



International Mediation Institute

Appointment, Rotation & Succession Policy of the Board of Directors

Approved by the Board of Directors: July 21, 2011

Purpose

1. This policy applies to the Board of Directors of the International Mediation Institute stichting (Foundation). The Foundation's Board appoints members of the Board. The Foundation's Articles of Association authorize the Board to determine the size of the Board, provided it always has at least 3 members. The Articles also fix the maximum term of appointment at 4 years and requires the Board to establish a rotation roster pursuant to which certain members' terms will expire each year.¹ The Board has established such a rotation roster.
2. Through the expiration of members' terms and resignations or decisions by the Board to expand its size, vacancies may arise. The Board adopts this policy to provide a process by which the Board reviews whether and, if so, how to fill such vacancies, including whether to re-elect directors whose terms expire under the rotation roster each year, but who are willing to stand for re-election.
3. The review process will occur at least once annually but also whenever the Board considers expanding its size or a vacancy otherwise arises. It provides an opportunity for the Board to reassess not only the contributions of retiring directors, but also the diversity of qualifications, experience and knowledge represented on the Board, and to plan Board succession accordingly.
4. The Board has not considered it appropriate to determine a fixed, maximum tenure for directors, to recognize that a director who has served on the Board for a period greater than the specified maximum period may still make a valuable contribution, and continue to bring an independent and critical view to the Board. Consequently, the Board has determined that the process set out in this policy provides a more flexible mechanism to address what is expected of members, whether to make adjustments in the composition of

¹ In relevant part, and in translation, the IMI Articles of Association provide:

Article 4

1. The Management Board of the stichting ("the Board") shall consist of such number of persons as the Board may determine, but not less than three. An incompletely constituted Board shall retain its powers. Board members shall be appointed and dismissed by the Board. Any vacancies that arise shall be filled as soon as possible.
2. The Board shall appoint from among its members a Chair, a Secretary and a Treasurer. The positions of Secretary and Treasurer may be occupied by the same person.
3. Board members shall be appointed for a term of no more than four years.
4. Board members shall retire by rotation in accordance with a rotation list drawn up by the Board. A Board member retiring in accordance with the rotation list shall be eligible for re-appointment forthwith.

the Board, and how long individual directors may serve on the Board.

Appointment Policy

5. The initial Board of IMI was drawn from dispute resolution institutions, users of mediation services and practicing mediators to secure some representative balance of stakeholder interest in the mission and objects of IMI. The Board will strive over time to secure appropriate diversity in its membership (and that of the Advisory Council) in terms of experience, background, gender, geography and culture, having regard to the gradual development of mediation in the world's markets and sectors.
6. The Board will seek to maintain a balance of the international mediation profession's main stakeholder groups among the membership of the Board and Advisory Council. Those stakeholder groups are considered to be users of mediation services, organizations providing mediation services (including administration of mediations and training of mediators), experienced practicing mediators, educators, judiciary, NGOs and governments.
7. **Board Member Criteria.** The Board will ensure that any individual elected to the Board demonstrates the following essential characteristics:
 - a. An understanding of and commitment to IMI's Mission and Vision;
 - b. Passionate about IMI's goals;
 - c. Available time to devote to IMI and a commitment in this respect;
 - d. A good understanding of the role of a Board member within the organization including the requirement to make decisions in the best interest of IMI, independent of other (external) allegiances;
 - e. The capability and preparedness to show support for IMI publicly, whether through a donation or public appearances;
 - f. Absence of personal or business interests that could potentially cause a conflict or an appearance of a conflict with the interests of IMI
 - g. Trustworthy, dependable, of the highest integrity and able to work with the other members of the Board and the organization's leadership
8. **Selection Process.** Potential board members may be nominated or submit an application and the nomination or application will be accompanied by a detailed resume. All potential members will be interviewed by a minimum of two Board members and will, if requested, supply references before being introduced to the Board for appointment. Prospective candidates may be invited to attend a Board meeting prior to selection to assist in the assessment process.

Rotation Policy

9. The Executive Director will annually circulate to the Board an updated Rotation List indicating when the current term of office of each member of the Board is due to expire by virtue of Article 4 of the Articles of Association.
10. Each member of the Board due to retire by rotation will be requested two months prior to

the rotation date to indicate to the Secretary (and, in the Secretary's case, to the Chairman) whether he or she is willing to be re-elected to the Board or would prefer to take the opportunity of the rotation date to stand down from the Board or be willing to accept appointment as an Honorary Director (a title accorded by the Board to certain former Board members under paragraph 12). If the member in question indicates a willingness to be re-elected, he or she will be considered nominated. Any other member of the Board shall also be entitled to nominate other candidates by writing to the Secretary and Chairman to that effect. At the same time the request mentioned in the first sentence is sent, the Secretary shall inform the Board in writing that a two-week nomination period is open. A Board member-elect should be identified or nominated to ensure a smooth succession at least 6 weeks prior to the relevant rotation date and will be copied to the Board.

11. The Board will not automatically support for re-election a director who is required to retire by rotation and who is prepared to stand for re-election. The Board (including the member whose term is expiring) will vote by written ballot (which may be conducted by e-mail). In considering whether to re-elect a member whose term is expiring, or to elect any other candidate for a vacancy, the voting members will consider the following:

- * The existing member's performance as a member of the Board and qualifications, experience and knowledge, including practical contributions to the Board. Board members who have been unable to participate in three consecutive Board meetings during the preceding 12-month period are not expected to offer to stand for re-election;

- * The qualifications, experience and knowledge required on the Board and the extent to which those qualifications and that experience and knowledge are represented on the Board; and/or

- * Any other matters the voting members consider appropriate.

Other Vacancy Policy

12. In the event that the Board wishes to expand its size, a member resigns, or a vacancy otherwise arises within the Board, the Secretary shall follow the same procedure as set forth in paragraphs 8 and 9 to obtain nominations and conduct a ballot.

Succession Policy

13. The Board will consider bi-annually the succession of the Chair, Secretary and Treasurer and whether these positions should change in the near future. In principle these officers shall be appointed for 2-year terms. In the case of the Chair, the Board will consider some time before the expiration of the current term whether a Chair-elect should be identified or nominated to ensure a smoother eventual succession.

Honorary Director

14. Where appropriate, the Board may invite retiring Directors who have made outstanding contributions to IMI to accept appointment as an Honorary Director, an honorary title conferring no fiduciary, statutory or legal responsibilities but which will enable the retiring

Director to maintain a continuing voluntary affiliation with the Foundation. Honorary Directors will be posted on the IMI web portal as such and will be invited to IMI public events as a matter of course as a member of the IMI community.

Communication Protocol

All communications concerning the matters referred to in this Policy will be conveyed to existing and prospective Board members through the Chair or, in case of absence and/or conflict, the Secretary or Treasurer. Unless otherwise agreed with the concerned Board member, interim communications shall remain confidential within the Board membership only.