

### Guide for Board members and candidates

#### Background

Membership of the Board of ICOMOS is an honour and a privilege, and also a responsibility. ICOMOS members who have been elected to the Board, or who are considering standing for election, need to be aware of their obligations. These are outlined in a number of different documents, produced by ICOMOS and others. This guide is not intended to replace those other documents, but to draw attention to the main points contained in them and to identify the sources of the full documents so that members and candidates can study them in more detail.

#### Ethical duties

Every ICOMOS member is obliged to comply with the ICOMOS Ethical Principles, in their personal work and also in their work for ICOMOS in any capacity. Article 6 of the Ethical Principles is particularly applicable to Board members, and includes:

- Being collegial, loyal and considerate
- Respecting cultural and social diversity of communities and our global membership.
- Fostering exchange of knowledge
- Mentoring junior colleagues
- Not using one's position within ICOMOS for personal advantage
- Complying with policies adopted by the Board
- Acting responsibly towards the association
- Not putting the financial standing of ICOMOS at risk
- Not using the ICOMOS name or logo without authority
- Not speaking on behalf of ICOMOS without authority
- Adhering to institutional positions regardless of personal views
- Not using governments or outside organisations to campaign for office
- Not engaging in discriminatory practices in relation to fellow members based on gender, ethnicity, political association, world views, belief systems or religion
- Not using the platform of ICOMOS to promote personal political, world views, belief systems, religious, gender or racist views
- Behaving respectfully towards fellow members and not engaging in emotional, psychological, physical or sexual harassment or abuse
- Treating all ICOMOS employees with respect and understanding of common goals and resource limitations

#### Legal duties

As executives of an association incorporated in France, Board members carry similar legal obligations to company directors. They represent the association and are obliged to act in accordance with the objects of the association and the best interests of its members, particularly with regard to its financial stability and reputation. A breach of these duties can lay the organisation and the executive(s) concerned liable to civil or in certain cases criminal penalties (for example for misuse of funds). ICOMOS carries Executives' Civil Liability Insurance to protect Board members in the event of a claim, but this cover may not be available if Board members are found not to have acted properly. In general terms, this includes:

- Acting with reasonable care and diligence
- Acting in the best interest of the organisation
- Acting for a proper purpose in accordance with the objects of the association
- Not improperly using information obtained from one's position
- Disclosing and managing conflicts of interest
- Not allowing the association to trade while insolvent

#### Role of the Board

The role of the Board is set out in the ICOMOS Statutes, in particular Article 10d. The roles of the Bureau in general and its specific officers (President, Vice-President, Secretary-General and Treasurer) are set out in Article 11-d. The role of the Board includes:

- Acting on behalf of the General Assembly
- Defending the interests of ICOMOS as a whole, rather than acting on behalf of their National Committee or International Scientific Committee
- Ensuring legal compliance and the protection of the good name of ICOMOS and use of its logo
- Implementing the General Program agreed by the General Assembly
- Accrediting National Committees and establishing International Scientific Committees, and withdrawing accreditation or dissolving Committees that are in breach of their obligations
- Implementing an appeals procedure for people denied membership, or members facing sanctions
- Adopting a policy on cultural diversity and multilingualism
- Preparing Rules of Procedure for all of the statutory bodies of ICOMOS
- Setting dates and places for annual meetings
- Proposing and monitoring budgets

Board members also participate in identifying fundraising sources and partnership opportunities, as well as fundraising campaigns for ICOMOS.

### Work ethic of Board members

The Rules of Procedure incorporate in Article 80 the work ethic that the former Executive Committee developed over several years. The work ethic to which all Board members subscribe includes:

- A commitment to attend meetings and work between meetings
- Maintaining the confidentiality of Board discussions
- Working openly and transparently where confidentiality is not an issue
- Allowing all members an equitable opportunity to participate in the work of ICOMOS

### Board governance

In addition to the above documents, the Board has adopted a Governance Document which provides more detail on governance provisions for Board members and the relationship of the Board with the Director-General and ICOMOS Headquarters. Articles A1, A2, A and A5 are particularly relevant to understanding the detailed operation of the Board and the responsibilities of its members.

Governance is the way in which an organisation is led and managed to achieve its aims. Good governance is effective, ethical, legal and accountable.

The Governance Document produced by the Board includes several detailed provisions to put the general principles of good governance into practice. The document notes that the Board:

- Represents ICOMOS worldwide
- Monitors the results of programs and compliance with policies
- Ensures collaboration among ICOMOS entities
- Maintains professional standards

The responsibilities of the Board include:

- Implementing the General Program and ICOMOS responsibilities as an Advisory Body to the World Heritage Convention
- Providing for strong communication among ICOMOS entities and members
- Establishing the authority of the Director-General to act in carrying out Board decisions
- Appointing working groups for specific tasks

The Code of Conduct for Board members includes many of the provisions in other documents, and also includes:

- Not using one's position on the Board to obtain employment for close associates
- Interacting with or instructing the Director-General, the Secretariat, the press or the public on behalf of ICOMOS only when authorised by the Board to do so
- Not judging the performance of Secretariat staff outside Board meetings
- Preparing for Board meetings by circulating and reading Board papers in good time beforehand
- Supporting Board decisions regardless of one's personal views

- Sanctioning Board members for non-compliance with the Code.

### Further information

#### Download:

- [ICOMOS Statutes](#)
- [ICOMOS Ethical Principles](#)
- [ICOMOS Rules of Procedure](#)
- [Short summary](#) prepared by ICOMOS legal advisers
- [Governance Document](#) adopted by the Board at its September 2020 meeting

#### Read:

- The legal duties of executives of associations in France are found [here](#) and [here](#)