



# International Mediation Institute

A Public Benefit Foundation

[www.IMImediation.org](http://www.IMImediation.org)

## Statement of the Board of Directors' Roles and Responsibilities

Approved by the Board of Directors on December 12, 2011

### Introduction

The International Mediation Institute is a Foundation (*Stichting*) registered in The Hague, the Netherlands that has been recognised and categorised by the Netherlands Tax Service as an “Institution Aimed at the Common Good” (*Algemeen Nut Beogende Instellingen – ANBI*). Entities that have ANBI status are treated as charitable bodies for tax purposes.

As the governing body of the Foundation, the Board of Directors (Board) has important roles and responsibilities that can be classified as (a) fiduciary and (b) leadership, direction and management control. The Foundation has adopted the OECD Principles of Corporate Governance 2004 to the extent applicable to a Foundation such as IMI,<sup>1</sup> form an integral part of this Statement of Roles and Responsibilities, and have been read and understood by all members of the Board of the Foundation, as well as all members of staff.

This statement of the roles and responsibilities of the Board of the Foundation is intended to supplement the Articles of Association<sup>2</sup> of the Foundation. This statement is published by the Foundation on the Board pages of its web portal at [www.IMImediation.org](http://www.IMImediation.org) and is openly accessible to all<sup>3</sup>.

### Fiduciary Roles and Responsibilities

The core duty of the Board is to advance and simultaneously guard the Foundation's long-term future in line with its purposes as stated in the Articles of Association of the Foundation and as reflected in its Vision and Mission while dealing with any significant short-term issues that may be considered as a governance rather than operational issue. The main fiduciary responsibilities of the Board include:

- Determine and keep under regular review the Foundation's Vision and Mission.
- Guard the Foundation's ethos, integrity, values, diversity and reputation.
- Develop and keep under regular review all the Foundation's policies.
- Ensure the Foundation's assets are protected and well managed at all times.
- Ensure the Foundation complies with all applicable laws and regulations.
- Ensure full and proper accountability and reporting as required by applicable law.
- Ensure that conflicts of interest in decision making are avoided at all times.
- Ensure accountability to donors and staff.

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<sup>1</sup> <http://www.oecd.org/dataoecd/32/18/31557724.pdf>. IMI believes it can adhere to most of the factors affecting governance and decision-making reflected in the OECD principles even though, as a Foundation, IMI is not a corporate body with shareholders or a publicly traded company which is the OECD Principles' primary focus and therefore those aspects of the OECD Principles that deal with shareholders, ownership rights, and markets do not apply to a Foundation such as the IMI.

<sup>2</sup> <http://imimediation.org/articles-of-association-translation>

<sup>3</sup> <http://imimediation.org/imi-board-of-directors>

## **Leadership, Direction and Management Control**

Although it is important to distinguish between governance matters that the Board must deal with personally and the day-to-day management and operational issues which are the responsibility of the Executive Director under the Articles of Association and that may be delegated to staff, commissions, committees and any other group charged with implementing responsibilities, members of the Board are expected, both individually and collectively, to participate actively and to provide motivation and inspiration as well as leadership and direction to prudently grow the Foundation into a self-sufficient and elevated status. This includes the following responsibilities:

- Ensure that the Foundation's activities are within its charitable objects.
- Ensure appropriate transparency in the Foundation's dealings and activities.
- Establish the Foundation's budget and monitor financial performance monthly.
- Review annually the performance of the Foundation's Executive Director.
- Ensure that an appropriate Directors & Officers insurance is maintained.
- Monitor the progress of the Foundation's operational program.
- Ensure professional and respectful conduct at all times.
- Review the performance of all commissions, committees and operational bodies.
- Establish and monitor the relationship of the Foundation with other organizations.
- Promote the interests and activities of the Foundation.
- Timely and prudently communicate with stakeholders on IMI activities.
- Identify and recruit new members of the Board of Directors.

## **Compliance**

The Board of the Foundation shall receive periodic summary reports of all significant activities and all significant changes in financial circumstances. The Board shall each year review all significant developments and activities in light of these reports and certify compliance in all material respects to the best of its knowledge and belief.

**Officers of the Board of the Foundation hold the positions of Chair, Secretary and Treasurer. The Officers have the following specific responsibilities, some of which are shared:**

### **Responsibilities of the Chair**

The responsibilities of the Chair of the Board are as follows:

- Proactive leadership of the Foundation in fulfilment of its purposes as stated in the Articles of Association and its Vision and Mission.
- Chair all meetings of the Board of Directors.
- Have a casting vote in case of equality of voting.
- Plan and manage Board meetings and meetings of any Board committees.
- With the Secretary and Executive Director create Board meeting agendas.
- Ensure effective succession planning for future leadership of the Foundation.
- Ensure that all policies of the Foundation are implemented.

## **Responsibilities of the Secretary**

The responsibilities of the Secretary of the Board are as follows:

- Approve agenda items for Board Meetings.
- Ensure timely circulation of agendas and materials.
- Check that agreed actions are carried out.
- Ensure Chamber of Commerce registration details are kept updated.
- Keep contract details.
- Approve, sign and record Board Meeting minutes.
- Act as custodian of the Foundation's governing documents.
- Check that a quorum is present at meetings.
- Ensure Board elections are held in line with stipulated procedures.
- Monitor the Foundation's activities in line with its Articles of Association.
- Monitor compliance with charity and foundation law requirements.
- Assist the Treasurer as necessary to ensure:
  - the Foundation's Annual Accounts are prepared and passed on to the Foundation's auditor.
  - tax compliance for the Foundation.
- Monitor compliance with the Foundation's good governance policy.
- Arrange an ongoing Directors and Officers insurance policy.

## **Responsibilities of the Treasurer**

The responsibilities of the Treasurer of the Board are as follows:

- Approve annual and longer-term budgets and financial plans.
- Prepare an Annual Income and Expenditure account and balance sheet.
- Oversee all financial transactions (e.g. paying invoices, banking receipts etc.).
- Ensure accurate records of all financial incomings and outgoings.
- Provide regular financial reports to the Board.
- Present the Annual Accounts to the Annual Board Meeting.
- Lead on developing a fundraising strategy and coordinate fundraising activities.
- Prepare and approve funding applications.
- Keep records of any funding grants received and ensure this money is spent on the items for which it was donated.
- Oversee banking arrangements.
- Ensure:
  - the Foundation's Annual Accounts are prepared and passed on to the Foundation's auditor.
  - systems for controlling and recording the Foundation's financial affairs are maintained.
  - tax compliance for the Foundation.