



International Association for Information and Data Quality

IAIDQ Board meeting and decision making process

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0 Document control

0.1 Revision history

Version	Date	Prepared By	Reason for Update
v1	2 July 2008	Grant Robinson	Signed off by Board of Directors as IAIDQ procedure after series of 15 drafts, prepared by Andres Perez, Grant Robinson with input from Larry English
V2Draft1	3 October 2008	Grant Robinson	Changed to be consistent with bylaws v3 2008-09-22 Removed time and frequency of board teleconferences from procedure
V3	07 April 2010	Grant Robinson	Removed requirement for 3 readings for major decisions

0.2 Distribution

This document has been distributed to:

Name	Position	Version	Date Issued
All BoD members		1	2 July 2008
All BoD members		2 Draft 1	2008-10-03
admin.iaidq.org and website		3	2010-04-08

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1 Introduction

This document is part of the standard operating procedures and practices (or SOPs) of the International Association for Information and Data Quality (IAIDQ). The IAIDQ SOPs provide the defined and approved methods for conducting business by the association.

It is the responsibility of each director to read all recommendations and come prepared to all meetings of the Association.

2 Framework and definitions for decisions

2.1 Major Decisions

Major decisions are associated with the strategic level of the association, policy, bylaws, strategy, vision/mission, budgets for individual director's activities, all expenditure in excess of delegated expenditure allowed in clause 2.3, and big ticket items that impact multiple areas/member segments.

2.2 Minor Decisions

Minor decisions are those that relate to operational work, decisions that are not classified as major decisions in Section 3.2., and decisions whose financial outlay does not exceed \$500.

2.3 Delegated Decisions

Each Director has delegated authority to act in areas as authorized by his/her position description as set forth in a budget which has been approved by the board. This authority currently permits expenditure up to US\$500 in any single decision without majority Director approval.

3 Guidelines for decision making

3.1 Secunder required

All recommendations and motions require a seconder *before any vote*.

3.2 Major decision making process

- Circulate all major decision motions in writing prior to the meeting.
- At least 51% of active Directors must vote in favour of the motion.
For example, if there are currently eight or nine Directors, at least five Directors must vote in favour of the motion. If only five Directors attend the meeting at which the vote is taken, all must vote in favour, else non-attending Directors must vote electronically within three days or as determined by the Board during the third reading, after having reviewed the discussion and Directors at large and Advisors' comments captured by the Secretary. If the board grants leave of absence to a Director, that Director is not included in the count of active Directors.
- In the case of an electronic vote, if all Directors do not vote within the allotted time period, but 51% of active Directors have voted in favour of the proposal, the President can decide to close the voting process and declare the motion carried. Directors who have not voted will be counted to have abstained. If 51% of active Directors have not voted in favour of the proposal, the President may decide to extend the voting period until a majority vote has been determined, or declare the proposal defeated.

- Results of any electronic votes must be included in the minutes of the next Board meeting.

3.3 Minor decision making process

- At least 51% of Directors present at a meeting must vote in favour of a minor decision. Before taking the vote, there must be a quorum present at the meeting.
- The board may choose to extend the decision making to include non-present Directors by email vote.
- Results of any electronic votes must be included in the minutes of the next Board meeting.

4 Board Meeting & Decision Making Procedures

4.1 IAIDQ Board of Directors Meetings

The Board of Directors meets regularly on teleconferences and periodically in person.

The Board should plan to hold a face to face meeting (a retreat) once each year or every other year for strategic planning, evaluation and reflection. The retreat locations should attempt to reflect the countries of IAIDQ members.

The Board must ensure that every Director, Director at large and Advisor, who is available is able to participate in both teleconferences and face to face meetings. If the board cannot provide a mechanism for each Director to participate, the meeting should not go ahead.

Rules of Procedure:

- a) A Board meeting will take place only if quorum is reached.
- b) The Secretary will know that quorum will be reached by receiving notice from the Directors and Advisors at least 48 hours in advance of their inability to be in attendance. If quorum is not reached at that time, a cancellation notice will be issued and the meeting will not take place. At their own discretion, the Directors planning on attending may choose to have a discussion on other topics or to prepare materials for future meeting (similar to a team meeting). If they so choose, they must communicate such intention to the Secretary so that he/she can issue notice of the meeting.
- c) If the meeting is not cancelled in advance and quorum is not reached within 15 (fifteen) minutes from the start of the meeting, the meeting will be closed and the agenda will be deferred to the next meeting. The minutes will reflect only that quorum was not reached (it is not a valid Board of Directors meeting). At their own discretion, the Directors present may choose to have a discussion on other topics or to prepare materials for future meeting (similar to a team meeting).
- d) Participation records will be kept for all meetings conducted or not cancelled in advance. If a meeting is started, whether there is quorum or not, those in attendance will be counted as present, all those not in attendance will be counted as absent on the official record.
- e) The next meeting will be the one already on the schedule, or as rescheduled by the President or acting President, as warranted by the agenda requirements.
- f) Meetings in addition to the calendar include, but are not limited to, special sessions called by the President (e.g., urgent and important matters that are time sensitive), and the IAIDQ Conference (this will be a meeting if a quorum is present, but not a teleconference).

The Operations Director will:

- a) Will publish next year's calendar on or before December 15 of each year. Once published, the Board will have one week to review and provide adjustments due to Holidays or other unacceptable days for meetings.
- b) Include this procedure in the IAIDQ Standard Operating Procedures and Practices Manual on the web site, and

4.2 Determining IAIDQ Board Meeting Agenda Items

Rules of Procedure:

- a) Any Director, Director at large or Advisor, can request a subject pertinent to the work of the Association for the next Board meeting by notifying the Secretary at least one week in advance of the subject; and copy the President as required.
- b) The Secretary will select the agenda items; compose the agenda and send it out to the Board 5-6 days prior to the meeting date.
- c) After circulation of the agenda, a Director can request the President to include a subject prior to the meeting.
- d) The President can veto any given agenda and decide on immediate changes to it.
- e) At the start of a meeting, any Director, Director at large or Advisor, can request that a specific item be included in the "New Business" agenda item during that meeting.

5 Glossary

Advisory Council: consists of advisors to the board.

Advisors: Advisors are individuals appointed to provide guidance to the Board. They are not members of the Board of Directors.

Active Directors: Directors who have not been granted leave of absence

Board: The Board comprises all Directors and Directors at large of the Association.

Delegated authority expenditure: The amount an Director has authority to spend without seeking further board approval

Directors: are members elected or appointed as specified in the Director-election bylaws and have voting rights.

Directors at large: are members of the board appointed by the directors and do not have voting rights

Holidays: non-working days observed by Board members' countries and organizations.

Inactive Directors: Directors who have been granted leave of absence following the minor decision protocol

Qualification to vote: Directors elected or appointed in accordance with the bylaws are qualified to vote.

Quorum: at least 51% of Directors on the current Board form a quorum. For example, if there are 6 or 7 Directors on the Board, a quorum is reached when four (4) Directors are able to attend a meeting. Advisors are not included in the quorum. The number of active Directors used to determine the quorum will be reduced by one for each Director who has been granted leave of absence. (

Substantive change: if a proposal is being considered as a major decision, and the intent or method of operation is changed during debate, this is considered a substantive change