

# ORCID Board Charter

*Revised 14 December 2019, 21 Jan 2020, approved by Board 11 Feb 2020.*

## 1.0 Context

This Charter is a policy document that sets out the respective roles, responsibilities, and authorities of the ORCID Board of Directors (both individually and collectively) and officers in setting the direction, management and control of the organization. This document reflects and is governed by ORCID's Certificate of Incorporation and IRS 501(c)3 tax-exempt regulations, and incorporates our mission, values and principles. It provides additional details to the [ORCID Bylaws](#), which govern in the event of a conflict.

## 2.0 Board Mission and Scope

**Mission.** The Board provides strategic guidance and oversight for the successful achievement of [ORCID's mission](#).

**Scope.** The Board is responsible for developing and regularly updating ORCID's strategic plan and for reviewing high-level organizational goals and policies to support that plan, for overseeing ORCID's organizational and financial performance, ensuring ORCID has financial resources to achieve its mission, monitoring Board function, appointing the Executive Director and reviewing their performance, and serving as a community advocate for ORCID.

## 3.0 Structure

ORCID Inc. is incorporated under Delaware law in the United States and subject to Section 501(c)(3) of the US Internal Revenue Code (and corresponding Regulations) that specifies it cannot operate for profit or for the gain of private interests. ORCID is [governed](#) by a Board of Directors to (i) ensure ORCID abides by the requirements established in our Certificate of Incorporation, (ii) complies with 501(c)(3) regulations (iii) adheres to our mission, values and principles; and in the best interests of ORCID stakeholders.

The Board consists of a minimum of 11 Directors and a maximum of 16 Directors. Board Directors are elected to a three-year term, and can serve two successive terms. Consistent with ORCID's bylaws and internal policies, Directors must not be compensated by ORCID or affiliated with an organization that has a financial relationship with ORCID other than as an ORCID member or lender.

Directors are charged under Delaware law with the duties of obedience, care and loyalty:

- a) **Duty of Obedience:** Directors must at all times be faithful to ORCID's mission and have a firm understanding of that mission. The Board must take actions that are consistent with the central values and principles of the organization, and Directors are charged with ensuring the funds raised are spent to fulfill ORCID's mission accordingly.
- b) **Duty of Care:** a Director owes a duty to exercise reasonable care and prudence when making a decision as a member of the Board. This duty requires a Director to demand good information, ask hard questions, and participate in scheduled meetings.
- c) **Duty of Loyalty:** a Director must give undivided allegiance when making decisions affecting the organization. This means a Director must always act in the best interest of ORCID and

cannot use non-public information obtained as a Director for personal benefit or the benefit of another organization. Directors must strictly adhere to ORCID's Conflict of Interest Policy (see Section 10.0)

## 4.0 Meetings

The bylaws specify that the Board has an elected Chair to preside at all meetings of the Board. The Board meets in person three times per year. The Board may choose to hold additional meetings if it considers them necessary to carry out its responsibilities effectively.

At each meeting, time is to be allocated for the Board to meet in executive session, without the presence of the Executive Director and/or other staff members (including members of the management team).

Decisions of the Board are to be evidenced by resolutions passed at meetings of the Board or by unanimous written consent. These are to be recorded by the Secretary in the minutes of the meeting (if there is one), and filed in the corporate (electronic) minute book.

The Secretary strives to provide a copy of the draft minutes of each meeting of the Board to the Chair within 14 days of the meeting, and to share the minutes with the full Board with the materials for its subsequent meeting, for review and approval.

## 5.0 Role of the Board

The Board is responsible to ORCID members, researchers and the wider research and innovation community for ORCID's performance. The Board carries out this responsibility through a stewardship role. The Board delegates the day-to-day management of the organization to the Executive Director. To fulfill its stewardship role, the Board has responsibility for:

- a) Overseeing the development and ensuring the implementation of the strategic, financial and operating plans for the successful achievement of [ORCID's mission](#).
- b) Overseeing the development by management of a process to identify, manage and monitor the principal risks faced by the organization.
- c) Requiring management to implement and maintain appropriate internal controls and management information systems.
- d) Appointing an Executive Director and other officers of the Board, defining the duties and limits of authority of the Executive Director and other officers of the Board, and overseeing and reviewing the Executive Director's performance and approving their compensation annually.
- e) Overseeing Executive Director succession and management development plans.
- f) Overseeing a process by which stakeholders and other interested parties may escalate serious concerns to the Board or to individual Directors, after exhausting internal pathways.
- g) Overseeing and approving the organization's annual report and its distribution to internal and external stakeholders.
- h) Appointing standing and advisory committees as specified in the bylaws as needed to support its actions, including an executive committee, audit committee, nominating committee, and finance committee.
- i) Appointing other committees the Board considers necessary to enable it to carry out its responsibilities effectively, and to delegate to those committees any of the powers of the Board it deems appropriate and permitted under Delaware law, IRS regulations, and the bylaws.
- j) Adopting, amending or repealing any bylaws of the organization and monitoring the organization's compliance with those bylaws and its statutory and fiduciary obligations under Delaware law and the laws and regulations governing [501\(c\)\(3\)](#) organizations.

- k) Adopting or amending the organization's principles and monitoring the organization's compliance with the principles.
- l) Other decisions that are required to be made by the Board, or as may be reserved by the Board, to be made by itself and are not otherwise delegated to a committee of the Board or to management.
- m) Ensuring the organization's adherence to its ethical policies, including its conflict of interest and whistleblower policies.
- n) Periodically reviewing and evaluating the organization's governance, including its governance policies and the effectiveness of the Board.

## 6.0 Role of Officers

The officers of the Corporation are the Chair, the Secretary, the Treasurer, and the Executive Director. Officers (other than the Executive Director) are recommended by the Chair and elected at the Annual Meeting of the Directors for a one-year term. The Executive Director shall serve at the pleasure of the Board.

**6.1 Chair.** The Chair represents the Board to ORCID members and communicates the Board's position. The Chair's responsibilities include:

- a) Leading the Board in its governance functions.
- b) Working with the Executive Committee, Committee Chairs and the Executive Director to set priorities and create agendas for meetings of the Board and its committees.
- c) Leading a regular review of Board effectiveness.
- d) Acting as the supervisor and conducting an annual review of Executive Director performance.
- e) Recommending Officers for Board approval.
- f) Recommending Directors for the Executive Committee, for Board approval.

**6.2 Executive Director.** The Executive Director is the general manager and chief executive officer of the organization. The Executive Director is an ex officio, non-voting member of the Board. The Executive Director's responsibilities include:

- a) Informing and supporting the Board and its committees in their governance functions, including providing the Board with timely, accurate and relevant information about the organization's finances, performance, and risk management.
- b) Fulfilling all the other functions of the Executive Director as specified in the Executive Director Position Description.

**6.3 Secretary.** The Board will appoint annually, on the recommendation of the Executive Director, a Secretary to whom all Board Directors shall have access. The Secretary's responsibilities include ensuring:

- a) The provision of notice of Board meetings.
- b) Ensuring the recording of minutes for Board meetings and key Board committees and their timely circulation to the Board/Committee.
- c) Ensuring the maintenance of corporate records and compliance with legal and filing requirements associated with those records.
- d) Ensuring that elections take place in accordance with the bylaws and policies adopted by the Board.

**6.4 Treasurer.** The Treasurer is charged with overseeing the management and reporting of the organization's finances and financial policies in partnership with the Executive Director. The Treasurer's responsibilities include:

- a) Overseeing financial management, budgeting and reporting, including timely completion and filing of IRS Form 990.
- b) Overseeing the organization's investment strategy.
- c) Liaising with the Executive Director to present financial concepts and information in a manner that ensures understanding by all Directors at each Board meeting and Executive Committee meeting.

## 7.0 Board Committees

The Board has established several committees to assist the Board in exercising its authority, including the responsibilities set out in 3.0 above.

The standing Board committees are:

- a) [Executive Committee](#): provide management guidance and oversight of the organization between Board meetings, including financial review, committee reports, review of new initiatives, Board agendas, and carry out actions as directed by the Board.
- b) [Audit Committee](#): recommend policies regarding selecting and monitoring ORCID's independent auditors, oversee internal financial controls and risk management, oversee annual audit, and advise the Treasurer on the preparation and submission of financial reports and filings required by law.
- c) [Nominations Committee](#): identify, recruit, screen, review and recommend candidates qualified to serve as Directors.
- d) [Finance Committee](#): provide recommendations to the Board on budgeting and financial planning, reporting, and safeguards.

The Board may establish ad hoc Board committees from time to time to consider matters of special importance or to exercise the delegated authority of the Board. The Board will determine the charters of standing and ad hoc Board committees, which will set out the roles and responsibilities of each committee. The Board will determine the membership and composition of Board committees, having regard to workload, skills and experience, and any regulatory requirements. All but the Executive Committee may include external non-Director participants. Committees that include non-Directors are either advisory in nature and cannot bind the Board, or the non-Director members may not vote.

## 8.0 Board Performance

The Board will undertake regular assessment and review of performance of the Board and its committees, per above duties. The Chair and Executive Director are responsible for onboarding new Directors. The Chair may conduct exit interviews.

## 9.0 Values and Ethics

ORCID is founded on the values of inclusion, trust, persistence, diversity, global perspective, transparency, and openness. Directors are expected to embody these values in their work with ORCID, and observe the highest standards of ethical behavior. The Board supports and encourages policies within the organization which require Directors and employees to observe high standards of personal integrity and display honesty in their dealings.

## 10.0 Conflicts of Interest

Directors are expected to declare any action, position or interest that conflicts with an interest of ORCID, or gives the appearance of a conflict per our [Conflict of Interest policy](#).

## **11.0 Review of Charters**

Board and committee charters will be reviewed by the Board every two years or as required.