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ProSPER.Net

PROSPER.NET/2015/DOC/PPBM/A1

ProSPER.Net Policy and Procedure

on

Special Board Meetings

Whereas Article 3.4 of the ProSPER.Net By-laws establish that regular meetings of the Board shall be held once a year and special meetings may be called on a need basis;

Whereas the Secretariat, in consultation with the Board, decided to hold two Board meetings a year which is useful especially at the initial years of the network's existence;

Whereas there may be a need to hold special meetings occasionally, given the increasing number of issues to be discussed, especially at Board meetings;

ProSPER.Net Board decides to adopt this policy and procedure on Special Board Meetings that aims at establishing the terms of reference as to when and how to conduct these special meetings, according to the following.

1. Criteria

Special meetings may be held when any of the following situations arise and subject to the consent of the Board as the case may be:

- a. There is an unfinished business to be discussed which could not be taken up at a regular Board meeting and the resolution of such business can not wait for the next regular meeting. This shall be decided at the regular meeting that identified the unfinished business with at least half of the members agreeing.
- b. After a regular Board meeting, an urgent issue to be discussed is brought up and the issue needs to be resolved before the next regular meeting. In this case, Board members shall reach a consensus to agree that a special meeting can be held.



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- c. The General Assembly, by simple majority, instructs the Board to call for a special meeting to address a pressing issue.

2. Conduct of a Special Meeting

- a. With respect to above mentioned 1.a, the Board at its regular meeting shall decide on the timing and modality of the special meeting.
- b. With respect to above mentioned 1.b, a ProSPER.Net member or a Board member must make a formal request to the Secretariat for a special meeting justifying the rationale and urgency. The Secretariat shall consult the Board on whether it considers the request warranted. The Secretariat may also initiate a call for a special meeting subject to the Board approval.
- c. With respect to above mentioned 1.c, the General Assembly, at its regular meeting, must decide on the special meeting of the Board.

3. Modality

- a. A special meeting may be virtual, taking into account agreement and availability of Board members.
- b. As the virtual mode of meeting is cost-effective, it is recommended to be used. The meeting shall be administered by the Secretariat through electronic means (e.g. via Skype teleconference).
- c. The minutes of the special meeting must be documented and circulated to Board members like any other minutes of regular meetings.

4. Amendments

- a. Amendments to this policy and procedure can only be done at a regular Board Meeting.