



Governance – Terms of Reference
International Neuroethics Society
June 2023

1.0 BOARD AND OFFICERS

1.1 Board of Directors

The Board of Directors (Board) of the International Neuroethics Society (INS/the Society/the Organization) will consist of fifteen (15) individuals with staggered three-year terms. Elected terms of Board members, the President, and the President-Elect begin at the end of the business meeting of the INS Annual Meeting of the Society.

Board members may serve up to three (3) consecutive three-year terms. After an interruption of one (1) year, a Board member may be re-elected to the Board. Current Board members who have already served more than nine (9) years, may complete their current term before rotating off the Board.

The Board should have a diverse membership, reflecting a broad range of backgrounds and perspectives, including, but not limited to, diversity of race, ethnicity, geography, nationality, discipline, sexual orientation, and gender identity.

- Candidates for election or reelection to the Board shall be nominated by the Nominating Committee and presented to the Board, and shall be selected and voted on by the Board in a secret ballot election, informed by the advisory vote of the Membership.
- In the event of a tie, when there are not enough open slots to accommodate both nominees, a run-off election shall be held.
 - The remaining candidates who were advanced by the Nominating Committee shall be re-presented to the Board by the Chair of the Nominating Committee, and the final Board member shall be selected and voted on by the Board in a secret ballot run-off election.
 - The candidate with the most votes in the run-off election shall be given an offer to join the Board, and that offer shall be left open for up to three weeks after extended. In the event that the selected candidate does not accept the offer to

join the Board, then the Nominating Committee will again present the remaining candidates for a run-off election.

- Offers to selected candidates to join the Board of Directors shall be left open for up to three weeks after being extended. In the event that a/the candidate(s) with the most votes do(es) not accept the offer to join the Board of Directors within that time period, then a run-off election shall be held.
 - The remaining candidates who were advanced by the Nominating Committee shall be re-presented to the Board by the Chair of the Nominating Committee, and the alternate Board member(s) shall be selected and voted on by the Board in a secret ballot run-off election.
 - The candidate(s) with the most votes in the run-off election shall be given an offer to join the Board, and that offer shall be left open for up to three weeks after being extended. In the event that the alternate(s) do(es) not accept the offer to join the Board, then the Nominating committee will again present the remaining candidates for a run-off election.

The Board is responsible for ensuring the long-term stability and integrity of the Organization, and members are expected to foster its continued viability and growth of the Organization. The responsibilities of Board members are to:

- Attend and participate in all Board meetings.
- Pledge to contribute resources for the organization in the form of sponsorships, donations, identification of partners, and other funding opportunities in recognition of the necessity of diverse income sources for the sustainability and growth of the Organization.
- Promote the Society's visibility to peers, colleagues and communities, including in speaking materials, communication with other organizations/individuals, and in Society credentials on personal and affiliation websites and social media.
- Serve on at least one Society Committee or Task Force each year and/or chair a function, meeting, or similar endeavor.

1.2 Executive Committee

The Executive Committee of the INS shall include the President and at least six (6) Board members selected and approved by the Board of Directors. Executive Committee members will confer monthly on matters of the Society.

The responsibilities of the Executive Committee are to:

- Formulate strategic initiatives to be executed by committees, task forces, other specifically designated groups, staff and the membership.
- Make recommendations to the Board on leadership, investments, bylaws changes, and other similar decisions.
- Deliberate on key issues facing the Society and recommend decisions or plans of action to be approved by the Board.

- Advance other initiatives as needed to ensure the sustainability, health and growth of the Society.
- Together with the President, identify staffing and management needs for the Society.
- Develop, review and revise, as needed, procedures governing staff transition.

1.3 President

The President of the Society (President) serves as the Chair of the Board of Directors. The President guides the Board of Directors to fulfill its responsibilities for the governance of the Society. The President works in partnership with the Board and the Executive Director to achieve the mission of the Society and to optimize the relationship between the Board and key staff.

The President will serve for a non-renewable term of two years, taking office at the end of the business meeting of the Annual Meeting of the Society.

The responsibilities of the President are to:

- Chair and participate in all meetings of the Board of Directors.
- Chair and participate in all meetings of the Executive Committee as a voting member.
- Champion and provide leadership regarding the Society's mission, services, policies, and programs.
- Work with the Executive Director to prepare the agenda for Board meetings.
- Work in partnership with the Executive Committee and Executive Director to ensure that Board decisions are carried out.
- Annually review and advise on the Society's budget.
- Maintain relationships with the volunteer leaders of the Society.
- Prepare the President-Elect to transition to leadership.
- Prepare and coordinate reviews of the Executive Director with the Executive Committee.
- Guide the Board of Directors to fulfill its responsibilities.
- Identify and discuss staffing and management needs for the Society with the Executive Committee and/or Board of Directors.
- Represent INS in a variety of liaison and public information activities.
- Attend and preside over the Annual Meeting.
- Appoint the Chair or Co-Chairs of the Program Committee.
- Fundraise for the Annual Meeting, and for the organization throughout the year.
- Monitor the budget for the Annual Meeting with coordination from the Executive Director and Secretary/Treasurer.
- Develop and appoint as needed ad hoc task forces to address Society needs and fulfill its mission, and on other matters that help to fulfill the President's duties.

1.4 President-Elect

The President-Elect collaborates with the President to learn the role of the President, to become familiar with the programs of the Society and its governance, and to facilitate Board transitions. The President-Elect assists and supports the President as needed.

The President-Elect shall become President at the end of the term as President-Elect. The President-Elect is elected during the first year of the President's two-year term, by secret ballot of the Board of Directors, following nomination by the Nominating Committee, and will include:

- Presentations by candidates, accompanied by candidate position statements submitted in advance.
- Question and answer between the Board and each candidate without other candidate(s) present.
- Group discussion of candidates, to be conducted in the absence of those candidates.
- Follow-up consultation process where Board members are free to speak with each other but with a time deadline established. Those Board members who do not want to hear from Board colleagues may opt-out of these conversations by contacting the Executive Director who will communicate to all Board members.
- When there is more than one candidate for President-Elect, a second meeting of the Board without candidates will then be held. No other conversation will be held following this meeting.
- A secret vote.

Board members and other personnel involved in this process shall treat all conversations and details from the above steps as confidential.

While the President-Elect need not be an existing member of the Board, they must have been a member in good standing of the INS for three (3) consecutive years immediately prior to their nomination. Upon election, a non-Board member President-Elect will become an ex officio voting member of the Board. If the candidate is in the final year of a Board term or would meet their term limit during their term as President-Elect or President, they may nevertheless continue to serve and as an ex officio member of the Board.

The responsibilities of the President-Elect are to:

- Attend and participate in all meetings of the Board of Directors and Executive Committee.
- Be informed about, help champion, and provide leadership regarding the Society's mission, services, policies, and programs.
- Assist the Board of Directors in carrying out its fiduciary responsibilities.
- Review agenda and supporting materials as needed prior to Board and Committee meetings and conference calls.
- Represent the Society on behalf of the President as needed.
- Attend the Annual Meeting.
- Annually review and vote on the Society's budget.
- Prepare and present information at meetings on behalf of the Society as needed.
- Work with Society staff to support outreach strategies for membership and fundraising.

- Serve as an ex officio voting member of the Executive Committee.
- Chair meetings when the President is unavailable to do so.
- Contribute to a review of the Executive Director and all staff.

1.5 Immediate Past President

The Immediate Past President provides advice and leadership to the incoming President and Board of Directors regarding past practices and other matters related to Society governance. The Immediate Past President supports the President and the President-Elect on an as-needed basis, up to the remainder of the incumbent President's elected term. The Immediate Past President performs the duties of the President in the absence or disability of the President and President-Elect.

The responsibilities of the Immediate Past President are to:

- Attend and participate in all meetings of the Board of Directors.
- Be up to date about the Society's mission, services, policies, and programs.
- Assist the Board of Directors in carrying out its fiduciary responsibilities.
- Participate as a member of Committees, as needed.
- Represent the Society on behalf of the President, as needed.
- Annually review and vote on the Society's budget.
- Attend the Annual Meeting.
- Contribute to a review of the Executive Director and all staff.
- Prepare and present information at meetings on behalf of the Society as needed.

1.6 Secretary/Treasurer

The Secretary/Treasurer provides oversight of meeting records and Society finances. The Secretary/Treasurer works with the President and Executive Director to ensure that meetings and actions of the Board of Directors are properly recorded and that the Society is carrying out its financial responsibilities.

The Secretary/Treasurer shall be a member of the Board of Directors, shall be selected and approved by the Board, and shall report to the Board.

The term length for Secretary/Treasurer shall be two years. The Secretary/Treasurer may serve for two consecutive terms, if elected and approved to a second term by the Board of Directors, but shall not serve for longer than two consecutive terms.

Responsibilities of the Secretary/Treasurer are to:

As Treasurer:

- Work with the Executive Director to monitor the INS budget and general financial status, and participate in the presentation of Society's financial status to the Board and Executive Committee.

- Advise the Board regarding the financial reports, annual audit, and the staff support necessary to properly fulfill financial controls and budget management for the Society.
- At the level authorized by the Board, approve payments of invoices and other financial activity of the INS.
- Fulfill other appropriate responsibilities as may be identified by the Board or Executive Committee.

As Secretary:

- Perform various administrative functions and approvals required of the Secretary of the INS.
- Review, and submit for approval to the Board, minutes from meetings of the Executive Committee and Board.
- Work with the Executive Director to monitor the governance activities and responsibilities of the INS as a nonprofit organization.
- Fulfill other appropriate responsibilities as may be identified as necessary and appropriate by the Board or Executive Committee.

2.0 STANDING COMMITTEES

2.0.1 DEI Advocates

In furtherance of the values articulated in the INS “[Commitment to Diversity and Inclusion](#)” statement and in fulfillment of the final recommendations promulgated by the Society’s Diversity & Inclusion Task Force, every committee constituted under section 2 of these Terms shall select at least one of its current members as a DEI Advocate — a volunteer committee-appointed position.

In selecting DEI Advocates, committees should consider which of its members best combines willingness to serve in the role, possession of suitable experience or positionality, and demonstrated skills in communication, collaboration, and leadership. Committee co-chairs and Student/Postdoc Representatives are discouraged from simultaneous service as a DEI Advocate, in order to avoid imbalance of responsibility.

Committees are expected to select their DEI Advocate(s) from the current committee roster once it is established, and report the selection to staff. A DEI Advocate is generally expected to hold the role for one year, and may be renewed by the committee to serve for multiple years. Advocates will typically be selected early in the calendar year, but committees may act at any time to appoint someone to the role if it is vacant.

Recognizing that the responsibility to honor and uphold the Society’s articulated values is first and foremost a collective one, the role of DEI Advocates shall be:

- To lead their fellow committee members in the maintenance of accountability to principles of justice, diversity, equity, inclusion, and fairness;
- To ensure that decisions taken by the respective standing committee are approached with due consideration for the interests of underrepresented and marginalized identity groups — with attention, as and where relevant, to race, ethnicity, nation of origin, religion, sexual orientation, gender identity, economic status, age, and disability.
- To meet with DEI Advocate counterparts on other standing committees on a regular basis so as to share insights, establish best practices, and identify issues;
- To work with DEI Advocate counterparts to produce a semi-annual report with insights and recommendations to be presented to the INS Board by one or more DEI Advocates.

2.1 Governance Committee

The Governance Committee consists of a Chair or Co-Chairs, two members of the Board of Directors, and one additional member from the general membership, who must have been an INS member in good standing for at least the three (3) consecutive years prior to their appointment, and one representative from the Student/Post-doc Committee. Committee members shall be elected by a vote of the Board of Directors. No more than two members of the Governance Committee (including Chairs) may also be members of the Executive Committee.

The Governance Committee shall report to the Board. All matters advanced by the Governance Committee shall be voted on by the Board.

The term length for all members of the Governance Committee shall be two years. Members of the Governance Committee may serve for two consecutive terms, if approved to a second term by the Board of Directors, but shall not serve for longer than two consecutive terms on the Committee.

The work of the Committee focuses on:

- Board composition, responsibilities, and effectiveness;
- Committee organization and responsibilities; and
- Other reviews affecting the growth and continuing sustainability of the Society.

The responsibilities of the Governance Committee include:

- Review and make recommendations to enhance the quality and future viability of the Board of Directors, committee structure, task forces, and other designated groups;
- Review bylaws and terms of reference, and recommend any needed changes to the Board; and
- Oversee a succession planning process for the President, President-Elect, Board members, Secretary/Treasurer, committee chairs/co-chairs, and other Society leaders.

2.2 Nominating Committee

The Nominating Committee consists of:

- a Chair or Co-Chairs,
- two members of the Board of Directors,
- one representative from the Student/Post-doc Committee, to be appointed by a vote of the Board,
- and five additional Committee members, to be appointed by a vote of the Board with the advice of the extant Nominating Committee.

No more than two members of the Nominating Committee (including Chairs) may also be members of the Executive Committee. Only Society members are eligible to serve on the Nominating Committee and may be self-nominated or nominated by another member.

The term length for all members of the Nominating Committee shall be two years. Members of the Nominating Committee may serve for two consecutive terms, if approved by the Board of Directors, but shall not serve for longer than two consecutive terms on the Committee.

The Nominating Committee shall report to the Board of Directors. All matters advanced by the Nominating Committee shall be voted on by the Board. The Board appoints the new members to the Board or renews the terms of existing members.

The principal responsibility of the Nominating Committee is to suggest new candidates for Board membership to replace those Board members with expiring terms or for a seat that is otherwise open. The procedure for suggesting such candidates shall be as follows:

- The Nominating Committee shall invite members of the Society to propose nominees to fill available seats on the Board.
- The Nominating Committee shall vet all nominees, and make additional nominations as needed, to create a preliminary slate of candidates including at least as many possible members as there are openings on the Board. This preliminary slate should take into account the need for balance and diversity in the membership of the Board.
- The Nominating Committee shall ask the candidates on the preliminary slate if they are willing to serve, should they be selected by the Board of Directors.
- The Nominating Committee shall present a slate of candidates to the members of the Society for an advisory vote, the results of which shall not be binding on the Board members, in compliance with the California laws governing the corporate status of the INS.
- The tally of the membership advisory vote shall be presented to the Board as part of a letter describing the final recommendations of the Committee. The tally shall remain confidential to prevent the appearance of being a binding vote or unduly influential, in compliance with California law as noted above.
- Board voting shall then proceed in the manner defined in § 1.1 above.

Additional responsibilities of the Nominating Committee are to:

- Solicit and nominate President-Elect candidates to the Board of Directors.

- Provide a recommendation to the Board regarding the appointment of new Nominating Committee members. To inform this recommendation, the Nominating Committee shall invite nominations from the members of the Society, make additional nominations as needed, and present a final slate of nominees to the members of the Society for a non-binding advisory vote.
- Establish a suitable recusal policy governing situations where a member of the Nominating Committee is also a nominee or candidate for the Board or the President-Elect role. The purpose of the recusal policy shall be to provide an opportunity for the remaining members of the Nominating Committee to discuss a Committee member's candidacy in their absence. The recusal policy should minimize the frequency and duration of mandatory recusals, and should not create a general prohibition on Committee members discussing their own candidacy or voting for a slate on which they are themselves listed.

2.3 Program Committee

The Program Committee is responsible for the content and execution of the Society's Annual Meeting.

Members of the Committee are appointed by the President in consultation with the Executive Committee, and consists of a Chair or Co-Chairs, three members of the Board of Directors, one representative from the Student/Post-doc Committee, and at least four additional Committee members selected from the general membership.

The Program Committee shall report to the Executive Committee.

The term length for all members of the Program Committee shall be one year. Members of the Program Committee may serve for two consecutive terms, if so appointed, but shall not serve for longer than two consecutive terms on the Committee.

The responsibilities of the Program Committee are to:

- Identify session and speaker topic areas for the core program of the Annual Meeting and the public session.
- Solicit speakers.
- Review abstract and poster submissions from the Society's membership.
- Fundraise for the Annual Meeting.
- Work with the Executive Director to identify a suitable venue, manage event planning, advertise and promote the event, and reach out to the media and other communicators.

2.4 Engagement & Outreach Committee

The Engagement & Outreach Committee is appointed by the President in consultation with the Executive Committee.

The Committee shall consist of a Chair or Co-Chairs, and 4-8 members selected from the general membership of the Society, at least two of whom are members of the Board of Directors, and one representative from the Student/Post-doc Committee.

The President shall make a call for nominations from the general membership, which can be made by self-nomination or nomination of others.

The Engagement & Outreach Committee shall report to the Executive Committee. The term length for all committee members shall be two years.

Members may serve for two consecutive terms.

The purpose of the Engagement & Outreach Committee is to provide advice, recommendations and guidance to the INS Board of Directors with respect to both short- and long-term engagement and outreach strategies.

Responsibilities of the Engagement & Outreach Committee include:

- Recommend and coordinate partnership approaches and strategies (e.g., joint webinars and satellite events) with external coalitions and organizations to increase the profile of neuroethics, the INS, and the work of its members/neuroethics practitioners.
- Propose and organize year-round activities that provide a platform for engaging with a variety of neuroethics issues and allow for interaction amongst the public, INS members, and other organizations and professions.
- Coordinate responses to outside requests for engagement and expertise in collaboration with and with oversight by the INS Executive Committee.
- Serve as a resource for INS members wishing to pursue engagement and outreach activities, by providing them with tools, resources, and expertise.

2.5 Membership Committee

The Membership Committee is appointed by the President in consultation with the Nominating Committee.

The Committee shall consist of a Chair or Co-Chairs and 4-8 members selected from the general membership of the Society, at least two of whom are members of the Board of Directors, and one representative from the Student/Post-doc Committee.

The President shall make a call for nominations from the general membership for Committee members, which can be made by self-nomination or nomination by others.

The Committee shall report to the Executive Committee.

The term length for all members of the Membership Committee shall be two years. Members may serve for two consecutive terms, if so appointed, but shall not serve for longer than two consecutive terms on the committee.

Responsibilities of the Membership Committee are to:

- Develop strategies and tactics to retain members
- Improve quality and breadth of member benefits, activities and services
- Collaborate with other committees on activities of mutual interest

2.6 Student/Post-Doc Committee

The Student/Post-Doc Committee consists of a Chair approved by the Board of Directors, an established INS member who will serve as a Faculty Mentor to the committee, and a minimum of 4-6 trainee members selected from the general membership of the Society and appointed by the Chair and the Faculty Mentor.

The Nominating Committee shall propose nominees for the Chair of the Student/Post-Doc Committee, and may do so through solicitation or by a non-binding advisory vote by the general membership.

The Committee shall report to the Board of Directors.

The term length for all members of the Committee shall be two years. Members may serve for two consecutive terms, if so appointed and still eligible to serve, but shall not serve for longer than two consecutive terms on the Committee.

Responsibilities of the Student/Post-Doc Committee are to:

- Represent the interests of trainee members of the Society.
- Oversee and adjudicate the Neuroethics Essay Contest.
- Make recommendations to the Board regarding initiatives for student and post-doc members.
- Coordinate communication and outreach efforts through the website, newsletter, and other media.
- Cultivate membership through strategic communication.

2.7 Advisory Committee

The Advisory Committee consists of past members of the Board of Directors, as well as senior advisors whose expertise is not otherwise represented on the Board. The Committee will consist of up to twelve (12) members voted on by the Board of Directors.

The term length for all members of the Advisory Committee shall be two years. Members may serve for two consecutive terms, if so appointed.

The purpose of the Advisory Committee is to provide critical external expertise to inform the Society's strategic planning, direction, and implementation, while preserving institutional memory. Advisory Committee members will meet with the President and/or Executive Committee up to four times per year to confer on matters of the Society. The Committee is purely consultative in nature.

3.0 AD HOC COMMITTEES AND TASK FORCES

3.1 Staff Search Committee

The Staff Search Committee is responsible for overseeing key staff personnel changes, including the Executive Director (ED) and other key staff.

The process for selecting new and/or replacing INS staff shall be:

- Upon a vote and counsel to do so by the Board, the Nominating Committee shall nominate a Chair for an Ad Hoc Search Committee (Search Committee), to be selected and voted on by the Board of Directors.
- The members of the Search Committee shall consist of Board members and members from standing committees of the Society, who can self-nominate or be nominated by other members of the Board.
- The Chair of the Committee, in consultation with the President and President-Elect, shall select members from the nominees to constitute a Search Committee of not less than five (5) members, taking into account balance and diversity in the membership of the Committee.
- The Search Committee will issue the call for applications, and will establish an interview and review process to select and forward the names and dossiers of the top five (5) candidates for ED and/or key staff to be interviewed by the Executive Committee.
- The Executive Committee shall select two finalist candidates to forward with names and full dossiers to the Board of Directors, who shall vote by secret ballot to determine the final candidate.
- Key personnel selected through this process may be appointed for a term of up to three (3) years, after which they may be reappointed by a vote of approval by the Board.

3.2 Task Forces

Task forces may be constituted from time to time by the President of the Society in consultation with the Executive Committee to fill gaps in the Society's mission.

These task forces shall be purely advisory in nature, and shall not be authorized to act independently on behalf of the organization (e.g., the Diversity & Inclusion Task Force, Safe Harbor Task Force, Emerging Issues Task Force).

Upon creation of a task force, the general membership will be solicited for nominations. The duration of a task force is one year, at which point it automatically sunsets and is disbanded, unless the President, in consultation with the Executive Committee, shall affirmatively renew the task force. In general, if its work will be ongoing, it should be proposed as a new Standing Committee to the Governance Committee, to be presented to the Board of Directors.