



BOD-100: Board of Directors – 29 January 2023

Objective

This policy sets the structure of the INCOSE Board of Directors, including classes of directors, titles, and terms of office.

Definition

Executive Committee – A subset of the Board of Directors that is composed of the four Officers, the Chief of Staff, and the Operations Manager. Only the Officers are voting members of the Executive Committee (ExCom). The Executive Committee addresses items that are considered in scope by the policies or delegated to them by the Board of Directors.

Responsibilities and Meetings

The affairs of INCOSE shall be managed by a Board of Directors, under such rules as the Board of Directors may determine, subject to the specific conditions of the Bylaws. The Board of Directors shall establish policies to direct the activities of INCOSE.

The Board of Directors shall hold a minimum of four (4) regular meetings per year. Meetings shall be scheduled, and notice provided as noted in Article III of the Bylaws.

The Executive Committee may review and approve the draft minutes of the board prior to the next meeting of the Board of Directors. Upon approval by the Executive Committee, the Secretary shall publish the minutes. Amendments to the minutes may be approved by the Board of Directors or the Executive Committee.

Members

Under the Bylaws, members of the Board of Directors are referred to as Directors, and are divided into three classes as follows:

- (a) Officers,
- (b) Appointed Directors, and
- (c) At-Large Directors.

The total number of members of the Board is constrained by the Bylaws to be neither less than seven (7) nor more than twenty (20). The terms of office for the members of the Board of Directors are shown in Table 1.



Table 1 - Terms of Office for Members of the Board of Directors

Position No.	Class	Title	Term Concludes at installation of successor, which occurs at the:
1	Officer	President	2018 International Workshop (IW) or 01-Feb if there is no IW, and every 2 nd year thereafter
2	Officer	President-Elect	2018 IW or 01-Feb if there is no IW, and every 2 nd year thereafter
3	Officer	Secretary	2017 IW or 01-Feb if there is no IW, and every 2 nd year thereafter
4	Officer	Treasurer	2018 IW or 01-Feb if there is no IW, and every 2 nd year thereafter
5	Appointed	CAB Chair	2018 IW or 01-Feb if there is no IW, and every 2 nd year thereafter
6	Appointed	Technical Director	2017 IW or 01-Feb if there is no IW, and every 2 nd year thereafter
7	Appointed	Services Director	2018 IW or 01-Feb if there is no IW, and every 2 nd year thereafter
8	Appointed	Director, Americas Sector	2016 IW or 01-Feb if there is no IW, and every 3 rd year thereafter
9	Appointed	Director, EMEA Sector	2017 IW or 01-Feb if there is no IW, and every 3 rd year thereafter
10	Appointed	Director, Asia-Oceania Sector	2018 IW or 01-Feb if there is no IW, and every 3 rd year thereafter
11	At-Large	Director for Academic Matters	2017 IW or 01-Feb if there is no IW, and every 3 rd year thereafter if approved by the Board of Directors
12	At-Large	Director for Outreach	2018 IW or 01-Feb if there is no IW, and every 3 rd year thereafter if approved by the Board of Directors
13	At-Large	Director for Marketing and Communications	2016 IW or 01-Feb if there is no IW, and every 3 rd year thereafter if approved by the Board of Directors



Position No.	Class	Title	Term Concludes at installation of successor, which occurs at the:
14	At-Large	Chief Information Officer (Director)	2018 IW or 01-Feb if there is no IW, and every 3 rd year thereafter if approved by the Board of Directors
15	At-Large	Director for Strategic Integration	2017 IW or 01-Feb if there is no IW, and every 3 rd year thereafter if approved by the Board of Directors
16	At-Large	Vacant	2016 IW or 01-Feb if there is no IW, and every 3 rd year thereafter if approved by the Board of Directors
17	At-Large	Vacant	2017 IW or 01-Feb if there is no IW, and every 3 rd year thereafter if approved by the Board of Directors
18	At-Large	Vacant	2018 IW or 01-Feb if there is no IW, and every 3 rd year thereafter if approved by the Board of Directors
19	At-Large	Vacant	2016 IW or 01-Feb if there is no IW, and every 3 rd year thereafter if approved by the Board of Directors
20	At-Large	Vacant	2017 IW or 01-Feb if there is no IW, and every 3 rd year thereafter if approved by the Board of Directors

Members of the Board of Directors shall be installed at a plenary session of the International Workshop following their election. If for any reason, this formal installation fails to occur; those elected shall take possession of office on 01-February following the election.

The Officers and Appointed Directors' positions can only be changed by an affirmative vote of a majority of the members entitled to vote. The At-Large Director positions shall be defined and assigned a title by a majority vote by the Board of Directors.

The Board of Directors terms of office are defined in the bylaws and can only be changed by an affirmative vote of a majority of the members entitled to vote.



The Officers and At-Large Directors shall be elected by majority vote of the INCOSE membership. A Sector Director shall be elected by the presiding Chapter Presidents within the sector, based on a quorum of two-thirds. The CAB Chair shall be appointed by the CAB. Both the Technical Director and the Services Director shall be nominated by the President and approved by the majority vote of the Board of Directors.

Vacancies on the Board shall be filled in accordance with Article III of the Bylaws.

The terms of the At-Large Directors shall be staggered so that, within the bounds of integer arithmetic, the terms of one-third of the At-Large Directors conclude every year.

In the year that the term of an At-Large Director concludes, the Board of Directors shall authorize by majority vote prior to March 1 either:

- (a) continuation of that position and title for an additional three years,
- (b) continuation of that position with a new title for an additional three years, or
- (c) elimination of that position and changing the title to “Vacant” in Table 1.

The default is to continue the role for another term.

No person shall be elected or appointed as an officer or director of INCOSE for more than two consecutive terms for a given position. When a person assumes a position in-progress of a term, the remainder of the term assumed does not count as the first term.

Directors shall perform their duties in accordance with and are subject to removal per the terms of Article III of the Bylaws. Officers shall perform their duties in accordance with and are subject to removal per the terms of Article IV of the Bylaws. Additional detailed information regarding the specific roles and responsibilities of the Directors and Officers are provided in the Position Descriptions on the INCOSE web site.

Approvals

There are items that require Board approval and there are items that require Officer approval. For instance, those items requiring Board approval include, but may not be limited to:

- Budget related recommendations,
- IW and IS Events format (e.g. in-person, hybrid or virtual), date, location and program structure,
- Amendments to Board meeting minutes,
- Policy recommendations,
- Board of Directors’ role descriptions.
- Associate Director positions and title.
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Those items requiring Officer approval include, but may not be limited to:



- Board meeting minutes.
- Authorizations and agreements with external parties, unless delegated to another member of the Board of Directors.
- Guidance for INCOSE operations and members during pandemics.
- Associated Directors' term of office. .

Related Policies

BOD-101 Attendance at the Board of Directors Meeting

EVT-101 Events

FIN-101 Budget & Planning Committee Charter

PMC-100 Policy Management

Related Procedures, Templates, and Forms

None

SUPERSEDES: BOD-100 dated 14 October 2021

APPROVED BY: INCOSE Board of Directors, Q1 BoD Meeting Torrance CA, 29 January 2023

MAINTAINED BY: (RACI Responsible R): Secretary

POLICY OWNER: (RACI Responsible A): President