



# HOT Board Procedures

Ratified by the HOT Board on 27 July 2021.

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## Introduction

The Humanitarian OpenStreetMap Team is governed by its Articles of Incorporation and Bylaws, additionally these rules are presented by the Board of Directors to further explain how the board works. They have been ratified in the board meeting 27 July 2021 and may be changed by formal motion, majority vote in public board meetings and must be documented accordingly.

The board collectively decides on guidelines that govern their work. By ratification Board members collectively agree to respect these guidelines when executing their offices or other board duties. When in doubt, a board decision is called for.

## Board duties

The following are fiduciary duties that are at the core of all board work:

### Loyalty

Board members must:

- act in good faith and use the same care that an ordinarily prudent person would use in similar circumstances
  - be reasonably well-informed
  - monitor the status of the business on a regular basis
  - participate in board meetings and decisions

### Care

Board members must:

- act in the best interests of the organization
- disclose any personal interest they have in any of the organization's transactions and may not vote on or influence the awarding of any such transaction
- maintain the confidentiality of corporate information

### Obedience

Board members must:

- assure that the organization acts in compliance with its mission, bylaws and legal responsibilities
- the members of the board of directors are primarily responsible to the voting members who elect them.
- the members of the board owe a duty to keep within the powers of the corporation and within those of the board of directors



# Board positions

## Officers

The board consists of four board officers, three members at large and the Executive Director. The officers are:

- President
- Vice-president
- Secretary
- Treasurer

Board officers have to be appointed by the board after each election taking place. The four Board officers positions outlined here have to be elected by the Board and can be updated after every change in Board composition.

The Executive Director serves as an ex-officio (by virtue of holding office as Executive Director) member of the Board in a non-voting capacity.

## Size

The regular board consists of 7 board members, and the Executive Director.

## Resignations and Removals

When a board member chooses to resign or is removed from the board according to the procedures outlined in the bylaws the position has to be filled for the unexpired term, except when the next elections are less than 6 months away.



## Board meetings

Board meetings are conducted using Robert's Rules of Order. Board meetings can be attended by Voting Members but there is no right to vote during the meeting for Voting Members.

## Schedule

Board meetings shall take place at least once every month (at least nine per year) and last for one hour and a half.

## Voting

Only elected board members have the right to vote on board decisions. Voting procedures are conducted as outlined in Robert Rules or Order. In case of a tie, a motion is not adopted.

## Minutes

Minutes are published after approval at the next Board meeting. The minutes are in public, except for those agenda items the Board finds unsuitable for publication.

## Agenda

Setting the agenda is the responsibility of the Secretary and is defined together with other officers at the meeting of the Executive Committee. Any Board Member can add agenda items as they see fit. The order of the agenda follows Robert Rules of Order.

The agenda of the board meeting and instructions on how to join must be sent to the voting members at least one week ahead of the meeting. Any agenda items need to be added before this deadline.

## Agenda Items

Agenda items should have:

- A Board Member or invited individual to present.
- Timing and priority.
- A clear goal as to why they are on the agenda with:
  - 1: input: Present the issue/topic clearly
  - 2: discussion: An on-topic discussion directed towards an outcome.
  - 3: output:
    - A decision by the board in the form of a vote.
    - One or more action items.

## Action items

To expect Board Members to follow up on action items they:

- are Specified clearly in the minutes.
- have one Board Member that is responsible but can be assisted by others.
- have clearly specified on both content and scope.
- have a deadline.



## Executive sessions

The board may discuss matters without management present, either in special meetings or in specially announced parts of the board meetings.

## Collaboration

### Time commitment

Board members at-large are expected to provide a minimum of 10 hours/month of work for HOT. Members who are taking on a role as one of the officers are going to spend around 15 hours/month and the president is expected to be available 20 hours/month.

### Response time

- Message to board should include a clear ask and explicit deadline/expectation for response
- Reply early and proactively when you can't meet a response deadline
  - "no silent fails"

Circular resolutions: 1 week

Urgent matters (must be sent as email and need to be highlighted as URGENT in the email subject line): Within 48 hours.

General feedback: within one week

## Committees

The following committees exist and conduct business of the board:

- Executive
- Code of Conduct
- Finance
- Risk Management
- Strategy

The four Board officers together with the Executive Director form the Executive Committee. Every board member is expected to participate in at least two committees unless agreed otherwise by the Board.



## Communication

Main communication channel: email list

Informal communication channel: Slack

Board members may be asked to convey board decisions to third parties. In doing so, they have a duty to represent the board's decisions factually. Board members can refer to the public Board meeting minutes where the decision process is detailed.

In internal conversations (within the voting membership) they may express their disagreements with board decisions, and they are always able to submit a written statement to the board which shall be recorded in the board minutes.

## Point of contact

For members the point of contact can be any board member but preferred is either the Secretary or the board email address [board@hotosm.org](mailto:board@hotosm.org).

## Reports

### Annual report

The board president reports on board activities and relevant changes each year.

### Personal annual report

Each exiting Board member should publish a short, individual report on their ongoing efforts, the key learnings, challenges and achievements the person as board member helped to reach in their term.



## Signed and ratified 27 July 2021

President

Miriam Gonzalez

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Vice-President

Felix Delattre

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*Felix Delattre*  
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Secretary

Ben Abelshausen

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Treasurer

Rob Baker

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*Rob Baker*  
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Member-at-Large,  
Getrude (Trudy Hope ) Namitala

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*Getrude Namitala*  
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Maning Sambale

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*Emmanuel Sambale*  
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Member-at-Large

Kate Chapman

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*Kate Chapman*  
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