

Appendix 2. Section 2.1 Board and governance

ELECTION OF BOARD MEMBERS

Board to provide recommendations – see Appendix A and B herein;

APPENDIX A

PROCESS FOR RECOMMENDING CANDIDATES ONTO THE ICAR BOARD and VOTING PROCESS

Introduction;

To ensure a degree of succession planning and corporate knowledge and to support the skills required to effectively govern, the ICAR Board shall make recommendations to the General Assembly on the election of candidates onto the ICAR Board.

The procedures followed for recommending candidates to the ICAR Board should deliver a Board that:

- can operate *independent* of commercial interests;
- includes the *mix of skills* required to guide the organisation;
- includes individuals with *strong links* and credibility with key industry organisations who are able to communicate the role and success of ICAR;
- maintains *corporate knowledge* through reasonable balance of continuity and new ideas.

1. Notice of Board positions and Nomination Committee

- 1.1. All open positions due for replacement/rotation shall be advertised publicly via the ICAR website and notice distributed to the membership according to ICAR Statutes and By-Laws (Internal regulations).
- 1.2. Applicants for open positions on the Board should provide their application including a short resume to the ICAR Secretariat. All applications eligible for consideration must be received by the Secretariat prior to the advance deadline established by the Board.
- 1.3. The ICAR Board shall appoint a Nomination Committee. The Nomination Committee shall consider all applicants and recommend to the Board, candidates it considers will best ensure that the Board collectively has an appropriate balance of skills and experience.
- 1.4. Prior to the nomination process the ICAR Board is to complete a board review. This review aims to highlight any requirements, short-comings or knowledge gaps on the Board and can provide direction to the Nomination Committee as to the skills required / profile of any new candidate.

2. Objectives for recommendations made by the Nomination Committee

- 2.1. The Nomination Committee will review all applicants based on their resumes and on outcomes from the Board review process and shall recommend to the ICAR Board a slate of candidates best able to meeting the needs of the organization. The ICAR Board shall seek clarification and ask questions of the Nomination Committee in regards to their recommendations.
- 2.2. In making recommendations the objective is to recommend individuals who:
- ❑ Will seek to maximise the benefits to ICAR members.
 - ❑ Have practical understanding of livestock production systems in an area of ICAR activity
 - ❑ Have a demonstrated ability to understand complex technical issues.
 - ❑ Without compromising skills and knowledge provides for appropriate geographic representation of Board Members.
 - ❑ Have demonstrated ability to make sound judgements.
 - ❑ Understand corporate governance requirements.
- 2.3 Ultimately the Board should consist of:
- ❑ A majority of board members who have practical experience and involvement in ICAR related areas of activity including member/s with:
 - Recognised technical expertise in either animal identification, phenotype recording (eg. milk recording, functional trait recording etc) or genetic evaluation in a livestock industry.
 - Recognised governance knowledge and experience.
 - Skills in business strategy and finance.
 - Appropriate geographic representation of board members.

3. Presentation to General Assembly

- 3.1 Recommended slate of candidates: At the General Assembly the ICAR Chief Executive (or nominated person) shall:
- i. Present all applicants received for open positions.
 - ii. Outline the review process for candidates by the Nomination Committee.
 - iii. Present the recommended candidates.
 - iv. Provide justification for recommendations.
 - v. Announce election results following voting (if more candidates received compared to positions available).
 - vi. Request a motion to destroy the ballots following the announcement of the election results.
- 3.2 Voting at a General Assembly

- 3.2.1 The following is the voting process for the election of Board Members at a General Assembly in accordance with the ICAR Statutes:
- 3.2.2 If the number of candidates is greater than the number of positions available on the Board, an election shall be held.
- 3.2.3 Call to the General Assembly for nomination of returning officer. Recommendation for an ICAR Inspector nominated as returning officer for the vote with the second inspector nominated as observer.
- 3.2.4 Each voting member shall have one vote.
- 3.2.5 In compliance with Articles 14.5 and 15.4 of the Statutes a quorum of 51 per cent of voting members present or represented by proxies shall be required to complete the vote.
- 3.2.6 Voting ballots will be distributed to members present at the meeting.
- 3.2.7 Members shall vote for individuals up to the number of positions open (i.e. Vote for two people if two positions open). If the number of candidates selected on the voting ballot by the member is different than the number of Board vacancies the ballot shall be considered spoiled and not counted by the returning officer.
- 3.2.8 In compliance with the Article 14.5 of the Statutes, the President of ICAR shall have one vote. In the case of a tie vote, the President has the casting vote.
- 3.2.9 In the event there are more candidates than available Board positions, the candidates with the most votes shall be declared elected.

APPENDIX B

BOARD POSITION DESCRIPTION FOR BOARD MEMBER RECRUITMENT

1. Background

- 1.1. The Objectives of ICAR shall be to promote the development and improvement of recording and evaluation in animal production. Such Objectives to be achieved through establishing definitions of and guidelines for measuring animal characteristics having economic importance and characteristics of production systems having a bearing on animal health, care, productivity, food safety and the environment through establishing rules, standards and guidelines for the purpose of:
 - 1.1.1. identifying animals, the registration of their parentage, recording their performance, evaluating their genetics, and publication of such;
 - 1.1.2. identifying characteristics of production systems and their bearing on animal health, care, productivity, food safety and the environment;
 - 1.1.3. promoting discussion and collaboration in all activities having to do with animal performance recording and evaluation and recording and evaluation of characteristics of production systems within and among international organisations, public authorities and industry;
 - 1.1.4. encouraging the use of animal records for the purpose of assessing the value of animals and farm management systems, given that both aspects have a bearing on the profitability of animal production;
 - 1.1.5. facilitating the interpretation of animal records at the practical level by publishing reports showing the results obtained through the application of performance recording and evaluation.
 - 1.1.6. Draft articles, disseminate and publish journals and books, organise seminars and workshops, and grant fellowships to selected researchers or students.
 - 1.1.7. Enter, within the scope of its activities, into any transaction having to do with movable or immovable property where such transactions are in pursuit of its Object.
 - 1.1.8. For its activities the Association will make use of the services of relevant organisations.

2. The Role of the ICAR Board

- 2.1 The powers and duties of the Board Members (the Board) of the International Committee for Animal Recording (ICAR) are set out in the Statutes, internal regulations and policies and are in accordance with the current Italian legislation. These Guidelines have been prepared to give guidance to the Board Members with respect to their legal obligations and fiduciary duties and is intended to be reviewed annually or as required.
- 2.2 Functions of the Board -Without limiting the obligations and duties as stated in the Statutes and elsewhere shown above, the functions of the

Board of ICAR shall include:

- 2.1.1 Approving the Strategic Plan of ICAR.
- 2.1.2 Approving plans, strategies and budgets to ensure accountable and efficient provision of services by ICAR and the long-term financial viability of the organisation.
- 2.1.3 Ensuring that the services provided by ICAR meet the needs of members, are science-based and that the views of all members and stakeholder groups are taken into account in such service provision.
- 2.1.4 Ensuring effective and accountable staff and structures are in place to:
 - i. Monitor and improve the quality and effectiveness of services provided by ICAR.
 - ii. Address identified problems or issues with the quality and effectiveness of services in a timely manner.
 - iii. Foster innovation.
- 2.1.5 Approving and monitoring the annual goals which are consistent with the attainment of the mid and long-term objectives.
- 2.1.6 Monitoring and assisting activities of Sub-Committees, Working Groups and Task Forces.
- 2.1.7 The appointment, of the Chief Executive Officer
- 2.1.8 Overseeing the management of ICAR by the CEO.
- 2.1.9 Monitoring the annual performance of the CEO and agreeing a compensation and performance package.
- 2.1.10 Establishing committees to assist the Board in the execution of its duties.

3 The guiding principles used by the ICAR Board to make its decisions.

- 3.1 Act with integrity and according to the ICAR statutes and internal regulations and within Italian law.
- 3.2 Aim to maximise the net benefit to ICAR members
- 3.3 Consider the views of technical experts and ensure all technical changes have been thoroughly researched and reviewed.
- 3.4 Consider the relative cost and benefit of any initiative or change.

- 3.5 Consider the practicalities of implementation including acceptance and uptake.

4. Time Commitments - Meetings

The ICAR Board meets at phone conference form and in the face-to-face meetings. The phone conference meetings are held monthly. The face to face meetings are held at least twice a year. The first face-to-face meeting is held annually at the ICAR annual general assembly in the country hosting the annual general meeting. Time commitment equates to approximately 3 days/annum plus travel time. Significant background reading is required to prepare for meetings.

5. Term

Board Members are elected for a four-year term by the General Assembly. Board

Members may be re-elected once only.

For clarity, if a Board Member completes the term (mandate) of an out-going Board Member this will not be considered as the in-coming Board Member's first mandate. As a result a Board Member may serve up to 9 years on the board.

6. Re-imbursement of Costs

Accommodation and meal expenses relating to ICAR Board activities at Annual General Meetings are to be covered by participating Board Members.

For activities outside Annual Meetings ICAR shall pay accommodation as authorised by the President. For members of the Executive board this includes accommodation related to Executive Board meetings.

All travel expenses shall be the responsibility of the Board Members.

7. Key Selection Criteria

Candidates for board positions should:

- Have a good verbal skills and written understanding of the English language
- Have practical understanding and/or recognised technical expertise in either animal identification, phenotype recording (eg. milk recording, functional trait recording etc) or genetic evaluation in a livestock industry.
- Have a demonstrated ability to understand complex technical issues.
- Have demonstrated ability to make sound judgments
- Understand corporate governance requirements.
- Have skills in either business strategy and/or finance.

For more information contact ICAR Chief Executive Officer by e-mail at elena@icar.org . Additional background information including ICAR Statutes is available on our website www.icar.org.