

A.12 Policy on Standards of Engagement for ICA Directors and Assembly Leaders

Being asked or elected to serve as a member of the International Chiropractors Association Board of Directors and elected as a leader in the Representative Assembly is a significant honor, among the highest in the chiropractic profession; and carries with it significant responsibilities. The ICA Bylaws provide:

5.7. Resignation and Removal. Any Director may resign at any time by giving written notice of his or her resignation to the Board of Directors of the Association. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. Any Director who is absent from three (3) consecutive in person meetings of the Board of Directors without good cause acceptable to the Board shall be deemed to have resigned.

The Board may also remove any Director from Board service whenever in its sole judgment the best interests of the Association will be served thereby. The removal of any Director must be by an affirmative vote of at least two-thirds (2/3) of the entire Board of Directors. Such suspension or removal shall be without prejudice to the contract rights, if any, of the person so suspended or removed, but election of a Director shall not of itself create contract rights.

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5.17. Use of Electronic Meeting and Notice Resources. Any meeting provided for in these Bylaws may be conducted electronically, either in lieu of or as an extension of an in-person meeting, to the extent permitted by applicable law. For purposes of this section, electronic meetings include audio and video conference calls and any other electronic medium in which Directors may both send and receive contemporaneous interactive communications, to the extent permitted by law.

Participating in a meeting by such means constitutes presence in person at the meeting. However, for any Board of Directors meeting which is actually held in person, it is the expectation of the Association that all Directors will make a good faith effort to actually attend the meeting in person, absent extenuating circumstances.

The Governance Committee has a duty to evaluate the engagement and performance of ICA Board Directors on an annual basis and to make determinations of their continued service on the Board. In addition to the Chair of the Assembly serving on the Board as an Ex Officio, the Officers of the Assembly are invited to participate as observers to Board Meetings. There are currently no procedures to remove or presume as resigned any officer of the Assembly who fails to engage in meetings.

With the advent of online meetings in lieu of in person meetings; clarifying what constitutes 'engagement' is needed to provide a guide framework of minimum expectations for engagement.

For online meetings:

- Being in attendance from the beginning (roll call) through the end of the meeting.
- For directors, speaking up and being involved in the meeting itself.

- For observers, being present and able to respond if or when called upon.
- If in an online forum, being on screen and fully engaged. (Not engaged in another activity at the same time.)
- If unable to attend, provide in advance of the meeting an email or text message to the Executive Director noting the reason for the absence. A failure to do so, counts as an absence towards the 3 absences in a row, resignation policy of the bylaws at 5.7.
- This policy applies to current and future leadership. Reasonable excuses for an absence include health reasons of the Director or a family member; Acts of God (i.e. hurricanes, power outages) and on a case by case basis other reasons that may be accepted by the Board.

For board members, engagement as a director also includes active participation in at least one ICA Board Committee, and compliance with the standard of participation and notification of pending absence to the Board Chair.

As leaders, the ICA Board Directors and Leaders of the Representative Assembly set the example of supporting the ICA through positive public commentary, engagement and support of events both online and in person; membership recruitment and re-engagement; advocacy; and charitable contributions.

Proper Board etiquette dictates that outside of the board room, directors support board decisions; providing a united front.

(Last Reviewed and Approved by the Board on April 2023.)