



International
Confederation
of Midwives

Strengthening Midwifery Globally

GOVERNANCE POLICIES

OF THE INTERNATIONAL CONFEDERATION OF MIDWIVES

- The ICM Confederation
- The Role of the ICM Board and Head Office
- Electing the ICM Board (in development)
- Becoming a Member of ICM

APPROVED: FEBRUARY 2022



INTRODUCTION

Through our Governance Policies, ICM expresses the philosophy, accountability and specifics of its goals and the parameters in which we operate. They establish our commitment to our mission and vision to those we represent.

ICM's By-Laws were updated in June 2020 by agreement of the ICM Council. However, it was thought further improvements could be made. At the Council meeting in June 2021 recommendations were made and approved for the following changes:

The ICM By-laws are replaced with Governance policies.

An Independent Election Committee is established to support the Council and the six Regions through the election processes to ensure the appointment of a Board with the right skills for good governance.

The President, Vice President and Treasurer will no longer convene in an Executive Committee, but instead can have roles of chairs in Board Committees.

The Treasurer does not need to be a midwife but must be someone with financial skills.

The governing policies in this document reflect these decisions of the Council and replace the current By-laws of the ICM. They include policies which clarify the way the Board delegates its authority to the Chief Executive and through limitation policies, which apply to the President, Vice-President, Treasurer and Chief Executive, establishes the boundaries and activities of those positions.

The policies will sit alongside the existing governing policies and replace others. Where policies have been replaced it will be highlighted in the new policy.

Mission

To strengthen Midwives' Associations and to advance the profession of midwifery globally by promoting autonomous midwives as the most appropriate caregivers for childbearing women and in keeping birth normal, in order to enhance the reproductive health of women, their newborns and their families.

Vision

ICM envisions a world where every childbearing woman has access to a midwife's care for herself and her newborn.

Governance Policies

- [The ICM Confederation](#)
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THE ICM CONFEDERATION

1. Purpose

The aim of the Confederation is to advance worldwide the goals and aspirations of midwives in the attainment of improved outcomes for women, their newborns and families during the childbearing cycle, using the ICM midwifery philosophy and model of care. ICM has and continues to solidify its added value to the broader landscape of partners by contributing to improving sexual, reproductive, maternal, newborn, child, and adolescent health (SRMNCAH), gender equality, and equal access to quality health care for women and communities. With this role comes the responsibility to serve as a convenor, connector, and catalyst, both within the midwifery sector and outside – representing the interests of Member Associations (MAs) and midwives across new sectors, allies outside of the midwifery space, decision-makers, and non-traditional partners, and expanding the recognition and support that midwives receive.

ICM works closely with the WHO, UNFPA, UN Agencies and other global professional health care organisations promoting the aims of the Confederation internationally.

ICM provides learning opportunities by enabling knowledge exchange in midwifery and reproductive health issues. Our programmes and projects coordinate action aimed at developing the resilience of midwives' associations, whilst tackling major health issues for childbearing women and reducing neonatal mortality.

ICM will host meetings that provide both global and regional fora for Confederation members to work together on priority areas and activities based on the needs and suggestions of the Member Associations. Between meetings, exchange between members is coordinated by the Head Office and a representative governing Board Member, appointed by the Council.

2. Structure of the Confederation

The Confederation is composed of Member Associations of midwives and governed by the Council who is the highest authority of the Confederation. The Confederation has three categories of membership; Full, Affiliate and Associate. The Council comprises those with full membership who have the right to vote at Council Meetings. Each Full Member Association is represented by one or two delegates and organised into six geographical regions.

The business of ICM is administered by the Board and Head Office, on behalf of the Council. The registered Head Office is located in The Hague, The Netherlands and the Confederation is bound by the provisions stated in the Articles of Association (referred to as the Constitution in these policies) incorporated under the laws of the Netherlands.



2.1. The Regions

Member Associations are organised into six geographical areas. They are:

- Africa
- America
- Eastern Mediterranean
- Europe
- South-East Asia
- Western Pacific

Each region is made up of Member Associations of midwives who elect their representatives to the Council. Member Associations can request to be placed in another region other than the one in which they are located geographically, subject to the approval by the requested region and the Council.

2.2. The Council

- Is the decision-making authority of the Confederation which sets the strategic direction of ICM and a mandate to the Board;
- Members of the Council are nominated by their Member Associations;
- Meets annually and once every three years for the Triennial Council meeting;
- Only Full Member Associations that have paid their annual membership fee can vote at Council meetings and each such association has two votes;
- Council meetings are chaired by the President of the Board or in their absence any member of the Board, except the Treasurer.



2.3. The Board

- There are three office holders of the Board; the President, Vice-President and the Treasurer. The rest of the Board are made up of Regional Board Members from the six regions, with each region having one Board member;
- Board Members serve a three-year term, with the possibility of a second term. The President and Vice-President are elected at the ICM Triennial Council meeting. Other members are elected by their regions and the Treasurer is appointed by the Independent Election Committee (IEC)
- The Board's purpose is to implement the decisions of the Council and lead the formulation of a strategic plan. They are responsible for the overall governance of ICM and are guided by Board Governance Policies;
- The Board gives authority to the Chief Executive who is given guidance by written policies (Chief Executive Limitations Policies) and formal decisions of the Board;
- Members of the Board (apart from the Treasurer) must be a midwife belonging to a Full Member Association.

2.4. The Chief Executive and Head Office

- The Chief Executive is responsible for the day-to-day operations of ICM's Head Office, aligned with ICM's Strategy and following the decisions of the ICM Council and the Board;
- The Chief Executive makes decisions and develops activities for the Head Office which are considered appropriate to achieve the goals of ICM;
- The Head Office establishes and manages communication channels for effective liaison with Member Associations, the Board, core partners and other organisations;
- The Head Office records and maintains accurate minutes of all meetings of the Council, Board and other committees of ICM.

3. The Role of the Council

The main business of the Council is conducted by holding meetings, either in person or by digital technology. In exceptional circumstances written notice of meetings may be posted but the norm will be by email to the last known address of the Member Association.

The Council meets once a year and holds a Triennial Council meeting every three years, which is usually held at the same time as the ICM Congress. Each Full Member Association may have up to two representatives attend meetings, irrespective of the size of the association.

ICM acknowledges the language diversity of our members. English, French and Spanish are the three official languages of the Council and interpretation is provided during Council meetings. Delegates of suspended Member Associations cannot take part in Council meetings but can attend as observers on application to the Head Office.

3.1. The Council's main areas of responsibility:



- a. Approving amendments to ICM's Articles of Association;
- b. Voting in the ICM Board;
- c. Setting broad directions for the Triennial Strategy for ICM which in turn is considered by the Board that has delegated responsibility to develop the strategy;
- d. Delegating governance via a mandate to the Board;
- e. To approve, amend or reject business or resolutions on professional issues proposed by Full Member Associations or the Board
- f. Suspending, reinstating and hearing the appeals of suspended Member Associations;
- g. Having the authority to dissolve the Confederation.

3.2. The role of a Council Delegate:

- a. To be aware of their responsibility in contributing to the efficient functioning of Council as the final authority for ICM strategic direction and core documents;
- b. To undertake all official business within the ICM Constitution and Governing Policies;
- c. To abide by the process agreed at the start of Council meetings; and
- d. To be respectful of differing points of view.

3.3. Annual Council Meeting

The following defines how meetings will be convened, who is entitled to attend, who can vote and the general procedures of the meetings.

- a. The Chief Executive will send email notification of the proposed date of a meeting to all Member Associations, and the Board along with a request for agenda items, at least 100 business days prior to the date of the meeting. Requests for items to be added to the agenda must be returned to the Chief Executive no later than 70 business days from the date of the proposed meeting.
- b. Full Member Associations must email the names of delegates attending the meeting to the Chief Executive, at least 40 business days from the date of the proposed meeting.
- c. Confirmation of the date, time, and place (physical or virtual) of the meeting will be emailed at least 30 business days before the meeting, with the agenda and supporting documents for the meeting. The agenda will include:
 - The Annual and Financial Report (including the Auditor's opinion) with suitable explanatory notes, for ratification by the Council;
 - Consideration of the suspension and reinstatement of Member Associations including appeals from a suspended Member Association;
 - To approve, amend or reject business or resolutions on professional issues proposed by Full Member Associations or the Board.
- d. At the beginning of the meeting, lists of midwives and other interested persons wishing to observe the meeting, will be provided for approval. Observers will be seated separately (at a face-to-face



meeting) from delegates and are not allowed to speak to Council unless given permission to do so by the Chair.

- e. When there is a face-to-face meeting, Full Member Associations may appoint a proxy by completing and emailing the appropriate Form of Proxy to the Chief Executive, no later than seven days prior to the start of the Council meeting. Associations holding a proxy vote from another, must indicate to the Council, what type of proxy vote they hold (directed or non-directed). Proxy votes may only be taken by a fellow delegate and cannot be used in virtual meetings (via digital technology).
- f. If asked, the Chairperson may give consent for the Chief Executive to speak to the Council.
- g. Delegates will be able to vote on all matters presented at the meeting. Board members may vote at Council providing they do not make up more than 50% of the votes cast at the meeting. The Board including the Chairperson will declare their intent not to vote in cases of perceived, actual or potential conflicts of interest, such as finance matters or specific matters of governance of the Confederation.
- h. Each delegate (representing a Full Member Association which has paid its annual membership fee) has one vote. Where a Full Member Association has only one delegate present, then that delegate may cast two votes for the Association.
- i. The quorum for all Council meetings (including digital) will be a quarter (25%) of the total number of Full Member Associations, represented by one or two delegates. This will be calculated using the register of delegates confirmed at the start of the meeting, and who are entitled to vote. No formal business may be transacted at a meeting without a quorum. If a quorum is not achieved the Board will convene a new Council meeting.
- j. Decisions of the Council will be by a simple majority of votes. Voting may be by a show of hands, written ballot or a digital technology voting system.
- k. The Chairperson will announce the outcome of a vote.
- l. Minutes of the meeting are the responsibility of the Chief Executive. The minutes can be recorded with action notes added. The draft minutes should be signed by the Chairperson and Chief Executive and approved electronically by the Board and Council delegates registered at the meeting.

3.4. Triennial Council Meetings

A Triennial Council meeting has a larger agenda than the Annual Council meeting as it often coincides with the ICM Congress. Delegates have the opportunity to review the Confederation's progress against its Triennial Strategic Objectives in more depth and sets the broad strategic direction for the next Triennial.



- a. The Chief Executive will send email notification of the proposed date of a meeting to all Member Associations, elected office holders and the Board, along with a request for items for discussion and resolutions, at least 100 business days prior to the date of the meeting. Requests for items to be added to the agenda must be returned to the Chief Executive no later than 70 business days from the date of the proposed meeting. Emergency items submitted after this date will be considered for inclusion on the agenda by the Board and chairperson of the Council, provided that sufficient reason is given for its late submission.
- b. Full Member Associations must email the names of delegates attending the meeting to the Chief Executive, at least 40 business days from the date of the proposed meeting.
- c. Confirmation of the date, time, and place (physical or virtual) of the meeting will be emailed to Full Member Associations, and Board Members, along with the agenda and supporting documents at least 30 business days before the meeting. The agenda will include those items discussed at Annual Council meetings and:
 - The report of the Board of the activities of the Confederation since the last triennial Council meeting;
 - The Annual and Financial Report (including the Auditor's opinion) with suitable explanatory notes, for ratification by the Council;
 - Consideration of the suspension and reinstatement of Member Associations including appeals from a suspended Member Association;
 - To approve, amend or reject business or resolutions on professional issues proposed by Full Member Associations or the Board ;
 - Information to determine the amount of Member Association fees;
 - Elect and appoint members of the Board;
 - Select two top bids from Member Associations to co-host the Triennial Congress (for the Head Office and Board to evaluate and decide on).
- d. Items **f to l** listed above under Annual Council Meetings, also apply to the Triennial Council Meetings.
- e. Association members must have prior approval from their association, to attend the meeting as an observer. The names of observers must be submitted via email to the Chief Executive no less than 20 business days prior to the Council meeting. An attendance fee may be charged.
- f. Other interested persons (including media representatives) may attend Triennial Council meetings as observers if permission is granted by the Board. An application must be made in writing, preferably by email, to the Chief Executive no less than 20 business days prior to the Council meeting. An attendance fee may be charged.
- g. Observers will be seated separately from delegates and are not allowed to speak to Council unless given permission to do so by the Chairperson.



- h. The ICM Board is elected by Council delegates who are entitled to vote. The detail of the election process is contained in the ICM governing policy - **Electing the ICM Board**.
- i. Proxy votes are not allowed at Triennial Council meetings.

3.5. Special Meetings

- a. Council meetings may be held as frequently as the Board considers necessary. If the Board receives a written request to hold a meeting (sent to the Chief Executive by email or post) from 10% of the Full Member Associations, it must arrange a meeting of the Council no later than 20 business days from receipt of the request.
- b. The Board has 14 days to respond to the request; if it fails to respond to the request within the designated time, the associations submitting the request may convene a meeting in accordance with Article 13 of the Constitution.

3.6. Amendments to the Constitution (Articles of Association)

The Council has the authority to change ICM's Constitution if the following conditions are met:

- a. Proposed amendments must be submitted with supporting information and the rationale for the change. Any financial implications (including the costs of commissioning a Dutch notary) must be considered and detailed in the proposal.
- b. Proposed amendments must be submitted by email to the Chief Executive no later than 70 business days before an Annual or Triennial Council meeting.
- c. A resolution to amend any article/s, will need a two-thirds majority of the votes cast in that meeting for the amendment to pass. The amendment will come into effect once a deed of amendment is registered before a civil law Notary in the Netherlands.

4. Review

This Policy will be reviewed every two years by the Board who will ensure it reflects any changes in best practice and legislation.

5. Other Related Documents

- Governance Policy: The Role of the ICM Board and Head Office
- Governance Policy: Electing the ICM Board Policy (in development during 2022)
- Governance Policy: Becoming a Member of the ICM



6. Approval

Approved by the ICM Board on 24 February 2022.

Signature:

A handwritten signature in black ink, appearing to read 'Franka Cadée', written over a light blue grid background.

Franka Cadée, ICM President

Next review: February 2024



THE ROLE OF THE ICM BOARD AND HEAD OFFICE

1. Board Purpose

The Board collectively represents, leads, and serves the International Confederation of Midwives (ICM) and holds itself accountable by committing to act in ICM's best interests. The Board will ensure that all action taken on behalf of ICM is consistent with Dutch law and the Board's policies.

The Board's purpose is to implement the decisions of the ICM Council and is responsible for the overall governance of ICM and is accountable for all actions and decisions of ICM.

The Board, with the support of the Head Office led by the Chief Executive, are committed to achieving the goals and mission of ICM, ensuring it operates according to its values. It will effectively govern by challenging its decisions, maintaining good relationships with each other and having oversight of the Chief Executive (through the President of the Board and the Chief Executive Compliance Committee).

The Board will be supported by Board committees to further the activities of ICM, defined in the following Governing Policies and Terms of Reference:

- Board Committee Process;
- Board Governance Committee Terms of Reference;
- Board Chief Executive Compliance Committee Terms of Reference;
- Board Finance, Audit & Risk Committee Terms of Reference

2. Governing Commitments

The Board will act ethically and with integrity encouraging full consideration of diverse viewpoints. The Board's focus will be on governance matters rather than administrative/operational management issues that are the domain of the Chief Executive and Head Office. The Board will respect the separation of Board and Chief Executive roles and responsibilities.

Commitments are:

- a. Decisions will be made with consideration of the long-term aims of the ICM.
- b. The Board will function as a single body respecting the opinions and personal strengths of individual members. All decisions will be made by consensus; when a consensus cannot be achieved formal voting will take place, with a majority of votes being upheld. In tied votes the President will have the casting vote.
- c. No individual member, or committee of the Board will be permitted to limit the Board's performance or prevent the Board from fulfilling its commitments. Differences of opinion may arise from time to time and ordinarily should be resolved amicably. If this is not possible then mediation will be used as defined in the Board Code of Conduct.
- d. Members are free to challenge the status quo, focusing on the delivery of ICM's strategy and performance. This will include:
 - Ensuring ICM meets its legal obligations;
 - Demonstrating the value it brings to its membership;



- Having oversight of ICM’s financial viability;
 - Managing risks; and
 - Allocating resources to best serve its beneficiaries with periodic assessment of the impacts achieved and progress towards meeting strategic directions.
- e. The Board is responsible for its own performance and commits itself to continuous improvement. The Board will assure that its members receive training and professional support as necessary to ensure effective governance. Specific training on justice, equity, diversity, and inclusion (JEDI); financial management; and Board governance will be part of Board member induction/training.
- f. The Board will undertake periodic self-assessment with full, honest and timely participation by all members. The assessment will include evaluation of the Board’s effectiveness as a whole.

These commitments are principally fulfilled through the decisions and actions of the Board but also include the Chief Executive and those members of Head Office staff who have been granted delegated powers.

3. Role of the Board and its Elected Officeholders

The ICM Board has three officeholders who are the President, Vice-President, and Treasurer; and ten regional Board Members (reducing to six from 2023). Board Members are appointed for a three-year term, with a possible second term. The President, Vice-President and Regional Board Members are appointed by the ICM Council, and the Treasurer is appointed by the Independent Election Committee. Board Members can be appointed at any time during the term of a Board resulting in some three-year terms, straddling membership of two boards.

3.1. The Board

The Board will:

- a. Advocate for the ICM.
- b. Evaluate Chief Executive performance. This is a duty of the President and the Chief Executive Compliance Committee.
- c. Evaluate Board performance.
- d. Evaluate and approve Board level contracts, including the appointment of external auditors on recommendation of the Treasurer and Chief Executive.
- e. Appoint Board committees whose delegated responsibilities, if any, will be defined in their terms of reference. Each committee can be chaired by one of the three elected officeholders of the Board, who are responsible for effective liaison between the committee and the Board. The Board can form and remove committees as they think fit in order to manage the affairs of ICM.
- f. Review and approve the Annual Audited Accounts from the External Auditor; approve ICM’s response to the Auditor’s management letter; and approve the proposed budget for the next financial year with a projection of the finances as presented to the Board by the Chief Executive and Treasurer.
- g. Monitor budgets with guidance from the Treasurer, Chief Executive and Finance, Audit and Risk



Committee.

- h. Evaluate and approve contracts for services procured by the Board i.e. for external consultancy services, professional advisors or training and development.
- i. Make recommendations to the Council on the fee structure. The fee structure is reviewed by the Board every three years in alignment with the strategy timeline.
- j. Contract independently with legal counsel to support the Board in its work.
- k. Each triennium, the newly elected Board will convene as soon as possible after the end of the Triennial Council meeting (but after conclusion of any associated Triennial Congress), to consider decisions taken at the Triennial Council meeting and agree priorities.
- l. Submit a report to each Triennial Council meeting detailing the activities and strategic objectives of the ICM and its performance over the triennium, with recommendations for its future development and next triennial strategy.
- m. Submit to each annual meeting of the ICM Council, the Annual Report and Annual Audited Accounts with suitable explanatory notes for the previous financial year.
- n. Make all necessary arrangements for holding Council, Congress and other business meetings, including the preparation of agendas for each meeting. Documentation must provide sufficient information for effective decision making.
- o. Evaluate sites for Triennial Congresses. The Chief Executive will present the two top bids to co-host the triennial congress made by Member Associations, accompanied by the business case for each bid. The Board will agree a site and decide the theme for the congress following advice from the Head Office.

The three officeholders of President, Vice President and Treasurer have specific duties and responsibilities which are defined as follows.

3.2. The President

The President assumes responsibility for the leadership and governance of the Confederation, its development and viability within the Constitution (Articles of Association) and Governance Policies. The President is accountable to the ICM Council to lead on the development, funding, implementation, and evaluation of the strategic direction and goals of ICM in collaboration with members of the Board and the Chief Executive.

The President will:

- a. Liaise with and manage the Chief Executive;
- b. Undertake specific responsibilities as set out in the ICM President Terms of Reference (currently under review), reviewed and updated by the Board each triennium;
- c. Provide leadership to establish the Board's goals, ensuring the Board's continual development and



- good working relationship with the Chief Executive and Head Office;
- d. Set measurable goals for the Board's effectiveness as a team;
- e. Chair the Governance Committee;
- f. Participate in global events where she is invited to advocate and promote the voice of midwives globally.

3.3. The Vice-President

The Vice-President has responsibility for the governance of ICM, its development and viability within the Constitution and Governance Policies.

The Vice-President will:

- a. Assume the responsibilities of the President as required;
- b. Undertake specific responsibilities as set out in the ICM Vice-President Terms of Reference (currently under review) reviewed and updated by the Board each triennium;
- c. Chair a Board Committee as relevant;
- d. Contribute as an effective team member of the Board.

3.4. The Treasurer

The Treasurer has responsibility for the financial health of ICM advising on financial reporting, financial risk management and audit matters.

The Treasurer will:

- a. Undertake specific responsibilities as set out in the ICM Treasurer Terms of Reference (currently under review) reviewed and updated by the Board each triennium;
- b. Work with the Chief Executive to develop an annual budget for ICM;
- c. Provide critique and analysis of financial budgets and reports made to the Board;
- d. Prepare, with support from the Chief Executive, the narrative for presentation to the Council of the annual and triennial financial reports;
- e. Chair the Finance, Audit and Risk Committee; and
- f. Advise the Chief Executive on financial matters.

4. Election of the Board

The selection of each Board Member, including the President, is central to the successful leadership, strategic development and organisational performance of ICM. The preparation of new Board Members and maintaining the performance of established ones are important activities in the achievement of good governance.

To fulfil these expectations:

- a. ICM will recruit and appoint appropriately qualified or experienced individuals from its membership (the Treasurer does not need to be a member), who come from a diverse range of backgrounds and bring a good balance of skills.
- b. The Board is recruited using a competency model to assess their skills and experience. The process will be undertaken by the IEC who will ensure the Board reflects the diversity of the members they represent. ICM's regions will nominate candidates to be considered by the IEC. The candidates will be assessed by the IEC who will recommend, for consideration by the



regions, the candidates who meet the selection criteria. The Midwives' Associations with Full membership will participate in regional meetings to decide who they will nominate to represent them.

- c. Board Members will have written terms of reference explaining their governance and legal duties, commitments to the Board and any personal liabilities. This will be supplemented with other documents i.e. a Code of Conduct.
- d. Board Members will complete an induction programme, which will include an introduction to ICM, ICM governance principles, overview of finance and budgets, key policies and risk.

5. Term of the Board

The terms of office of the President, Vice-President, Treasurer and other Board Members will be for a period of three years with an option for re-election to an additional three years. No member can serve more than two terms on the Board.

If during the term in office a member of the Board resigns or is unable to fulfil the role for another reason, the IEC will be asked to oversee the election of a replacement. If there are less than nine months before the election of a new Board, another member of the Board may fill the role to carry out tasks specifically related to that role (if the remaining Board Members agree). No extra vote will be assigned to the Board Member filling in for the vacant role.

6. Board Conflicts of Interest

Board Members are expected to avoid conflicts of interest involving all matters considered by the Board. A conflict of interest exists when a Board Member is confronted with an issue where the Board Member has, or appears to have, a personal or financial interest; or an issue or circumstance that could make the Board Member unable to devote complete loyalty and commitment to the interests of ICM.

Where perceived, actual or potential conflicts of interest exist, they must be reported promptly, and appropriately documented in the Conflict of Interest Register. Individual, family or business interests or gifts/hospitality received, should be fully disclosed and entered into the Board's Conflict of Interest register.

Further guidance is contained in the Board Code of Conduct.

7. Suspension and/or Removal from Office of a Board Member

The Board can suspend or dismiss a serving member by a vote of two-thirds of the remaining Board Members. This will be a last resort, and where possible, the Board Member will be asked to resign.

The following are examples of reasons a Board Member could be considered for suspension or removal:

- Sustained conflict of interest on the part of the Board Member;
- Continued failure to attend Board meetings without being excused by the President;



- Unethical behaviour;
- If the Association of which the Board Member is a member is suspended or removed;
- Lack of participation in the responsibilities of the Board outlined in the Board Members' Terms of Reference ;
- Breach of any of the provisions in the Board Members' Code of Conduct.

8. Board Meetings

The majority of the Board's business will be conducted via online meetings and the objective is to have meetings that are focused, energised and with clear goals and well-defined outcomes. To ensure Board meetings are conducted with the utmost value and efficiency, allowing participation from all, Board Members will:

- a. Come to meetings fully prepared and having read all documents to be discussed at the meeting.
- b. Communicate openly and respectfully with each other and any invited staff or guests.
- c. Allow the Chair to facilitate an orderly meeting according to the pre-set agenda.
- d. Regular meetings of the Board will be held as determined by the Board.
- e. Meetings can be held in person or virtually using digital technology. The working language of the Board is English and all Board documents, including agendas and supporting materials will be written in English.
- f. Notice of Board meetings will be sent by email or other digital technology. In exceptional circumstances written notice may be posted to the last known address of the Board Member. Notification of meetings will be sent at least ten business days prior to the date of the meeting, stating the day, time, and place (physical or virtual) of the meeting.
- g. The Head Office will ask Board Members to submit items for meeting agendas in advance and will set a deadline for receipt of all documents so that the agenda may be distributed to Board Members in a timely manner. The agenda will be finalised by the President and distributed to Board Members with all supporting papers five business days before the meeting.
- h. No other business will be discussed at a Board meeting other than that specified in the agenda unless the President/Chair considers it urgent. No documents should be presented at the meeting without the prior consent of the President/Chair.
- i. The quorum for all Board meetings will be one-half of its total membership plus one; unless otherwise specified, this must include the President or Vice-President. No formal business may be transacted at a meeting without a quorum present.
- j. Attendance of non-Board Members at meetings will be at the invitation of the President/Chair of the



meeting. Persons invited to attend will withdraw from the meeting if required by a resolution of the Board Members present.

- k. It is the responsibility of the Chief Executive to minute all meetings; all minutes will be ratified and signed by the President or Chair of the meeting.
- l. **Special Meetings** - Special meetings of the Board or any committee designated and appointed by the Board, may be called by the President or any two Board Members; or, in the case of a committee meeting, by the Chair.
- m. **Action by the Board Without a Meeting** - Any action which could be taken at a meeting of the Board, may be taken by mutual consent of the Board, without a meeting. Such consent must be reflected in the minutes of that meeting as if it were the minutes of an ordinary Board meeting.

9. The Head Office and Role of the Chief Executive

The Chief Executive is responsible for the day-to-day management of ICM's Head Office, following the decisions of the ICM Council and the Board. The Board will provide guidance to the Chief Executive through written policies and direct the Chief Executive through official documented decisions of the Board, to avoid any confusion whether direction has been given.

9.1. Main principles:

- a. The Chief Executive is authorised to establish any administrative policies or regulations, make any decisions and develop any activities for the Head Office, which the Chief Executive considers appropriate to achieve the goals of the ICM. The Chief Executive is not expected to seek Board approval or authority for any decision falling within the Chief Executive's area of delegated authority but should keep the Board apprised of any important decisions and the President informed of operational activities on a need-to-know basis.
- b. All staff members are considered to report directly or indirectly to the Chief Executive. The Board will never give direction to any contractor appointed by the Chief Executive or to any staff without the prior consent of the Chief Executive. Head Office staff will seek the agreement of the Board President to give direction to any Board appointed contractor.
- c. The Chief Executive may conclude that a request received from an individual member of the Board or a committee requires a substantial amount of staff time or is unreasonable. In this instance the Chief Executive may request that the member or committee refer the request to the President for authorisation.
- d. The Board will not participate in decisions or actions involving the hiring, evaluating, disciplining or dismissal of any contractor or employee hired by the Chief Executive, other than the position of Chief Executive.
- e. The Chief Executive is not a Board member and therefore cannot participate in any votes of the Board.



9.2. Responsibilities of the Chief Executive

The Chief Executive is responsible for the leadership and management of the daily business of ICM, in line with the strategic aims, Board Chief Executive Compliance Policy, risk appetite and long-term objectives approved by the ICM Council and the Board.

The Chief Executive will:

- a. Make decisions in all matters affecting the operations, performance and implementation of ICM's strategy, except for those matters reserved for the Board or specifically delegated by the Board to its Committees.
- b. Work closely with the President of the Board to ensure a good working relationship is established with the Head Office, and that the Board understands any constraints of the Head Office.
- c. Present accurate, timely and relevant reports to the Board and Council, needed for the successful monitoring of ICM's progress and performance against agreed objectives at frequent and regular intervals.
- d. Maintain and develop ICM's reputation and relationships with the media, regulators, governments, funders, local communities, suppliers and other stakeholders.
- e. Represent ICM in diverse settings to promote the Confederation's commitment to women, their newborns and families.
- f. Be responsive to the issues of midwifery and maternity care worldwide by effective management, planning, programme development, advocacy and fundraising in accordance with ICM Triennial Strategy.
- g. Establish excellent communication channels for effective liaison with members, Member Associations, core partners and other organisations.
- h. Record and maintain accurate minutes of all meetings of the Council, Board and other committees of ICM.
- i. Designate at least one other senior member of the Head Office leadership team who is familiar with the Board's governance process and issues of current concern and is capable of assuming Chief Executive responsibilities on an emergency basis and during Chief Executive leave periods.
- j. The Chief Executive will keep complete and accurate financial records and inform the Board of changes affecting ICM's financial health.
- k. The Chief Executive will ensure that ICM meets all its contractual obligations.
- l. Recruit, employ, develop, evaluate and compensate employees to enable ICM to accomplish its work within the approved budget.
- m. Promote an organisational culture that treats everyone with respect, dignity and courtesy,



promoting a regionally diverse ICM Head Office team to achieve JEDI principles as a global organisation.

- n. Have processes in place to effectively manage complaints.
- o. Have processes in place to support staff experiencing work-place issues.

10. Review

This Policy will be reviewed every two years by the Board who will ensure it reflects any changes in best practice and legislation.

11. Superseding of existing policies

Existing Board Governing Policies and Terms of Reference this Policy Supersedes:

- Board Governing Process
- Board Meeting Process
- Board Orientation Policy
- Board Research Standing Committee Terms of Reference
- Board Regulation Standing Committee Terms of Reference
- Board Education Standing Committee Terms of Reference
- Board Media and Public Relations Policy
- Board Fundraising and Public Relations Policy
- Board Code of Conduct, Confidentiality Agreement and Conflict of Interest Declaration (will be merged with Board Code of Conduct Policy)

12. Other Related Documents

- Governance Policy: The ICM Confederation
- Governance Policy: Electing the ICM Board
- Board Terms of Reference
- Board Conflict of Interest Policy
- Board Chief Executive Compliance Policy
- Board Code of Conduct Policy

13. Approval

Approved by the ICM Board on 24 February 2022.

Signature: 
Franka Cadde, ICM President

Next review: February 2024



International
Confederation
of Midwives

Strengthening Midwifery Globally

ELECTING THE ICM BOARD

This policy is in development and expected to be in place by the end of 2022.



BECOMING A MEMBER OF ICM

1. Purpose

The primary purpose of ICM is to support, represent and work to strengthen its Member Associations throughout the world.

ICM's Member Associations form the Confederation and are empowered to shape the direction and global policy of ICM through representation on the ICM Council. This is achieved by setting directions for the ICM Triennial Strategy; raising the profile of midwives and midwifery services globally; and contributing to ICM's global research and policy development to inform governments and partner organisations to better support midwives and midwifery services.

2. Membership

The Confederation is comprised of Member Associations of midwives who govern via the ICM Council, the highest authority of the Confederation.

Member Associations are organised into six geographical areas. They are:

- Africa
- America
- Eastern Mediterranean
- Europe
- South-East Asia
- Western Pacific

Each association is entitled to representation by two delegates as members of the Council, and more information can be found in the policy 'The ICM Confederation'.

3. Membership Criteria

Midwives' Associations seeking membership must abide by, and meet the criteria specified in ICM's Membership Brochure, which can be found on the ICM website here [ICM Midwives Membership](#).

Further documents may be added from time to time if the Council decide they will benefit the membership. The documents can be found on the [ICM website](#).

4. Categories of Membership

The category given to an association is at the discretion of the ICM Board in accordance with criteria determined by the Council. There are three categories of membership:

- Full Membership
- Affiliate Membership
- Associate Membership



4.1. Full Member

Full Members are entitled to all the rights and benefits offered by ICM. Only Full members have the right to vote at Council Meetings. The associations which can be considered for this category are:

- a. Associations that consist of a single Midwives' Association or a midwives' section of a multi-professional association;
- b. A collective association that consists of a group of midwives from geographically aligned small countries or islands that collectively meet the criteria required for membership.

4.2. Affiliate Member

This category applies to regional Midwives' Associations whose membership may include members and/or non-members of the ICM. This will apply to organisations which have the authority to regulate midwifery in a particular country or region. These members will have restricted membership rights and obligations.

4.3. Associate Member

Midwives' Associations that do not meet all the criteria determined by the Board will be granted associate membership. This category will have restricted rights and obligations.

It is hoped that all professional Midwives' Associations will work towards meeting the criteria for Full membership.

5. Membership Commitment

All Member Associations are required to follow the rules of the ICM. Members are expected to act in the best interests of the Confederation, participating in the governance of ICM to further its objectives and Triennial Strategic aims.

Commitments include:

- Upholding the vision and mission of the Confederation;
- Accepting and utilising ICM's Core Documents;
- Implementing the Strategy of the Confederation;
- Fulfilling member obligations as ICM Council delegates;
- Complying with ICM policies on marketing and sponsorship;
- Paying the annual membership fee on time (failure to pay fees for a period exceeding two financial years may lead to suspension).

Members are encouraged to use the resources offered by the Confederation, to strengthen the Midwives' Associations and midwifery in their region.



ICM will provide all members with information about their role, including opportunities to understand the value of their participation in the Confederation.

5.1. Rights and Responsibilities of Affiliate and Associate Members

The Affiliate and Associate Members will:

- a. abide by ICM's core documents that are based on respect, trust, dignity and human rights.
- b. Promote within their country the acceptance and implementation of ICM's Definition of a Midwife, Competencies, Global Standards for Midwifery Education, Global Standards for Midwifery regulation and other such ICM core documents as may be adopted from time to time.
- c. Contribute to ICM's Strategy directly and/or indirectly at a national, regional and/or global level.
- d. Identify the needs of midwives in their country and work with the ICM regional Board Member and the appointed ICM Head Office staff representing their region, to bring their issues forward.
- e. Contribute to development of regional workplan and implement agreed activities in their country.
- f. Circulate the ICM Newsletter to all their association members.
- g. Respond in a timely manner to ICM surveys (Annual Member Update form and other ICM surveys).
- h. Communicate regularly with ICM Head Office to keep the staff up to date on any relevant changes in their Association, focal points and contact details.
- i. Participate in the ICM regional meetings.
- j. attend Council meetings as **observers**.
- k. Observers cannot speak on issues at Council meetings unless given permission to do so by the Chairperson.
- l. Observers cannot submit motions, discussion points or position statements for consideration by Council.
- m. Observers are not eligible to vote at Council meetings.
- n. Affiliate and Associate Members cannot participate in the nomination of the ICM Board.
- o. ICM will invite Affiliate and Associate Members to participate in projects and/or activities, appropriate to their needs; Annual membership fees must be paid on time.

5.2. Rights and Responsibilities of Full Members



The Full Members will:

- a. be eligible to vote at Council Meetings. Each association can nominate two ICM Council delegates to represent the association. Delegates are entitled to vote, submit motions, discussion points or position statements for consideration by Council;
- b. assist and support their appointed Council delegates in carrying out their duties;
- c. participate in the nomination of the ICM Board;
- d. nominate midwives from their association to one of ICM's six Regional Professional Committees;
- e. apply to be the next midwives' association to co-host ICM Congress and Regional Conference;
- f. participate in the ICM regional meetings;
- g. be eligible to ICM's programmes such as Young Midwives Leaders and ICM Awards;
- h. abide by ICM's core documents that are based on respect, trust, dignity and human rights;
- i. Promote within their country the acceptance and implementation of ICM's Definition of a Midwife, Competencies, Global Standards for Midwifery Education, Global Standards for Midwifery regulation and other such ICM core documents as may be adopted from time to time;
- j. Contribute to ICM's Strategy directly and/or indirectly at a national, regional and/or global level;
- k. Identify the needs of midwives in their country and work with the ICM regional Board Member and the appointed ICM Head Office staff representing their region, to bring their issues forward;
- l. Contribute to development of regional workplan and implement agreed activities in their country;
- m. Circulate the ICM Newsletter to all their association members ;
- n. Respond in a timely manner to ICM surveys (Annual Member Update form and other ICM surveys);
- o. Communicate regularly with ICM Head Office to keep the staff up to date on any relevant changes in their Association, focal points and contact details;
- p. ICM will invite Full Members to participate in projects and/or activities;
- q. Annual membership fees must be paid on time.



6. Applications for Membership

The Board will consider each application based on its merits and the criteria determined by the Council. It may, provided a majority of members present vote in favour, admit an applicant to full, associate or affiliate membership. The Board is authorised to reject an application or defer an application for further consideration at its next meeting.

7. Membership Fees

The Board makes recommendation to the Council on the fee structure. The fee structure is reviewed by the Board every three years in alignment with the strategy timeline. Any recommendations for changes are made to Council.

- a. The Board has the authority to grant rebates and to determine the procedure and method of payment for fees.
- b. Any association whose fees are in arrears, is not eligible for representation on the Council until its fee payments are brought up to date.

8. Suspension of Membership

The Board is responsible for considering the suspension of Member Associations, that is always a last resort. To suspend an association the following must be observed:

- a. Notice of the recommendation to suspend the rights of membership must be sent by email to the Member Association.
- b. An association notified by the Board of the intention to suspend it, may request that the Board reconsider its decision. The association must make the request no later than 60 business days from the initial receipt of the notification to suspend.
- c. Any association whose fees are in arrears for a period equal to, or exceeding two financial years, may be given notice by the Board of its intention to recommend its suspension.
- d. All recommendations to suspend an association must be submitted to Council for consideration and a decision.
- e. Any Full Member Association which has its rights of membership suspended by Council is ineligible for representation on the Council until such time as its rights are restored by the Council.

9. Termination of Membership

A member association may be expelled from membership of ICM if it:

- a. Is no longer eligible for membership;
- b. Fails to pay fees during the suspension period as prescribed in this policy; or



- c. Gives written notice of its intention to resign its membership. Members must provide a minimum of three months' notice of its intention to leave to the Chief Executive by email;
- d. Membership will cease at the conclusion of the notice period, and all fees will still be payable up to the date the membership ceases; or
- e. Is wound up or goes into liquidation.

Decisions to terminate an association's membership are made by the Council. An association which has had its membership terminated may appeal the decision by appealing in writing, by email or registered post to the Chief Executive, within 60 business days of receipt of the notification of termination.

A representative of the association may present their appeal to Council.

10. Review

This Policy will be reviewed every two years by the Board who will ensure it reflects any changes in best practice and legislation.

11. Other Related Documents

- The ICM Confederation Policy
- Role of the ICM Board and Head Office Policy
- Electing the ICM Board Policy
- Terms of Reference for the Independent Election Committee

12. Approval

Approved by the ICM Board on 24 February 2022.

Signature:

A handwritten signature in black ink, appearing to read 'Franka Cadée', written over a light blue horizontal line.

Franka Cadée, ICM President

Next review: February 2024