



CIB Board Member – Role Description

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1. Role

The role of the CIB Board is to provide strategic leadership and guidance to CIB by agreeing policies and reviewing implementation. It is chaired by the CIB President and supported by the executive Secretariat led by the Chief Executive.

The CIB Constitution and Bylaws set out the formal duties and processes of the Board, extracts are attached at Annex A and B.

2. Organisational and personal commitment

Board members should be able to demonstrate the support and commitment of their employer organisation to:

- continue to be a member of CIB,
- support the policies of CIB,
- allow the time to carry out the duties of a Board member, and
- fund travel for in-person Board meetings (typically 2 per year).

3. Board meetings

The Board meets at least once a year. At the time of writing (mid 20214) three meetings a year are scheduled of which one (February/March) is planned as an on-line only meeting and the other two (typically June and October/November) are targeted as face-to-face to be hosted by individual Board members. In



practice these face-to-face meetings are held in a hybrid format with the option of online participation for any Board members who are unable to attend in person.

In-person meetings typically span a week, with perhaps 3 days of formal business and meetings with local dignitaries, and two days of case studies and visits. Online meetings typically consist of 3-5 sessions of 2-3 hours over a duration of 2-3 days.

4. General Assembly and World Building Congress

Board members should expect to attend the CIB General Assembly, a meeting held once a year of typically less than one hour to coincide with the June Board meeting, and the World Building Congress when it is held (every third year) which usually coincides with the Board election at the General Assembly.

5. Standing Committees

The Board has a number of Standing Committees, at the time of writing these are as follows. It is expected that all Board members will sit on at least one of these Committees. All hold 4-6 on-line meetings per year typically of 1-2 hours' duration.

- Officers' Committee (President, Vice President, Past President plus Chairs of the other committees)
- Programme Committee
- Administrative Committee
- Membership & Communications Committee
- Future Leaders Committee.

6. Other duties

Other duties include potential actions allocated at Board meetings, occasional extra meetings online of one hour duration, involvement in a sub-committee which may be convened from time to time to address important matters on behalf of the Board, and the occasional telephone call with the President, Chief Executive or other Officers which may lead to a request for specific assistance in the Board member's country or region.

The role also requires active participation in CIB's membership retention and recruitment strategies particularly in the Board member's own country and region/continent.

Communications are by email, meetings are scheduled in outlook and use zoom if online.

Board members should at all times comply with CIB's Code of Conduct and other corporate policies, see <https://cibworld.org/corporate-policies/>.

7. Advocacy of CIB

Board members should be positive advocates for CIB within their own organisation, their personal and corporate networks, their country and region, and with third party stakeholders as appropriate.



8. Further information

Any queries on this note may be addressed to:

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Chief Executive

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Appendix A. CIB Constitution 2019, Article 6: Board

The CIB Constitution is available here: <https://cibworld.org/cib-constitution/>. Article 6 is reproduced below.

1. Board of CIB

The Board of CIB is tasked with managing CIB. The Board consists of up to twenty-five (25) members.

2. Composition of the Board

The Board consists of five (5) elected officers, the Immediate Past President (the Immediate Past President is automatically a member of the Board) and up to nineteen (19) other members.

Not more than two (2) members may reside in the same country.

Persons nominated as member of the Board shall either be an Individual member or an employee of an Ordinary or Extraordinary member. The nomination shall be signed by the Individual member or by the representative of an Ordinary or Extraordinary member; this person shall be the validly appointed representative of the Extraordinary, Individual or Ordinary member at the General Assembly referred to in Article 5.3 of this Constitution.

Each member [organisation] may nominate not more than one member for the Board.

3. Electing and co-opting members of the Board

The five (5) elected officers and at least thirteen (13) other members of the Board are elected by the General Assembly at the three-yearly meeting by means of a written vote in which all those present and entitled to vote may take part.

The General Assembly may also resolve to appoint up to six (6) members; if these are not appointed, these members of the Board will be appointed by the Board through co-optation. Each member of the Board has equal rights to attend the meetings of the Board.

Elections of officers and other members of the Board for a new term of office of the Board at the three-yearly meeting of the General Assembly may only be held if at least twenty-five percent (25%) of the total number of votes is validly represented.

4. Tenure of the members of the Board

The term of office of each member of the Board is three (3) years. A member of the Board remains in office until the end of that term or until the end of the next meeting of the General Assembly at which his successor is appointed.

Members of the Board may remain in office for a maximum of two (2) consecutive terms; in other words, they may not hold a position in the Board for more than six (6) consecutive years. This restriction does not apply if the member of the Board is appointed as President, Vice-President, Treasurer or Chairman of CIB's Programme Committee.

5. Termination of membership of the Board

Membership of the Board automatically ends if the member organisation to which the member of the Board belongs ceases to be a member of CIB.

Membership of the Board also ends if a member of the Board no longer represents the member organisation he represented at the time of his appointment as member of the Board.

Membership of the Board furthermore ends:

- at the end of the term of office of the member of the Board;
- when the member of the Board dies;
- when the member is removed by the General Assembly.

6. Removal and suspension of members of the Board

Each member of the Board may at all times be suspended or removed by the General Assembly. If a suspension is not followed by removal within three (3) months, the suspension ends.

7. Replacing members of the Board

If there are fewer than twenty-five (25) members on the Board because one or more of the members cease to be member of the Board, the remaining members or



the sole remaining member shall nevertheless constitute a competent Board. On the advice of the Board the General Assembly may appoint a substitute member to the Board for the remaining term of office of the Board, who shall come from the same country as the member he replaces. The minimum number of Ordinary members shall remain the same. The substitute member of the Board shall be appointed in accordance with the procedure set forth in paragraph 3 of this Article.

If the remaining term of office of the substitute member of the Board is less than half of the full term of office of the Board, this period shall not be included in the maximum term of six years referred to in Article 6.4.

8. Meetings of the Board

The Board meets at least once every calendar year. Other meetings may be held whenever the Board deems necessary from time to time.

9. Convening meetings of the Board

Meetings of the Board are convened by the Secretary General on behalf of the President, or in the absence of the President, on behalf of the Vice-President nominated to assume the President's powers and duties. Meetings of the Board are convened in accordance with the resolution of the last meeting, or if the President, or in his absence, one of the Vice-Presidents, deems this necessary.

Three members of the Board may submit a request to convene a meeting of the Board. Their request must be addressed to the Secretary General in writing and signed by the three members of the Board concerned. If the Secretary General has not convened the meeting within two (2) weeks from the day on which he has received the request, the three members that submitted the request may convene the meeting themselves.

The meeting of the Board convened in this manner shall be held within four (4) weeks of the date of convocation.

10. Quorum

Half (1/2) of the total number of members of the Board constitute a quorum, on the understanding that the

meetings of the Board must be attended by the President, or in his absence one of the Vice-Presidents.

11. Resolutions of the Board; Minutes

All resolutions of the Board require a simple majority of the votes cast by those attending the meeting, unless this Constitution or the bylaws provide otherwise, and subject to the condition that the quorum referred to in paragraph 10 of this Article is present.

If a vote ends in a tie, the President has the casting vote.

The Board may also pass resolutions outside a meeting, provided these are passed unanimously and all members of the Board have been given the opportunity to express their views in writing. The Secretary General shall make a record of the resolutions, to which he shall add the written opinions. The resolutions shall be signed by the chairman of the meeting and added to the minutes of the meeting.

The Secretary General shall ensure that minutes are made of each meeting of the Board. The minutes shall include a report of each resolution passed by the Board and shall be adopted by the chairman of the meeting and the Secretary General by signing them.

The bylaws may stipulate additional provisions regarding the division of tasks, the meetings of the Board, and the resolutions passed by the Board.

ENDS



Appendix B. CIB Bylaws 2016, Article III: Board

The CIB Bylaws are available here: <https://cibworld.org/cib-constitution/>. Article III is reproduced below.

1. Board Members

All Members of the Board shall be individuals who have particular executive experience and/or technical expertise in the field of interest of CIB.

2. Nominations

Once every three years, the retiring Board shall submit a proposal for the composition of the new Board to the General Assembly. This proposal shall be sent to all Members by electronic mail or facsimile message to the designated organization contact, or by registered mail, at least three months before the Triennial Meeting of the General Assembly.

Members may submit further nominations by facsimile message or registered mail that must be received by the Secretary General at least two months before the Triennial Meeting of the General Assembly.

For each nominated person who has not nominated himself, the Secretary General shall have it confirmed that the nominated person is in agreement with his nomination.

The Secretary General shall submit nominations received, which are not included in the proposal by the Board, to the General Assembly.

3. Meetings of the Board

The agenda and the supporting documents for meetings of the Board shall ordinarily be circulated by the Secretary General to all invited participants not less than one week before the date fixed for the meeting; the Board may deviate from this principle with regard to documents of which the preparation is subject to particular circumstances.

4. Committees of the Board

To assist in the work of managing the activities of CIB, the Board shall appoint, as standing Committees, an Administrative Committee, a Programme Committee and an Officers' Committee.

The Board may appoint additional Standing Committees. A Standing Committee shall be in existence at least until the end of the three-year term of the Board which approves its establishment. The Board may decide, at its discretion, to invite the Chair of a Standing Committee to meetings of the Officers' Committee.

The Board shall determine the Terms of Reference of each Committee it appoints.

5. Report of the Board

At each Annual Meeting of the General Assembly a report upon the various affairs of CIB and a financial report for the term just closing shall be submitted on behalf of the Board. Audited financial reports concerning the preceding calendar year shall be available at each Annual Meeting of the General Assembly for inspection by interested members.

There shall be submitted to each Annual Meeting of the General Assembly resolutions providing for the ratification and confirmation of all acts of the Board during the preceding year.

ENDS