inclusive

The Board shall evaluate and review its performance annually. Where a Board Member is not fulfilling the responsibilities of his/her duties, a proposal to dismiss will be put forward by any member of the Executive.

The Board will meet within thirty (30) days, in person or via video conferencing, to approve or reject the proposal to dismiss. The President will notify in writing the Board Member who may be removed before any such meeting to allow an opportunity for the Board Member to present any case for why dismissal should not take place. The Board Member will be dismissed if the proposal is supported by the majority of Board Members.

The President will formally notify the Board member of the outcome of the meeting.

The Role of the Executive Board

The Executive Board consists of the President, Vice-President, the Secretary and the Treasurer.

The Executive Board shall determine management issues including decisions regarding budgets and financial performance, contracts, purchases of assets, appointing service providers and legal transaction activities as well as the establishment of investment plans.

Two members of the Executive Board, the President and the Treasurer, are entitled to have a credit card to be used exclusively for IATUL Business. The credit limit will not exceed 15,000 Euros for one card and 25,000 Euros for the two.

The Association is represented in and out of court by each member of the Executive Board.

At meetings resolutions are passed with a simple majority and results must be documented.

Duties of the Board of Directors

The duties of the Board are:

- To act within its powers and fulfil the purpose of IATUL under the Constitution, Article 2
- To provide members with accurate and sufficient information when seeking their support for decisions
- To give members honest opinion and advice
- To act in the best interests of the Association as a whole.

Specific duties under the Constitution

The Constitution empowers and requires the Board to perform specific duties to:

- Be responsible for the financial affairs of the Association
- Establish Regional Groups of the Association, monitor their activities and, where decided, delegate powers to them
- Hold the General Assembly and receive the recommendations of the members
- Determine, promote and progress the Association's strategic directions consistent with the Strategic Plan
- Determine and evaluate IATUL's programs and services in the context of the strategic directions
- Monitor the external environment and respond to issues relating to the Association

Responsibilities of Directors

- Directors control the management and business of IATUL
- Executive Directors ensure that the Association keeps proper financial records and can pay its debts
- Directors act in the best interests of the Association
- Directors attend all Board Meetings including video meetings, especially two at the Annual Conference and one at the IATUL Seminar
- Directors actively engage in communications such as email and phone calls between Board Meetings
- Directors must declare conflict of interest to fellow directors where a director has a material personal interest.
- Directors inform other Board Members of all transactions and measures taken on behalf of the Board in a timely manner allowing sufficient time for comments.
- Directors implement projects assigned to them by the Board
- Each Director assumes responsibility for geographic portfolios to encourage engagement by members in the region
- Directors support the IATUL Office and share work related to IATUL activities and initiatives

Board Meetings

- The Board Meeting is quorate when 5 Directors are present, including the full Executive Board or their nominee. An Executive Director may nominate a non-Executive Director of the Board to represent them.
- All substantive matters for the Association shall be passed by resolution of the full Board
- Decisions are made by simple majority of all votes and each Board Member shall have one vote
- Decisions of the Board shall be recorded in writing by the secretary

President

The role of the President is to lead the Association and is elected by the Board as the chief elected officer, and to chair the Board of Directors. Key duties and responsibilities include:

- To provide leadership to the Board and the membership
- To provide overall direction and management for the organisation
- To ensure strategic and business plans are in place and monitored
- To ensure goals are set for IATUL and that these goals are met
- To represent and support the Association and its policies internally and externally
- Plan and chair Board and General Assembly meetings, including meeting agenda preparation in consultation with the Executive
- To ensure adherence to the Association's Constitution and the integrity of the Board process
- To review financial reports and advise the Board as necessary regarding required actions
- To manage risks to the organisation
- To ensure the organisation's policies and procedures are followed
- To consult with regional board coordinators on issues
- To communicate with the membership on a regular basis via the website and visits
- Have primary responsibility for reviewing the Board's performance

Vice-President

The Vice-President is elected by the Board and is responsible for chairing general and Board meetings in the absence of the President.

The Vice- President

- Works closely with the President and provides advice to ensure a full understanding of the Board's agenda and issues
- Updates and monitors implementation of the organisation's strategic plan
- Assumes all duties and responsibilities along with the title of acting President, in the absence or indisposition of the President
- Chairs meetings of the Board of Directors in the absence of the President
- Represents the President as required

The Secretary

The Board appoints the Secretary who acts as the chief administrative officer of the Association

The Secretary:

- Ensures that all relevant business is put to the board and the decisions of the board are implemented
- Ensures the documentation is prepared and distributed at the appropriate times for board meetings
- Prepares amendments to the Constitution
- Takes responsibility for archiving minutes and other documentation for the association in conjunction with the IATUL Office.
- Announces details of the annual General Assembly and provides documentation for the Assembly including an agenda and the minutes of the previous General Assembly
- Prepares the Annual Report for the Association
- Records declarations of interest or conflicts of interest made by directors at Board meetings
- Has oversight of matters relating to membership records, seeking Board approval for new memberships and advising the Board of non-renewal or termination of memberships.

The Treasurer

The Board appoints the Treasurer who acts as the asset manager for the association.

The Treasurer:

- Oversees the auditing of the IATUL bank accounts
- Prepares the annual budget for consideration by the Board comparing actual revenues and expenses incurred against the budget
- Develops and monitors the organisation's financial policies
- Submits the financial report to the General Assembly

External Auditor

The Association appoints a professional auditor to audit the annual financial report before it is presented to members at the General Assembly. The auditor may also comment on matters of legal compliance.

The General Assembly

The Constitution requires the Board to call a General Assembly at least once each year. The General Assembly is usually held during the IATUL Annual Conference and chaired by the President with documentation prepared by the Secretary. The Treasurer submits the annual financial report to the General Assembly.