NOTES of Governance Committee
International Committee for Animal Recording (ICAR)
Held by conference call (Zoom)
on 21st November at 21h00 CET

The meeting is chaired by João Dürr (ICAR Vice President), the minutes are taken by the Secretariat.

Call to Order & Approval of Agenda

In attendance: João Dürr, Jason Archer, Enrico Santus, Stanislas Jas.
Staff: Martin Burke (Interim Chief Executive) and Elena Couto.

AGENDA

1. Overview of the institutional documents repository
    a. Handbook ICAR home page
    b. ToR review
2. Board elections
    a. SOP
    b. Matrix update
    c. Call for nomination
    d. ICAR board leadership succession
3. Topics for future calls
4. AOB

1. Overview of the institutional documents repository

Joao Durr confirmed attendance and addressed a previous error regarding an invitation that included a former member, Antonio. Joao welcomed Stan to the committee and emphasized the importance of providing new board members with access to key documents, suggesting an onboarding session to review materials such as the Code of Conduct and Conflict of Interest. The group recognized the need to review the terms of reference and establish priorities, particularly in light of Daniel's extended term as president.

Stan raised questions about the committee's responsibilities, expressing confusion over points from a prior board meeting. Martin clarified that the committee should assess the board's skills and identify gaps, especially as they prepare to fill two board positions. Jason reinforced that the committee's role is to facilitate discussions and develop decision-making processes rather than make final decisions. Joao added that the committee should periodically review board composition to ensure diverse expertise relevant to industry needs.

The governance committee's responsibilities were further discussed, with Joao clarifying its focus on board governance rather than day-to-day operations. Stan questioned whether the committee should review the terms of reference for various working groups, and Joao explained that operational leadership discussions typically fall under the HR committee. The conversation also highlighted the distinction between full and associate members, noting that only full members can nominate candidates to the board. Stan inquired about the procedure for amending statutes, prompting Martin to explain the General Assembly's role in approving changes.

2. Board elections

Election Procedures and Matrix Update

Joao Durr highlighted the urgency of discussing election procedures and the matrix update. Martin indicated that he would circulate a new version of the ToR for future discussion.

Competency Assessment and Self-Evaluation Proposal

Martin presented an Excel-based competency assessment that evaluates board members on their skills and experience, highlighting areas such as marketing and public relations where the group may be lacking. He proposed that each member complete a self-assessment to update their scores, as the previous evaluations were outdated. This would allow for a clearer understanding of the board's strengths and weaknesses.

Board Member Elections and Succession Planning

Martin and Joao reviewed the board's election landscape, identifying four re-elections and one open position, as Nora has opted not to run. They debated the merits of filling both open positions versus leaving one vacant to ensure a gradual transition of board members, which could prevent a situation where multiple new members join simultaneously.

Inspector Election and Board Membership Discussion

Martin and Joao Durr addressed the situation regarding Hans's potential election to the board, highlighting that he would need to step down as an inspector if elected. Joao pointed out the necessity of opening the inspector position right away, as the General Assembly is responsible for electing a new inspector. Enrico Santus raised concerns about the rules in Italy regarding the transition of financial inspectors.

Board Election Planning and Succession Discussion

Joao Durr, Jason Archer, and Martin addressed the upcoming board elections, emphasizing the importance of having candidates ready for the president and vice president roles. They agreed to send an email to current members to confirm their interest in re-election by December 16, which will help determine the number of vacancies to be filled. The discussion also highlighted the need for a more planned approach to the election process to avoid last-minute surprises.

The meeting concluded with discussions on upcoming board elections, including the need to send a candidate matrix to board members for review. Martin noted four vacancies due to term ends and one resignation, emphasizing the urgency of sending out a call for nominations by mid-January. The group agreed to gather input from current board members regarding their intentions for re-election and to finalize the number of vacancies before the December 16 meeting.

<u>Actions</u>

- Martin will find the most recent version of the terms of reference and send it to the committee for review.
- Martin will distribute the matrix to the board members and ask them to complete it before December 17.
- Jason Archer will check with DairyNZ about continuing his representation and finalize travel arrangements to India soon.
- Joao Durr and Martin will schedule an ‘onboarding’ session for the recently new Board members to discuss the handbook and provide an overview of ICAR.

- Martin will will ask board members if their organizations will put their names up for re-election by December 17.
- Joao Durr will present options to the Board to decide on the number of vacancies to be opened for the board in India after the December 17 meeting.
- Based on that Martin will prepare and send out the call for candidates in mid-January.

End call at 22.15