

The governing board section is an internal document for the ENPHE Governing Board and membership. It includes the principle composition, main arrangements, rights and duties, as well as roles and responsibilities of the Governing Board.

ROLE AND COMPOSITION

The Governing Board has the duty to govern ENPHE and to carry out all actions it considers necessary to implement the mission and vision of the network in accordance with the strategic statement and charter of ENPHE. The Governing Board is supported by the Coordinators' Council. It consists of six members who are a chairperson, a vice-chairperson, a treasurer, a student member and two members at large. All positions are voluntary and unpaid. Any reimbursement of expenses is regulated by the *ENPHE Financial Governance* documentation. The Governing Board is supported by the network's management unit.

CHAIR

The ENPHE Chairperson acts as chair of the Governing Board and runs the Governing Board meetings. In absence of the chairperson, the meetings are run by the vice-chairperson.

However, the ENPHE Governing Board is characterized by a flat hierarchical structure driven by teamwork and a competence-based governance approach. Therefore, chairing board meetings and leading board activities can be mandated to fellow Governing Board members. The language of the Governing Board is English.

ELECTIONS

PRINCIPLES: The members of the Governing Board are elected for a period of four years. The chairperson and at least two other members of the Governing Board must be physiotherapists. A maximum of three consecutive terms is recommended. However, such limitation is not an obligation.

Each two years, half of the Governing Board positions are newly elected by the members of the Coordinators' Council in the framework of a General Assembly meeting. This approach of biennial changes of positions allows for sustainability governance.¹

¹ The treasurer and the two members at large were last elected in 2017. The chairperson, vice-chairperson and student board member were last elected in 2019.

NOMINATION PROCESS: All members are informed about vacancies in the Governing Board at least 12 weeks before a General Assembly meeting with elections. In addition, the descriptions of the respective positions are shared for information.

Only representatives from full member organisations can be nominated. An application or nomination of a candidate must be endorsed by the full member's official ENPHE representative in writing to the Governing Board.

Applications must be sent in writing to the ENPHE Governing Board at least 28 days before the respective General Assembly meeting with elections. The list of candidates will be made public to all members at least 14 days prior to the General Assembly meeting. The application documents include a letter of motivation together with a CV which will be shared with the full membership. The application must outline the specific position the candidate applies for.

ELECTION PROCESS: The election process foresees independent elections for each position. The order of elections is chairperson, vice-chairperson, treasurer, and then the two members at large. The student board member is nominated through a separate process by the ENPHE student group.

The candidate with a simple majority receives the position. A simple majority means more than half of the votes in favour.

If in the first round of election none of the candidates has received a simple majority, for the second round of elections a relative majority applies. A relative majority means most votes in favour. If there have been more than two candidates to vote on in round one, only the two candidates with the most votes in favour enter round two.

In the case of a tie of votes between the two candidates, the position is assigned by lot. In the case of only one applicant, one vote in favour for the candidate is sufficient to receive the position. In the case of a lack of eligible candidates, the position remains open. Then, the guidelines for co-opted board membership apply.

ANNOUNCEMENT OF RESULTS: The results of elections or any changes of positions must be announced in writing to the ENPHE membership.

PECULARITIES: The student board member is nominated by the informal ENPHE student group for a period of 2 years. The recommended process for receiving the position proposes the same nomination and election process as for other board members. Where a simple majority approach is followed by a relative majority approach to receive the

position. Regardless this recommended election process, however, it is up to the ENPHE student group to agree on another democratic election process that best fits their purposes. In the event of a conflict, the ENPHE Governing Board may be appealed for arbitration. Student board members present themselves during the General Assembly meeting of their nomination.

A member of the ENPHE Governing Board cannot hold the position of coordinator or deputy-coordinator at the same time. However, a coordinator or deputy-coordinator can stand for a Governing Board position. After their election into the Governing Board, their position in the Governing Board becomes vacant with the start office and the position must be re-elected.

CO-OPTED MEMBERS

The Governing Board has the right to nominate Co-opted Governing Board Members for a limited period. This applies, for example, if a Governing Board member resigns before the end of an election term or has been terminated, or if there are no nominations for a specific Governing Board position. A co-opted Governing Board membership must be approved by the Coordinators' Council. The co-opted board member has full voting rights. The position taken by the co-opted board member must be declared for election during the next following General Assembly with elections.

OBSERVERS

Guests can be invited by the Governing Board to participate in its meetings as observers. Observers may be granted speaking rights, but they have no voting rights.

CALLING

The Governing Board meets at least four times a year. These meetings may be realized offline or online. The Governing Board participates in both the ENPHE conferences and seminars, as well as in the General Assembly meetings.

Additional Governing Board meetings can be called by either the decision of the Governing Board or by the written request to the Governing Board from not less than six country coordinators or by not less than forty percent of the ENPHE full membership at which these members must represent not less than six different full member countries.

Notice of a meeting and the respective agenda shall be sent to all council members in writing at least 4 weeks before a meeting.

FUNCTIONS AND POWERS

On behalf of the membership, the Governing Board is responsible for the stewardship and future well-being of ENPHE. Board members should govern ENPHE in order to advance and protect the long-term interests of the network throughout Europe and the world.

In discharging their responsibilities board members have a duty to act in the best interests of ENPHE and its members; irrespective of personal, professional or other interests, loyalties or affiliations. The Governing Board ...

- Governs and represents the network
- develops and implements the governance guidelines
- develops the strategic and activity plans
- leads and supervises the operative implementation of the activity plans
- supervises the preparation and management of the General Assembly Meeting
- supervises the preparation and management of the ENPHE Conference
- supervises the preparation and management of the ENPHE Seminar
- supervises the financial administration realized by the ENPHE office
- supervises the membership administration realized by the ENPHE office
- leads and supervises the internal and external communications
- initiates and supervises projects and working groups
- guides and oversees the work of staff members (see role descriptions)
- develops the activity and financial reports

DECISION MAKING

VOTING RIGHTS: Each board member has one vote. Decisions of the Governing Board require the presence of not less than two thirds of its members with voting rights, one of them must be the chairperson or vice-chairperson. This means that at least three board members plus the chairperson or vice-chairperson must be present.

RESOLUTIONS: Board resolutions are passed by a simple majority based on the number of Governing Board members entitled to vote. A simple majority means more than half of the

votes in favour. This means that a resolution is passed when four board members are in favour. A draw means that the chairperson decides.

MEMBERSHIP TERMINATION: The termination of office of a board member requires (1) a letter of resignation to the Governing Board, or (2) an unanimous decision of all other members of the Governing Board during a Governing Board Meeting. As a precondition for the ballot, the following circumstances must apply: A serious or continuous infringement of the rules or regulations of ENPHE by the respective member and/or activities prejudicial to the aims and objectives of the network.

PROXY VOTING: For all decision-making processes applies that proxy voting is not permitted.

LIMITATIONS

ENPHE is aware that not every situation can be foreseen. It is a conscious decision that these guidelines must not regulate every contingency in detail. The network will stick to its principle of keeping things simple and trust in the willingness and ability of its members to find consensus and compromise in any situation not covered by current rules.



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