

Changes to the Rules of Procedure

Council members will be invited to approve changes to the Rules of Procedure (RoPs), to (1) reflect the changes in the recruitment procedure for the ACOM and SCICOM Chair, (2) to respond to the need for a specific statement about ICES as an organization that does not seek to make profit, as well as (3) some minor editorial changes.

Further explanations for these changes are provided below. The specific changes to the RoPs follow in track changes.

At the 2017 Council meeting:

One member country objected to the change citing that the proposed removal of the step in the recruitment process may not provide sufficient "buy-in" from the committees to the process.

In connection with the revision of ICES leadership structures, including creating full-time ACOM and SCICOM Chairs, new recruitment procedures were also developed. After the experience of implementing the recruitment procedure, further improvements were suggested in the table below.

At its February meeting, Bureau supported the suggestion to streamline the process, protecting the confidentiality of applicants, and giving the sole responsibility to the recruitment panel.

Agreed recruitment procedure	Issues identified/areas for improvement
<p>1. The position of Chair of the ICES Science/Advisory Committee should be advertised as widely as possible, on the ICES website and by notifying ICES Member Countries, stakeholders, and cooperation partners, and with a clear outline of the timeframe of the various stages of the recruitment process, as well as an indication of the expected start date. The General Secretary will compile the applications.</p>	<p>No issues identified. The vacancy announcements were advertised widely, also using professional social media networks (LinkedIn).</p>

<p>2. A recruitment panel will be established with the following membership: Three SCICOM/ACOM members selected by SCICOM/ACOM of which one is appointed by SCICOM/ACOM as chair of the panel, two members of Bureau selected by the Bureau, an ACOM/SCICOM representative, the General Secretary, and the Head of Advisory Support/Head of Science Support. The outgoing Chair of SCICOM/ACOM cannot be appointed as member.</p>	<p>No issues identified.</p>
<p>3. The applications will be reviewed by the recruitment panel and the panel will develop a short-list (based on certain criteria defined in the job description).</p>	<p>Given the broad membership of the recruitment panels, and the interconnected nature of the ICES community, conflicts of interest presented themselves (recruitment panel members personally or professionally connected to applicants). This was dealt with in an ad hoc manner guided by the CoI policy and prevented any effect on the outcome.</p>
<p>4. The Chair of the recruitment panel will present the shortlist to SCICOM/ACOM for further selection of up to three candidates to go further to a more formal interview with the recruitment panel (nominations).</p>	<p>Reopening the process with ACOM/SCICOM, who had representatives in the recruitment panel and also chaired the panel, was in practice a merger of two very different processes. A professional recruitment process, and a recruitment by Committee.</p> <p>This made the recruitment non-confidential, and could potentially deter applicants from applying in future recruitments.</p> <p>-this also has the potential to create redundancy, and negate the efforts of the recruitment panel's priority ranking process.</p> <p>It is suggested to change the recruitment procedure to be conducted solely by the recruitment panel.</p>
<p>5. Based on the interviews a priority ranking of candidates will be created by the recruitment panel, i.e.,</p>	<p>With only two candidates, the priority ranking was self-evident.</p>

<p>specifically stating that the listed candidates are qualified and recommended in priority order to do the job.</p>	<p>With up to five candidates, priority ranking was more difficult and the value of ranking number four (4) and five (5), etc. was not evident.</p>
<p>6. Finally, Council appoints the SCICOM/ACOM Chair according to the priority ranking, and thus approving that the process has been carried out according to the established procedure. This ensures that if the first priority candidate decides not to take the position, the list of candidates in rank order may be followed to fill the position.</p>	<p>No issues identified.</p>
<p>7. The position is for a three-year term, with a possibility for another three-year term (limit of two successive terms). The SCICOM/ACOM chair is subject to an evaluation process after one year, led by the President and Bureau. One year before the end of the three-year term a Bureau–SCICOM/ACOM panel consisting of 2 Bureau members and 2 SCICOM/ACOM members will evaluate if the contract of the SCICOM/ACOM Chair shall be extended for a further three years. They will provide a recommendation to Bureau, who will decide on the renewal.</p>	<p>No issues identified.</p>

Revised Recruitment procedure:

1. The position of Chair of the ICES Science/Advisory Committee should be advertised as widely as possible, on the ICES website and by notifying ICES Member Countries, stakeholders, and cooperation partners, and with a clear outline of the timeframe of the various stages of the recruitment process, as well as an indication of the expected start date. The General Secretary will compile the applications.

2. A recruitment panel will be established with the following membership: Three SCICOM/ACOM members selected by SCICOM/ACOM of which one is appointed by SCICOM/ACOM as chair of the panel, two members of Bureau selected by the Bureau, an ACOM/SCICOM representative, the General Secretary, and the Head of Science Support/Head of Science Support. The outgoing Chair of SCICOM/ACOM cannot be appointed as member.

3. The applications will be reviewed by the recruitment panel and the panel will develop a short-list (based on certain criteria defined in the job description).
4. Based on the interviews a priority ranking of candidates will be created by the recruitment panel, i.e., specifically stating that the listed candidates are qualified and recommended in priority order to do the job.
5. Finally, Council appoints the SCICOM/ACOM Chair according to the priority ranking, and thus approving that the process has been carried out according to the established procedure. This ensures that if the first priority candidate decides not to take the position, the list of candidates in rank order may be followed to fill the position.
6. The position is for a three- year term, with a possibility for another three-year term (limit of two successive terms). The SCICOM/ACOM chair is subject to an evaluation process after one year, led by the President and Bureau. One year before the end of the three-year term a Bureau–SCICOM/ACOM panel consisting of 2 Bureau members and 2 SCICOM/ACOM members will evaluate if the

ICES as a non-profit organization

With regular intervals ICES status as a non-profit organization is being challenged. To be able to uphold this status we are requested to be able to provide proof of this in the founding documents.

It has not been considered sufficient to explain and refer to our work, or financial practices.

For this reason, we are suggesting **a new Rule** in the Rules of Procedure as follows:

“In the unlikely event of the dissolution of the International Council for the Exploration of the Sea, and after the reimbursement of contracts, project advances, and member state contributions in accordance with their shares in ICES, all assets will be distributed to a charitable organization, working in line with the purpose of the organization”

Microsoft licenses

ICES purchases and pays for Microsoft licenses at the rates for academia/non-profit organizations.

This is considerably cheaper than other rates.

To be able to uphold this we need to be able to document our non-profit status. We have so far “escaped” the request to be able to document via funding documents.

EC project policy

ICES participates in EU financed projects as an IGO. To be able to continue with this we likewise have to be able to document our non-profit status.

It is not clear what it would mean (administratively, legally, and financially) to lose the IGO status. But as described above, it would have severe financial implications for our Microsoft licenses.

Rules of Procedure

Revision history:

Changes adopted by Council on

3 October 2001

29 September 2004

20 October 2005

27 October 2006

19 February 2008

22 October 2008

22 October 2014

19 October 2016

18 October 2018

The Rules should be read in association with the ICES Convention of 1964

1 REPRESENTATION

Rule 1

Each Contracting Party shall inform the General Secretary in writing of the names of its Delegates on the Council. Delegates shall inform the General Secretary in writing of the names of experts and advisers appointed to attend scientific and business meetings when there is a requirement for *pro forma* representation.

Rule 2

The Council may invite any Government not party to the Convention and any international or other organisations having objectives related to those of the Council to be represented at its meetings by observers.

Rule 3

- i) Plenary sessions of the Council shall be open to attendance by all Delegates. The Chair of the Science Committee (i.e. the Consultative Committee as referred to in the ICES Convention) and the Chair of the Advisory Committee shall each have the right, *ex officio*, to attend and address such sessions. Any other person, with the agreement of the Council, may attend and address such sessions.
- ii) The General Assembly comprises Delegates, experts, advisers, observers and any other person attending the meeting of the Council with its approval. Any of those present may, unless the Council decides otherwise, address the Assembly.
- iii) Delegates may attend business sessions of subordinate bodies of the Council, such as the Bureau and Finance Committee. They may also designate individuals to attend Council meetings and business sessions of subordinate bodies of the Council. The General Secretary shall be informed in advance of the intention of delegates or their designee to attend such sessions. The Chair of the Council or of business sessions of subordinate bodies may limit attendance if necessary because of limitation of space, or if the subject matter of the session is deemed to be sensitive and requires confidentiality. Delegates, or their designee, may address the sessions they attend, at the discretion of the Chair, without the right to vote.

2 VOTING

Rule 4

- i) At the plenary sessions of the Council each Contracting Party shall have one vote which may be cast by either Delegate where more than one is appointed.
- ii) At any meeting of a Committee, the members (or any Delegate) may vote, provided that at meetings of the Committees established according to Rule 28 any Contracting Party shall exercise only one vote.

Rule 5

- i) Except as otherwise provided in the Convention, when a vote is taken in plenary sessions of the Council or in meetings of its Committees,

- a simple majority of the votes cast for or against shall be decisive.
- ii) In the event of an even division of votes in a Committee other than the Bureau the proposal before the Committee shall be regarded as rejected.
 - iii) The Council and Committees shall vote by show of hands, except that:
 - a) in the Council a vote by roll call shall be taken if a two-thirds majority is required by the Convention or upon request of a Delegate;
 - b) all elections shall be decided by secret ballot after confidential nominations in writing.
 - iv) For election to the office of President, First Vice-President, Vice-President or Chair or Vice-Chair of a Committee a candidate who secures votes numbering more than half the number of Contracting Parties represented at the meeting at which the vote is taken, shall be declared elected. If no candidate secures the number of votes required for election, then:
 - (a) if there are only two candidates, voting shall be continued until a candidate is elected;
 - (b) if there are three or more candidates, the candidate receiving the lowest number of votes shall be eliminated and voting continued in accordance with this paragraph until a candidate is elected, provided that if there are two or more candidates receiving the lowest number of votes it shall be decided by separate vote which candidate shall be eliminated.
 - v) If the offices of two or more Vice-Presidents have to be filled at the same meeting separate votes shall be taken for each office.
 - vi) At any time not more than one member of the Bureau shall be from the same member country.

Rule 6

In cases of urgency between meetings of the Council a vote of the Contracting Parties may be taken by post or by electronic means, in which a simple majority shall be a simple majority of the Contracting Parties.

Rule 7

Delegates representing a simple majority of the Contracting Parties shall constitute a *quorum* for plenary sessions of the Council.

3 PRESIDENT

Rule 8

The President shall be elected for a term of three years and shall not be eligible for re-election for the immediately succeeding term.

Rule 9

The duties of the President shall be:

- i) to preside at the General Assembly and plenary sessions of the Council, and at all meetings of the Bureau;

- ii) to decide when and where the Bureau shall meet;
- iii) to decide any questions of order raised at meetings over which he/she presides subject to the right of any Delegate to request that any ruling by the President shall be submitted for decision by vote;
- iv) generally, to make such decisions and give such directions to the General Secretary as will ensure that the business of the Council is carried out efficiently and in accordance with the decisions of the Council or of the Bureau;
- v) by virtue of his/her office, to attend and take part in the meetings of any Committee of the Council.

Rule 10

In the event of the office of President falling vacant from resignation or otherwise, the Council shall elect a new President at its next meeting.

4 VICE-PRESIDENTS

Rule 11

- i) The First Vice-President shall be elected for a period of three years and shall not be eligible for re-election for the immediately succeeding term;
- ii) Any other Vice-President shall be elected for a period of three years and shall not be eligible for re-election for the immediately succeeding term;
- iii) Any Vice-President may resign at any time and shall vacate office on ceasing to be a Delegate;
- iv) In the event of an office of any Vice-President falling vacant the Council shall elect a new Vice-President at its next meeting.

Rule 12

- i) Whenever the office of President is vacant the First Vice-President shall act as President until a new President assumes office in accordance with the provisions of Article 10 of the Convention; the First Vice-President shall also act as President whenever the President is unable to act.
- ii) The duties of the First Vice-President under paragraph (i) of this Rule shall devolve on the next senior Vice-President able to act if the office of First Vice-President is vacant or if he is unable to act.
- iii) A Vice-President shall not be precluded from acting as Delegate of a Contracting Party by whom he/she is appointed merely by virtue of being a Vice-President; but the First or any other Vice-President shall forthwith cease to act as a Delegate during any period when he/she is acting as President and during any such period the Contracting Party which appointed him/her shall have the right to appoint another person to serve as Delegate in his/her place.

Rule 13

It shall be the duty of the Bureau:

- i) to convene meetings of the Council in accordance with Article 7 of the Convention, to prepare the agenda for each meeting (after considering any proposals made by Delegates), and to circulate it to Contracting Parties and to Delegates one month before the date of the meeting;
- ii) to prepare for consideration by the Finance Committee at each annual meeting:
 - (a) the audited accounts for the preceding financial year;
 - (b) a preliminary account for the current financial year; and
 - (c) the Budget for the ensuing financial year and a Forecast Budget for the following year, and, after considering the report of the Finance Committee on these documents, to present them with such alterations as it may deem desirable to the Council;
- iii) to be responsible for the investment of funds of the Council and to give an account of such investments at the end of each ordinary annual meeting;
- iv) to advise the Council on the appointment of a General Secretary,;
- v) subject to any general directions of the Council, to appoint such other staff as may be required for the purpose of the Council and to determine their duties and terms of appointment;
- vi) to consult the Science Committee on all matters affecting the scientific work of the Council and take into account advice tendered by that Committee.
- vii) to present to the Council for approval with such observations and amendments as it may deem appropriate, recommendations of all Committees including the Science Committee and the Advisory Committee, and to advise the Council as to the financial obligations involved in the approval of such recommendations;
- viii) to be responsible for the execution of resolutions of the Council and for all duties incidental to the Council's affairs and to report thereon to the Council at each ordinary annual meeting.

Rule 14

- i) Meetings of the Bureau shall take place as, when and where the President may decide.
- ii) The Bureau shall keep minutes of its meetings.
- iii) The Bureau shall arrive at its decisions by simple majority of the votes cast for or against. The President shall have a deliberative vote and, in the case of an even division of votes, a casting vote. Resolutions may be taken either at meetings of the Bureau or by correspondence.
- iv) Subject to this Rule the Bureau shall settle its own procedure.

6 GENERAL SECRETARY

Rule 15

- i) The General Secretary shall be the Chief Executive Officer of the Council and responsible to the Bureau for the management of the Council's staff and office.
- ii) The General Secretary shall be responsible for the receipt of all monies due to the Council and for disbursements in accordance with the Budget; he/she is authorised to meet unforeseen expenditure subject, in cases of doubt, to consultation with the President, and to sign cheques on behalf of the Council or authorise their signature; he/she shall also be responsible for the preparation of the Council's accounts and for drafting the Budget.
- iii) The General Secretary shall attend the plenary sessions of the Council and meetings of the Bureau and, as far as possible, meetings of the Science Committee. He/she may attend meetings of any other Committee of the Council.
- iv) The General Secretary shall provide secretarial services for all meetings of the Council and of the Bureau and, in consultation with the Chairs of Committees, arrange for such secretarial services as may be needed for meetings of the Council's Committees.
- v) The General Secretary shall issue as soon as possible after each meeting of the Council a report of the proceedings and transmit it to the Contracting Parties.
- vi) The General Secretary shall circulate to Delegates a provisional agenda for each ordinary meeting of the Council and intimate the date on which proposals for inclusion should be submitted for consideration by the Bureau.
- vii) The General Secretary shall be responsible for all matters connected with the Council's publications subject to consultation with appropriate office holders of the Council, including editors.
- viii) The General Secretary shall perform other such functions as may be assigned to him/her by the Council or the Bureau.
- ix) All communications to and from the Council shall be addressed to or emanate from the General Secretary, provided that all communications to Contracting Parties and also contracts, except those of a routine character, shall be signed by the President and the General Secretary.

7 ORDER OF BUSINESS

Rule 16

No proposal involving changes in the Rules of Procedure shall be considered at a meeting of the Council unless either (a) two months' notice of the proposal has been given to the Contracting Parties and Delegates, or (b) the Delegates present consent by unanimous vote.

Rule 17

The financial year of the Council shall be from 1 January to 31 December.

Rule 18

- i) The expenditure of the Council shall be regulated in accordance with a Budget approved by the Council at its ordinary annual meeting. A statement of the proposed Budget and a Forecast Budget for the ensuing year shall be circulated to Contracting Parties and Delegates two months before the meeting. The Council shall on the basis of the Forecast Budget determine the contributions to be paid by the Contracting Parties for the year to which that Budget relates.
- ii) The Budget approved by the Council shall not alter the contributions from Contracting Parties agreed in the Forecast Budget for that year, but may make changes in other sources of income, and in expenditures.
- iii) Excess of Income over Expenditure, or Expenditure over Income, on the annual accounts, shall be included as respectively Income or Expenditure in the next following Forecast Budget.
- iv) In the unlikely event of the dissolution of the International Council for the Exploration of the Sea, and after the reimbursement of contracts, project advances, and member state contributions in accordance with their shares in ICES, all assets will be distributed to another non-profit organization with similar goals, as approved by the contracting parties.

Rule 19

- i) The contributions of Contracting Parties in respect of any financial year should be paid on the 22 July preceding its commencement, but not later than 30 days after the beginning of the financial year.
- ii) Requests to Contracting Parties for the payment of their contributions shall be accompanied by a statement of the Council's proposed Budget for the year to which they relate.

Rule 20

- i) The Danish Delegate or Delegates and the General Secretary are charged with the safekeeping of the Council's funds.
- ii) The liquid funds of the Council and all bonds and other documents relating to the invested funds of the Council shall be lodged in a bank.
- iii) The Council's funds may be invested in bonds in which capital belonging to minors or other capital subject to public administration or control is allowed under prevailing Danish law.
- iv) Any document relating to the Council's invested funds signed on behalf of the Council by the General Secretary and one of the Danish Delegates shall be valid.
- v) In case of sale or change of bonds of the Council the General Secretary and one of the Danish Delegates are jointly authorised to give receipts valid in law and to perform all dispositions under real law.
- vi) The General Secretary and one of the Danish Delegates are authorised to

raise loans for the purpose of the Council on the security of the Council's bonds.

- vii) The Council's Auditor shall check the invested and liquid funds as of 31 December each year as soon as possible after that date for the purpose of preparing the Balance Sheet, and they shall once annually, at such time as they may choose, inspect the Council's funds. The Council's Auditor may consult the Danish Delegate or Delegates on any question in connection with the accounts.

Rule 21

- i) The Council shall pay the travelling and subsistence expenses incurred by the President and the Chair of the Science Committee and of the Chair of the Advisory Committee in attending meetings of the Council or the Bureau or when engaged on the business of the Council.
- ii) The travelling and subsistence expenses of the Vice-Presidents incurred in attending meetings of the Bureau other than those held in conjunction with ordinary meetings of the Council shall be paid by the Council.
- iii) The Council may pay the travelling and subsistence expenses of any person appointed by it to perform duties on behalf of the Council.
- iv) Travelling and subsistence expenses paid by the Council shall be calculated in accordance with a scale approved by the Council.

Rule 22

The Council may pay any person appointed by it to perform any prescribed duties for promoting work of the Council, and also to the Chairs of Committees such fees as it may approve from time to time.

9 COMMITTEES

Rule 23

- i) The Committees of the Council are those set out in Rules 24 to 28 with the terms of reference therein assigned to them and the constitution respectively specified in those Rules and Rule 29. Provided that in order to avoid unnecessary duplication or to secure better coordination between the work of Committees with related terms of reference the Council may give directions from time to time about the assignment of particular subjects to Committees and the relevant Rules shall be interpreted accordingly.
- ii) In addition, the Council may from time to time appoint such *ad hoc* committees as it thinks fit to perform such functions as it may determine.

Rule 24

- i) The Finance Committee shall examine:
 - (a) the audited Accounts of the Council for the preceding financial year;
 - (b) the preliminary Accounts for the current financial year;
 - (c) a Budget for the ensuing financial year and a Forecast Budget for the following year.
- ii) The Committee shall consider such other matters as may be referred to

it by the Bureau or as it may deem desirable and shall report its observations and conclusions to the Bureau.

- iii) The Finance Committee shall consist of one of the Delegates of Denmark and four other Delegates appointed by the Council for a period of three years, after which they shall not be eligible for re-appointment for the immediately succeeding term unless a member of the committee is appointed as Chair of the Finance Committee in which case he/she may serve one additional term. When a member of the Committee ceases to be a Delegate, he/she shall immediately vacate office.
- iv) The Council's First Vice-President should attend the meetings of the Committee without the right to vote.
- v) The Chair of the Committee shall be appointed in accordance with Rule 30 (ii).

Rule 25

- i) The Consultative Committee, as in the Convention, will be called the ICES Science Committee (SCICOM).
- ii) The Science Committee (SCICOM) shall oversee all ICES scientific interests.
- iii) Rules for the governance and management of the SCICOM are agreed by Council resolution.

Rule 26

- i) The Advisory Committee (ACOM) shall oversee all ICES advisory services.
- ii) Rules for the governance and management of the ACOM are agreed by Council resolution.

Rule 27

The Science Committee will ensure that all publications of the Council, and the arrangements for their preparation and issue are appropriately considered.

Rule 28

The Science Committee, on behalf of the Council, shall institute structures and processes to ensure that *inter alia* science programmes, regional considerations, science disciplines, and publications are appropriately considered.

Rule 29

The composition of structures established according to Rule 28 shall be determined by the Science Committee.

Rule 30

- i) According to the agreed procedure¹, the Chair of the Science Committee shall be selected by the recruitment panel and appointed by the Council, . The Chair shall hold office for a term of three years, with the possibility of one additional three-year term (limit of two successive terms).
- ii) The Chair of the Finance Committee shall be nominated by the Bureau from among the members of the Committee and appointed by the Council; the Chair of the Finance Committee shall vacate office on ceasing to be a Delegate.
- iii) According to the agreed procedure, the Chair of the Advisory Committee shall be selected by the recruitment panel and appointed by the Council. The Vice-Chairs are selected by the Advisory Committee and appointed by the Council. The Chair and Vice Chair(s) shall hold office for a term of three years, with the possibility of one additional three-year term (limit of two successive terms), subject to approval by the Council..
- iv) The Chair and the Vice-Chair(s) of the Science Committee and of the Advisory Committee shall not serve as a representative of a Contracting Party. At the time they assume the office of Chair or Vice-Chair, the Contracting Party should appoint another representative to the committee.
- v) The Chairs of the Science Committee and the Advisory Committee on assuming office shall cease to be Chair of any other Committee and the Committees concerned shall forthwith select successors.
- vi) If, for any reason, the Chair of any Committee is unable to complete his/her term of office, or is temporarily unable to act, the President shall nominate an interim Chair who will serve for the remainder of the year, or for such shorter period as may be decided by the President, until a new chair can be selected.
- vii) .

Rule 31

The Chair of the Science Committee (or in his/her absence the Vice-Chair) and the Chair of ACOM (or in his/her absence the Vice-Chair) shall have *ex officio* the right to attend ordinary meetings of the Bureau.

Rule 32

The functions of Chairs with respect to structures and processes established according to Rules 27 and 28 shall be established by SCICOM.



¹ Refer to procedure outlined in CM 2018 Del-xx.x.