



Policies and Procedures Manual

v1.5 29 October 2022



STATEMENT OF EFFECTIVE DATE OF OPERATING POLICY MANUAL

These Operating Policies have been adopted by the Board of the International Network of Women Engineers and Scientists (INWES) in accordance with its Bylaws and come into effect at the date below.

Signed:

A handwritten signature in black ink, appearing to read 'Jung Sun Kim'.

Jung Sun Kim, Ph.D.
INWES President 2021-2023

Date: 29 October 2022

Acknowledgment:

This Manual has been prepared by the INWES Governance & Policy Committee 2014-2017:

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- Prof. Liette Vasseur, INWES Board Member 2011-2017, Chair Governance Committee 2011-2014
- Prof. Jung Sun Kim, INWES Secretary General, 2011-2014

Further amendments and additions have been prepared by the INWES Board 2021-2023 and 2018-2020 including:

- Prof. Nadia Ghazzali- INWES Deputy President and Chair of the Policy Committee 2021-2023
- Prof. Jung Sun Kim - INWES President 2021-2023 and INWES Vice President Conferences 2018-2020
- Sylvia Kegel - INWES Treasurer 2021-2023 and 2018-2020
- Prof. Haryoung Poo – INWES Chair of the Membership Committee 2021-2023
- Dr. Sarah Peers - INWES Deputy President and Chair of the Policy Committee 2018-2020

Version History of INWES Policy Manual

Version Number	Description	Date Approved
1.0	INWES Policy & Procedures Manual	Special INWES Executive Board meeting, 11 June 2015
Addendum	Modifications and clarification of committees	INWES Executive Board approved the amendments by proxy (via email), 05 April 2016
1.1	Modifications, minor corrections. Clarifications on roles, including Deputy President and new VP roles. Amendments to Communications to include Email Guidelines. Addition of reference to MENA.	Draft version in discussion during 2018.
1.2	Policy No 2: Changes to membership structure.	INWES AGM, 6 January 2019
1.3	<p>Policy No 1: Minor amendments to the Membership Recruitment Process to reflect the actual process.</p> <p>Policy No 2. Objectives: clarifying which are in INWES Articles.</p> <p>Policy No 6. Past President – minor change to role regarding membership and nominations.</p> <p>Policy No 12. Removal of redundant “conference” and clarification of when the next host is confirmed.</p> <p>Policy No 14. Use of logo – paragraph regarding use of logo has been moved to follow the headline referring to Use of Logo and added “or other activity” for avoidance of doubt.</p> <p>New Terms of Reference (TOR) for Europe network.</p> <p>Updated TOR for APNN (<u>including countries</u>) and ARN networks.</p> <p>Updated TOR for Fund Development (was Fundraising), Policy and Regional Networks Committees.</p> <p>Updated TOR for Education & Research. Placeholder TOR for MENA network.</p> <p>Placeholders TOR for Industry & Enterprise, External Relations Committees.</p> <p>Removal of TOR for Committees: Advocacy (now in Education & Research,</p>	INWES BM30, 27 September 2019

	<p>Industry & Enterprise, External Relations). Modifications to Policies No 3, 18 and 19 to reflect actual processes and requirements, particularly financial. Consistency check on terms including Annual Meeting. Additional information in Appendix D on Regional Networks committee members.</p>	
1.4	<p>Extensive revision of Appendix A Code of Ethics for Directors and related Appendix B Roles and Responsibilities of Directors.</p>	<p>Approved by the Board at BM32 17 October 2020</p>
1.5	<p>NEW: Honorary Membership Process (Policy NO.2), Regional Network Chairs (Policy NO.6), Awards Committee TOR (Appendix C), Email and Bests practices (Appendix E). The changes and deletions concern: Policy N0.2, Policy N0.3, Policy N0.4, Policy N0.5, Policy N0.6, Policy N0.7, Policy N0.9, Policy N0.11, Policy N0.12, Policy N0.14, Policy N0.15, Policy N0.19, Appendix C, Appendix D, Appendix E</p>	<p>Approved by the Board at BM40 29 October 2022</p>



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INTRODUCTION

This manual describes the operating policies of INWES, developed in accordance with Bylaw No. 1 and adopted by the members on June 26, 2014.

Versions 1.3, 1.4 and 1.5 of this manual were adopted by members on 25 November 2019, 21 November 2020 and 29 October 2022 respectively.

In accordance with By-law No. 1 Article 2.06, the Board may adopt, amend or repeal operating policies that are consistent with its By-laws.

Any operating policy adopted by the Board will continue to be in effect until amended, repealed or replaced by a subsequent resolution of the Board.

The policies described in this document refer to INWES By-law No. 1 and the Articles listed in that document.



POLICY NO. 1 - MISSION, VALUES AND OBJECTIVES

The Mission and Values Statements will be reviewed every three (3) years and the Goals and Objectives will be reviewed every year by the Board of Directors and presented to the members at the Annual General Meeting for ratification.

Mission Statement

As an international network of organizations and experts, INWES thrives to strengthen the capacity of individuals, organizations, and corporations through education and professional development thus encouraging the participation of women in Science, Technology, Engineering, and Mathematics (STEM) worldwide.

Values Statement

INWES believes strength is in unity. If women are to have a significant voice, one that is heard by mainstream science and engineering on issues such as the environment, sustainable development, gender equity, and many other critical issues, then we must strive to state clearly and consistently our position and views in a united effort.

Objectives

The objects of the Corporation are:

1. To strengthen the capacity of individuals and organizations related to women in STEM (science, technology, engineering, mathematics) worldwide through the exchange of information, networking and advocacy activities;
2. To increase the presence of women in mainstream STEM worldwide;
3. To be a responsible voice and influence on scientific issues for the benefit of society and the environment.

The above are the core objects as defined in the INWES Articles of Continuance. In addition, the following objectives identify INWES ways of working to meet the above core objects.

4. To expand opportunities for education through INWES or their members' entities and resources; and
5. To encourage the establishment of new regional and local networks and Associations, strengthening the global network of Women in STEM worldwide.

POLICY NO. 2 - MEMBERSHIP

Classes and Subcategories

According to By-law No. 1 Article 3.01, there is one class of membership with equal voting rights, which is divided into two categories as described in By-law No. 1 Article 3.02:

- a. Individual Members will be individuals interested or engaged in the practice, teaching or other application of science, technology, engineering or mathematics or who have given service to the objectives, goals and missions of INWES.
- b. Organizational Members will be primarily, but not exclusively, not-for-profit membership organizations of women in STEM, or women in STEM groups, whose objectives are aligned to those of INWES.

These can be further described as:

- (i) **Network Members:** not-for-profit or charitable, incorporated or unincorporated women in STEM organizations, representing networks of women in STEM or organizations whose core work is to support women in STEM;
- (ii) **Institutional Members:** consisting of post-secondary academic institutions, including universities, colleges, engineering schools, research institutes, with similar goals and missions to INWES;
- (iii) **Individual Members:** individuals interested or engaged in the practice, teaching or other application of science, technology, engineering or mathematics, who are in agreement with the goals and missions of INWES;
- (iv) **Honorary Members:** individuals who have given long and distinguished service to INWES and its objectives.

Note: Subcategories (i) and (ii) are Organizational members. Subcategories (iii) and (iv) are for individuals.

The Board of Directors of the Corporation may, by resolution, approve the admission of new members of the Corporation. Upon acceptance as a member, the INWES Executive Board or its appointee is responsible for advising the new members of acceptance, and provide any other documentation relevant to their membership of INWES.

Membership – Term, Voting and Continuance

In accordance with Article 3.04, each member is entitled to receive notice of, attend and vote at all meetings of members and shall be entitled to one (1) vote at such meetings.

In accordance with By-law No. 1 Article 3.05, the term of membership of a member shall be 12 months, commencing on 1 July each year.



In accordance with By-law No. 1 Article 3.07, members will continue to hold full membership on payment of membership dues.

Honorary Membership Process

Honorary Membership is highest respected honour of INWES and shall be bestowed to individuals who have given significant contribution to INWES and its objectives.

Criteria

Individuals nominated for Honorary Member will be evaluated by the Board directors according to the following criteria:

- Service to women in STEM

Nominees will have documented evidence of distinguished and substantial contributions to support women scientists and engineers in the STEM fields and service to other STEM societies/associations.

- Service to INWES

Nominees will be evaluated for their service to INWES. Roles include, but are not limited to:

Board of Directors

Committee Members

Speaker/Author/Presenter/Editors (volunteer service)

Procedure

A call for nominations will be sent out six months prior to the date of the voting process.

Any member of INWES may propose another member for Honorary Membership and send the endorsement cited as a reason for Honorary Membership describes the member's contributions and endeavours

The Nomination Committee is charged with the responsibility of reviewing any nominations or proposals for Honorary Membership

The recommendation of the Nomination Committee will be motioned at the Board Meeting during ICWES and the voting of Board Director will be processed at that Board Meeting.

An Honorary Membership Certificate will be presented at Annual General Meeting during ICWES.

Guideline

- An honorary member is entitled to receive notice of and attend at all meetings of members and shall be entitled to vote at such meetings but not to stand for election to the Board of Directors.
- The membership term of honorary shall be three (3) years from the year that an ICWES is held to the year that the next ICWES is.
- The number of honorary members shall be no more than 5% of individual members in the year considering distribution on the continent.
- An Honorary Member will be announced at the Annual General Assembly.
- Honorary members are appointed by a voting process of the board of directors upon recommendation by the Nominations Committee.
- The Nominations Committee receives recommendation for honorary members every

- three years at the time of the board member nominations.
- A nominee shall be declared an Honorary Member upon receiving the recommendation of the Nomination Committee and approval of a minimum of two thirds of the voting members of the Board of Directors.
 - An honorary membership committee shall be composed by the board of directors or its appointee and the meeting of its committee will be held at least once per year.
 - A member of Board is not usually elected while she still occupies such a position as their contribution to the work of the Board Directors is incomplete. No member of the Nomination Committee or Board Directors shall also serve as an endorser.

Associates and Partners

- (i) Associates and partners are not formally recognised in the INWES By-laws and hold no voting rights.
- (ii) The Board of INWES may approve organizations and businesses as partners and individuals as associates:
 - Partners are typically not-for-profit or charitable organizations incorporated or unincorporated supporting the objectives of INWES and collaborating with INWES.
 - Partners include corporates, companies, businesses, including commercial research organizations, who have sponsored or donated towards INWES activities, projects or programs, either directly to INWES, Regional Networks, or in support of a Regional Conference or ICWES..
 - Associates include individuals who are either staff at Partners who have agreed to support INWES activities, or individuals who are not members and who wish to donate to INWES or who have agreed to support INWES activities.
- (iii) The term for associates and partners shall be annual, commencing 1 July each year and subject to renewal in accordance with the policies of INWES.
- (iv) Associates and partners shall not be entitled to receive notice of, attend or vote at meetings of the members of INWES.

Membership Recruitment Process

Any Member shall promote and encourage organizations to become a member of INWES. The Chair of the Membership Development Committee has the responsibility to support the membership function of INWES.

Membership applications shall be sent to the Membership Development Committee for initial approval. The Membership Development Committee will follow the process as agreed by the INWES Board. Prospective members may self-identify through the web site or by e-mail.

Upon acceptance as a member, INWES Executive Committee or its appointee is responsible for advising the new members of acceptance, and provide by-laws, policies and procedures manual



and any other documentation (e.g. bulletin or newsletters) relevant to their membership of INWES.

Termination of Membership

Membership of INWES will be terminated under the various circumstances listed in By-law No. 1 Article 3.06.

Disciplinary Action

The INWES Board may suspend a member or otherwise take disciplinary action in accordance with By-law No. 1 Article 3.08.



POLICY NO. 3 - MEMBERSHIP DUES

Payment of Membership Dues

Membership dues of INWES are payable annually. The amount and manner to be paid will be determined by the Directors in accordance with By-law No. 1 Article 3.07.

Membership years run from 1 July to 30 June. An electronic notification shall be sent to each member by the Treasurer in October of each membership year with a second message in early February of the same membership year.

Members in Good Standing

Except for Honorary members, only members who have paid their membership for the current year, and for the previous 3 years or since they first joined, whichever is the shorter period, are considered in good standing.

After a grace period of one year or as otherwise agreed between the member and the Treasurer, if membership fees are not received, membership shall be considered as terminated.

Only members in good standing (i.e. have paid their membership dues) can vote during the Annual General Meeting (also known as the INWES Annual Meeting) and can use the INWES logo on their printed material and website, or claim to be members of INWES in any other way.

Under certain circumstances and only as agreed with the Treasurer, members may arrange to make a different arrangement. For example, where international payments are not possible, a member may arrange to pay their dues in person at an agreed INWES event or conference. The member must, however, discuss this with the Treasurer in advance and by the second notice for payment and should agree to making the payment at the first opportunity.

Review of Membership Dues

Membership dues will be reviewed annually by the Finance Committee. Changes to the membership dues will be proposed, discussed and voted on by member groups at the Annual General Meeting for the following year.

Where membership has been terminated for a period of less than 3 years, members must, on re-joining, pay for all years up to the current year unless agreed otherwise with INWES Executive Board due to exceptional circumstances.



POLICY NO. 4 - MEETINGS OF MEMBERS

Annual Meetings or AGM (Annual General Meeting)

In accordance with By-law No. 1 Article 4.01, an annual meeting shall be held between the 1st day of July and the 30th day of December in each year on a day fixed by the Board of Directors. The location of the Annual General Meeting will be at any place agreed by members including online/telephone or virtual/electronic meeting, as per the By-Laws.

The purpose of the Annual General Meeting shall include but not be limited to:

- Elect the Board of Directors as required or ratify directors (as required to fill vacancies);
- Share member organization activities over the previous calendar year;
- Receive the annual report from the President outlining INWES activities throughout the previous calendar year;
- Receive the financial statements of the previous fiscal (calendar) year by the Treasurer;
- Appoint auditors for the current fiscal (calendar) year;
- Ratify the mission, values, goals and objectives (as required by the timeframe);
- Determine INWES activities (as required);
- Ratify the membership dues for the next calendar year (if required);
- Elect the Board (at ICWES conference);
- Any other business as appropriate.

Special Meetings

In accordance with By-law No. 1 Article 4.02, the Board may at any time call a special meeting of members for the transaction of any business, which may be properly brought before the members.

A special meeting may be called on receipt of a requisition of **not less than 5% of Members** in accordance with the timelines defined in By-law No. 1 Article 4.02.

Procedures relating to Meetings

Procedures relating to meetings are as specified in By-law 1 as follows:

- By-law No. 1 Article 4.03 - place of meetings
- By-law No. 1 Article 4.04 - business that may be transacted
- By-law No. 1 Article 4.05 - notices regarding meetings
- By-law No. 1 Article 4.06 - waiving of notice of meetings
- By-law No. 1 Article 4.07 - persons entitled to be present at meetings
- By-law No. 1 Article 4.08 - chair of the meeting
- By-law No. 1 Article 4.09 - quorum for meetings
- By-law No. 1 Article 4.10 - meeting held electronically
- By-law No. 1 Article 4.11 - absentee votes, postal and electronic ballots
- By-law No. 1 Article 4.12 - proxy votes
- By-law No. 1 Article 4.13 - casting vote by the chair
- By-law No. 1 Article 4.14 - proposals at annual meetings
- By-law No. 1 Article 4.15 - resolutions in lieu of meetings



POLICY NO. 5 - GOVERNANCE AND BOARD COMPOSITION

Board Size and Composition

In accordance with By-law No. 1 Articles 5.01 and 5.02, INWES is governed by a Board of Directors consisting of individuals elected by the membership. In accordance with the article of continuance from the *Canada Corporations Act*, Part II, there will be a minimum of 3 (three) directors and a maximum of 18 (eighteen).

Directors of INWES shall not be employees of INWES or receive any form of remuneration from INWES.

The Chair of the Board is the President of INWES, but responsibility for all INWES matters lies with the Board collectively. The President has only the power delegated by the Board.

Qualifications of Directors

By-law No. 1 Article 5.03 describes the minimum qualification requirements for Directors.

In addition, Directors should have:

- Commitment to INWES, its core purpose and core values;
- Knowledge about the programs and goals of the organization;
- Capacity to focus that knowledge on decision making that benefits the organization;
- Ability and eagerness to deal with the vision and long-term future of the organization;
- Excellent communication skills, and should value working with different languages and cultures within INWES;
- Ability to deliver their responsibilities in the best way for INWES and without looking for profit for themselves or their organization.

Conflicts of Interest

In accordance with By-law No. 1 Article 5.12, a member shall disclose any conflict of interest that she/he may have.

When a conflict of interest exists, or the appearance of a conflict of interest exists, the Board member will announce this at the relevant Board meeting and will not take part in discussions or voting on connected topics.

Elections of Directors

In accordance with By-law No. 1 Article 5.04, directors are elected for a three year term from among the members.

Ideally, **a minimum of one-third of Directors in all categories** as listed in By-law No. 1 Article



3.02 will be replaced at each election. Honorary members are not eligible to stand for election to the Board of Directors.

The elections will normally be held in conjunction with ICWES conferences (every three years).

A Director so elected shall hold office until the third annual meeting of Members (or Annual General Meeting) immediately following the meeting at which he/she is elected provided that if an election is not then held, they shall remain in office until the dissolution or adjournment of the meeting at which their retirement is accepted and a successor is appointed.

Term of Directors

In accordance with By-law No. 1 Article 5.04, a Director, if otherwise qualified, is eligible for election or designation as a Director for two (2) consecutive full three year terms, and thereafter is not eligible for re-election or re-designation to the same office until a period of eleven (11) months has elapsed from the date of the last service in that office.

The exception to the above is

- The Past President who is not elected and holds their post as Director ex-officio.

Election of Directors

In accordance with By-law No. 1 Article 5.04(d), Directors shall be elected in accordance with the following procedures:

- A call for nominations will be sent out not less than six months prior to the date of the election, specifying the information to be provided by nominees;
- The Nomination Committee shall ascertain which persons might be suitable and willing to serve as candidates for the position of Director of the Corporation that are to be filled by election, and shall settle a slate of nominees. In determining the slate of nominees, the Nomination Committee shall use its best efforts to ensure that there is representation from each of the geographic regions of the world and the membership categories;
- In addition to the nominations set out on the slate proposed by the Nomination Committee, additional nominees may be proposed to ensure representation from the membership categories and geographic regions;
- The Nomination Committee shall post the slate containing the names of persons that the Nomination Committee proposes as nominees for the offices to be filled by election. The posting shall be included in the annual meeting documents which shall be sent to members at least 21 days before the meeting, in accordance to By-law No. 1 Article 4.05;
- The election of Directors shall be by ballot, according to the By-law, i.e. in person or by proxy.

Appointment of Directors

In accordance with By-law No. 1 Article 5.05, the Board may appoint directors for a term of 12 months, up to the next annual meeting (or Annual General Meeting) of members, and on the

proviso that appointed directors cannot exceed more than one-third of elected directors.

Directors - Other Matters

By-law No. 1 specifies other matters in relation to the directors as follows:

- By-law No. 1 Article 5.06 - directors ceasing to hold office
- By-law No. 1 Article 5.07 - resignation of directors
- By-law No. 1 Article 5.08 - removal of directors
- By-law No. 1 Article 5.09 - filling of vacancies
- By-law No. 1 Article 5.12 - conflicts of interest
- By-law No. 1 Article 5.13 - confidentiality of board matters
- By-law No. 1 Article 5.14 - Indemnification of directors

Board Composition

According to By-law No. 1 Article 7.01, a Director may be appointed to any Office of the Corporation. A person may hold more than one Office.

According to By-law No. 1 Article 7.02, the Officers of the Corporation are:

- President
- Vice-Presidents (Vice Chair of Board and Deputy President; and other Vice Presidents as appointed)
- Immediate Past President (ex-officio)
- Secretary General
- Treasurer

In addition, the Board may designate other offices including:

- Chairs of Committees
- Up to 10 directors at large (representing sectoral and regional perspectives).
- The Terms of Reference of approved Committees are included in **Appendix C**.

Executive Committee

The Officers of the corporation are: President, Deputy-President, Vice-Presidents (Vice President Conferences; Vice President External Relations; Vice President Education & Research; Vice President Industry & Enterprise), Immediate-Past President (ex-officio), Secretary General, and Treasurer and shall form the Executive Committee. Policy No 6 lists the policies in relation to the Executive Committee.

Vacancy on the Board

By-law No. 1 Article 7.04 lists the circumstances under which a vacancy might arise on the Board.

The Board may remove an officer of the Corporation or fill a casual vacancy in accordance with



By-law No. 1 Article 7.04.

Meetings of the Board

The Board of Directors will meet a minimum of twice per year either in person or electronically and shall be in accordance with By-law No. 1 Articles 6.01 to 6.10. A majority of Directors, but not less than four, shall constitute quorum.

The following apply to meeting of Directors:

- By-law No. 1 Article 6.01- calling of meetings
- By-law No. 1 Article 6.02 - place of meetings
- By-law No. 1 Article 6.03 - notice of meetings
- By-law No. 1 Article 6.04 - regular meetings
- By-law No. 1 Article 6.05 - participation by telephone or electronic means
- By-law No. 1 Article 6.06 - quorum for meetings
- By-law No. 1 Article 6.07 - voting at meetings
- By-law No. 1 Article 6.08 - handling a dissent at meetings
- By-law No. 1 Article 6.09 - dissent of absent director
- By-law No. 1 Article 6.10 - resolutions of the board



POLICY NO. 6 - OFFICERS OF INWES (EXECUTIVE COMMITTEE)

During the intervals between the meetings of the Board and in accordance By-law No. 1 Article 7.01, the Executive Committee shall possess and may exercise (subject to any policies which the Board may from time to time impose) all the powers of the Board in the management and direction of the affairs and business of the Corporation, save and except only such acts as must By-law be performed by the Board itself.

It is expected that such powers will be exercised in a manner as the Executive Committee shall deem best for the interest of the Corporation in all cases in which specific directions shall not have been given by the Board.

Election of Executive Committee

The members of the Executive Committee are Officers of the Corporation and will be elected at the first meeting of the Board following the annual meeting of members (or Annual General Meeting) where elections have been held.

The Board will elect the President and Officers from among its Directors.

Term of Office

In accordance with By-law No. 1 Article 7.03, the term of office of Officers of the Corporation are the same as the term as a Board member and will be three years unless an officer is appointed to fill a casual vacancy. In such cases the term will be until the next meeting of the Board after the Annual General Meeting.

Delegations

The Board delegates its authority to the Executive Committee to make all decisions relating to the proper running of the Corporation.

Financial delegations are limited to expenditures up to US\$ 5,000. Any expenses exceeding this amount for a specific project (or conference) requires the approval of the full Board.

Reporting Authority

The Executive Committee shall keep minutes of its meetings in which shall be recorded all actions taken by it, and at least a summary thereof shall be retained by the Board after each meeting.

The minutes of Board meetings shall be made available to any member if a request is received in writing within two months of the Board receiving the request.

Executive Committee Meetings

The Executive Committee will meet as required to conduct the business of the Corporation.



There will be a minimum of four meetings per year.

It is likely that most of these meetings will be held by electronic means with the time chosen appropriate to the majority of the Executive Committee members.

The calls for Executive Committee meetings will be organised through the Secretary General.

The Minutes of the Executive Committee will be distributed to all INWES Board members within two months of the meeting. The Executive Committee may delete sensitive or confidential matters from the minutes at its discretion prior to circulation.

Quorum

A majority of elected directors, but no less than three, shall constitute quorum.

Execution of Documents

In accordance with By-law No. 1 Article 2.03 documents relating to the Corporation may be executed by any two of its Officers.

Description of Offices

The Officers of the Corporation are in accordance with By-law No. 1 Article 7.02 and as listed below:

President

The President shall be the Chief Executive Officer of the Corporation and, subject to the directions of the Board, and shall:

- Supervise the affairs and operations of the Corporation, including monitoring ethical and transparency values of the INWES towards its members;
- Prepare at the commencement of her presidency and with the support of the Executive, a 3-year Strategic Plan for INWES to include fund development, global branding, partnerships and setting key strategic impact indicators;
- Prepare a report of the year's progress and work for inclusion in the annual report to INWES members;
- Prepare any reporting as required under the Canadian NFP Corporations Act;
- Either personally attend or request the Deputy President or a Vice President in her place to chair all meetings of the members, the Board, the Executive Committee, and the other Committees of the Board and to record all facts and minutes of those proceedings in the books kept for that purpose;
- Support and mentor the Deputy President and Vice Presidents to ensure continuity of administration and to provide insight into historical decision making;
- Give all notices required to be given to members and to Directors;
- Certify all Documents issued by the Corporation;
- When present, preside at all meetings of the Board, the Executive Committee and all meetings of Members;
- Cast the deciding vote in cases where Board of Directors decisions are tied;

- Perform such other duties as may from time to time prescribed by the Board or incident to her office.

Deputy and Vice President (Vice-Chair of Board)

The Deputy President shall be the Vice-President as described under By-law No. 1 and succeed, as Interim or Acting President, to the office of President upon the office of the President becoming vacant for any reason. **Should the Deputy President need to act as Acting or Interim President, the Board will convene an Extraordinary General Meeting at the earliest opportunity to vote in a new President.** The Deputy President, as Acting or Interim President, shall be vested with all of the powers and shall perform all of the duties of the President.

The Deputy President shall, subject to the directions of the Board:

- Represent the Corporation at the request of the President on occasions involving communication or interaction with other organizations, governments or other similar entities;
- Support and participate in the mentoring activities of the President;
- Attend all meetings of the members, the Executive Committee and, at the request of the President, other committees of the Board where the President is unable to do so;
- Support the President in preparing the Strategic Plan;
- Ensure continuity of administration and provide insight into historical decision making;
- Assist the President in the preparation of a report of the year's progress in work for inclusion in the annual report;
- Be the Vice Chair of the INWES Board and chair the Board meetings where the President is unable to do so;
- Support and coordinate regional networks and chair the Regional Network committee;
- Support other Executive Board Members in relation to managing communications, finances, memberships and other links to INWES partners, particularly in relation to regional networks;
- Perform such other duties as from time to time prescribed by the Board or incident to her office.

In the interests of clarity, the Deputy President (previously known as Vice President/President-Elect) shall not automatically succeed the President on completion of the term. The Deputy President would stand for election as for other roles on the Executive.

Treasurer

The Treasurer shall keep full and accurate accounts of all membership data required for accounting, assets, liabilities, receipts and disbursements of the Corporation and shall perform the tasks and functions normally performed by the Treasurer as well as such other duties as may from time to time be prescribed by the Board.

In addition to the responsibilities for the Canadian Company, the Treasurer shall be granted full access and transparency to financial reporting of other INWES consolidated organizations to ensure a smooth harmonization, consolidation and reporting into the INWES Corporation. Membership and Project responsibilities may be transferred to INWES entities and members in



accordance with By-law No. 1 Article 5.10.

The Treasurer is responsible for the financial matters of the Corporation in accordance with By-law No. 1 Article 2.01 to 2.06.

Secretary General

The Secretary General shall, when present, act as Secretary of all meetings of the Board of Directors and meetings of Members.

The Secretary General shall be in charge of the minute book of the Corporation and the documents and register referred to in the Canada Corporations Act, and be the custodian of the Corporate Seal of the Corporation. Alternatively the Board may appoint a person residing in Canada to maintain the Corporation's legal documentation.

The Secretary General (or designate) shall sign such contracts, documents or instruments in writing as require signature on behalf of the Corporation.

Subject to the directions of the Board, the Secretary General shall:

- Be responsible for communications with the Members regarding organizational matters;
- Manage and oversee development and training for Board members;
- And have such other powers and duties as may from time to time be assigned by the Board or as an incidental to the office.

Past President

The Past President shall be a director who has most recently completed a term as President and has a key role in supporting the new President. The transition to a new President is made easier by providing the benefit of her knowledge and experience. The Executive Committee and Board will look to the Past President for information about past occurrences. The Past President will help in preparing others to hold the office of President in the future.

The Past President shall:

- Transfer any relevant documentation to the incoming President within four (4) weeks of leaving office;
- Support the President to ensure continuity of administration and to provide insight into recent events and operations, pass on information and knowledge and provide advice as appropriate;
- Represent INWES at the request of the President in interactions with other organizations, governments and relevant entities;
- Be an ex-officio member of the Executive Committee;
- Provide advice to the President during the development of the Strategic Plan and monitor the key strategic impact indicators so as to support the President in achieving the aims of the Strategic Plan
- Work for projects and committees as she and the President see fit, and which she may have identified whilst she was President;
- Support the membership and nomination activities of the organization;



- Perform any other duties, which from time to time may be requested by the Board.

Vice President – Conferences

The Vice President for Conferences shall advise and direct the Board on matters relating to ICWES and other INWES conferences, such as Regional Conferences, and, subject to the directions of the Board shall:

- Represent the Corporation at the request of the President on occasions involving communication or interaction with other organizations, governments or other similar entities;
- Support and participate in the mentoring activities of the President
- Attend all meetings of the members, the Executive Committee and, at the request of the President, other committees of the Board where the President is unable to do so;
- Lead and coordinate the process for calling for conferences, including ICWES, and act as point of contact and support for the ICWES delivery partners;
- Support other Executive Board Members in relation to managing communications, finances, memberships and other links to INWES partners;
- Support the Strategic Plan for INWES by setting key targets and activities related to conferences.

Vice President – External Relations

The Vice President for External Relations shall advise and direct the Board on matters relating to external policy-making bodies that impact on women studying, working or researching in STEM (science, technology, engineering and mathematics), and, subject to the directions of the Board shall:

- Represent the Corporation at the request of the President on occasions involving communication or interaction with other organizations, governments or other similar entities;
- Support and participate in the mentoring activities of the President
- Attend all meetings of the members, the Executive Committee and, at the request of the President, other committees of the Board where the President is unable to do so;
- Identify potential partners for collaboration and fundraising from policy-making bodies at national and international levels, such the UN bodies;
- Support other Executive Board Members in relation to managing communications, finances, memberships and other links to INWES partners in the areas of external relations;
- Work with other Vice Presidents in the areas of overlap in the worlds of external relations, education & research, and industry & enterprise;
- Support the Strategic Plan for INWES by setting key targets and activities related to external relations.

Vice President – Industry & Enterprise

The Vice President for Industry & Enterprise shall advise and direct the Board on matters relating to the identification and establishment of relationships with corporations, businesses, and



industry-based organizations that have an interest in INWES objectives, issues related to employment that impact on women studying, working or researching in STEM and, subject to the directions of the Board shall:

- Identify potential partners for collaboration and sponsorship from the world of business and industry, from very large global corporations to small-to-medium-sized enterprises and representative trade, business and industry bodies;
- Represent the Corporation at the request of the President on occasions involving communication or interaction with corporations, businesses, industry-based organizations, or other similar entities;
- Support and participate in the mentoring activities of the President;
- Attend all meetings of the members, the Executive Committee and, at the request of the President, other committees of the Board where the President is unable to do so;
- Support other Executive Board Members in relation to managing communications, joint programs or projects and other links to INWES partners in the areas of enterprise and industry;
- Work with other Vice Presidents in the areas of overlap in the worlds of external relations, education & research, and industry & enterprise;
- Support the Strategic Plan for INWES by setting key targets and activities related to industry & enterprise.

Vice President – Education & Research

The Vice President for Education & Research shall advise and direct the Board on matters relating to research, academia and education that impact on women studying, working or researching in STEM (science, technology, engineering and mathematics), and, subject to the directions of the Board shall:

- Represent the Corporation at the request of the President on occasions involving communication or interaction with other organizations, governments or other similar entities;
- Support and participate in the mentoring activities of the President;
- Attend all meetings of the members, the Executive Committee and, at the request of the President, other committees of the Board where the President is unable to do so;
- Identify potential partners for collaboration and fundraising from the world of academia and research, from post-secondary institutions, universities, engineering schools, research institutes, to education & training regulatory bodies;
- Support other Executive Board Members in relation to managing communications, finances, memberships and other links to INWES partners in the areas of education and research;
- Work with other Vice Presidents in the areas of overlap in the worlds of external relations, education & research, and industry & enterprise;
- Support the Strategic Plan for INWES by setting key targets and activities related to education & research.



Chairs of Committees

Chairs of Committees may be appointed for specific roles as listed below.

The Chairs of Committees are not officers of the Corporation in accordance with By-law No. 1 Article 7.02. Additional Chairs of committees may be appointed as required from time to time and determined by the Executive Committee.

The Terms of current committees as approved by the INWES Board are included in **Appendix C**.

Chairs of approved Committees shall:

- Have the executive responsibility for the area of responsibility of the committee as provided in the committee's terms of reference;
- Represent INWES on the request of the President in interactions with other organizations in relation to the role of the committee;
- Prepare a report of the year's progress and work of the committee for inclusion in the INWES Annual Report;
- Perform any other duties, which from time to time may be requested by the President or the INWES Board.

Regional Network Chairs

Each regional network of INWES shall elect a Chair organization, which will designate a Chairperson. The regional network Chairperson shall be responsible for the following in addition to leadership within the regional network and shall be in contact with the Deputy President.

The Regional Networks chairs are not officers of the Corporation in accordance with By-law No. 1 Article 7.02.

Regional Network Chair (Chairperson) shall:

- Be the point of contact for the Regional Network through the Deputy President of INWES;
- Update the INWES Board on the Regional Network events as per Policy No 14;
- Represent INWES on the request of the President in interactions with other organizations in relation to the role of the Regional Network;
- Prepare a report of the year's progress for inclusion in the INWES Annual Report;
- Perform any other duties, which from time to time may be requested by the President or the INWES Board.



POLICY NO. 7 - BOARD DELEGATIONS AND COMMITTEES

The Board is responsible for the governance of INWES including administration and finance.

Delegations by the Board

In accordance with By-law No. 1 Article 5.10, the Board may delegate its powers to a managing director (i.e. a staff member) or to the Executive Committee as described in Policy No. 6.

The following powers may not be delegated:

- a. Matters requiring the approval of members
- b. Filling vacancies of directors
- c. Issue of debt obligations
- d. Approval of financial statements
- e. Adopt, amend or revoke any by-laws
- f. Establish dues to be paid by members

Board Committees

In accordance with By-law No. 1 Article 5.1, the Board may appoint a committee or advisory body with appropriate terms of reference.

All standing and ad hoc committees shall have a Chair appointed by the Board of Directors. There is no limit on the number of members on a committee.

The Chair of each committee is responsible for reporting on committee activities at Board meetings.

Terms of reference and policy guidelines shall be established by each committee and be approved by the Board of Directors.

Committees will meet as requested by their Chair. The budget and expenditures of all committees must be approved by the Executive Committee then the Board of Directors, as required. The members of committees may be reimbursed for expenditures related to committee activities upon approval of the Executive Committee.

Standing committees may include the following:

- Finance (to include membership data): chaired by the Treasurer
- Nominations: chaired by the Past President or a board member in her second term
- Conferences: chaired by the Vice President for Conferences



- Policies: chaired by the Deputy President
- Regional Networks: chaired by the Deputy President

Other committees may be approved by the Executive Committee and include but not be limited to the following:

- Membership Development
- Fund-Development
- Programs for special, large projects and/or continuing programs

The terms of reference, composition and reporting requirements for the various committees are in **Appendix C**.

Committee Reporting Requirements

Annual Work Plan

Each INWES Committee must submit on 1 July each year, an annual work plan describing the activities that it aims to accomplish during the year. The report must include the names of Committee members and their roles.

Annual Report of Activities

Each INWES Committee must provide the INWES Board with an annual report of activities by 30 June each year.



POLICY NO. 8 - ANNUAL FINANCIAL STATEMENT

Financial Review

In accordance with By-law No. 1 Article 2.04, the Corporation is required to appoint a public accountant to audit its accounts.

The Treasurer will provide the accounting documents for the auditors to review as soon as possible after the fiscal year-end (31 December) and no later than 31 October of each year.

The Members of the Corporation at each Annual Meeting (or Annual General Meeting) shall appoint an auditor or may delegate the executive committee to appoint an auditor to audit the accounts (including the financial statements) of the Corporation and to report thereon to Members at the following Annual Meeting.

The appointed auditor will hold office until the close of the next Annual Meeting, and, if an appointment is not so made, the auditor in office continues in office until a successor is appointed.

Annual Financial Statements

In accordance with By-law No. 1 Article 2.05, the Corporations shall make available copies of the annual financial statements as approved by the Board and any other documents required by the Corporations Act Canada, to its members.

Financial statements will be provided in a timely fashion as described in By-law No. 1 Article 4.05.

INWES members shall receive 21 days before the date of the Annual Meeting (or Annual General Meeting) a financial report, or in the case where this is not possible due to timings of the AGM and the end of the financial year, the draft financial report pre-audit.

POLICY NO. 9 - ADMINISTRATION AND RECORDS RETENTION

Administration

The Board may wish to appoint remunerated administrative support from time to time for the following activities:

Annual Report to Corporate Canada

An Annual Report Filing will be prepared by one of the directors (**preferably the Treasurer or Secretary General**) of between July and September the following year. This will include the date of the last Annual Meeting or AGM, soliciting status and revision of board members as required by Canada Corporations.

The Annual Return will be filed with Canada Corporations as part of the renewal of the Corporation License and will be stored in the archives for period of eight years or as required by Canada Corporations.

Records Retention

Records are currently retained at the University of Ottawa.

Records shall be retained at the Head Office for the retention periods specified below:

General Corporate Records:

All records of incorporation, By-laws, amendments to the By-laws, corporate seal, minutes from meetings of the Board of Directors and members meetings, annual reports – permanent archive.

Insurance policies: including coverage for Directors and Officers liability general liability - seven years after the policy has expired.

Financial Records:

Signed audited statements and external auditors' reports – permanent archive.

General ledgers, general journals, monthly financial statements, bank statements, cancelled cheques, invoices – eight years.

Tax returns, tax working papers – eight years



Archives

INWES entered in 2012 into an agreement with the Archives of Women Studies at the University of Ottawa and therefore possesses a location for any document that need to be archived from time to time and do not have current or past legalities.

Schedule for Transfer of Documents

All relevant documents are to be transferred to the archive annually, by 30 September of each year. The Secretary General is responsible for the transfer of relevant documents to the archive and maintaining a list of documents that have been transferred to facilitate retrieval.

The list of documents shall be copied to members of the Board.

Access to Records

Access to documents and past records shall be provided on request.

During handover, the outgoing Board shall provide the incoming Board with a list of all such records archived during the last Board's 3-year term.



POLICY NO. 10 - POLICY AND BY-LAW REVIEW

The INWES Policies and By-laws will be reviewed as provided below.

By-laws

By-laws may be reviewed as required by the Board or on receipt of a written requisition supported by at least 5 percent of the members.

A change to the By-laws require a minimum of two-thirds of the membership to vote and shall follow the Certificate of Continuance (regarding transition) issued under the Canada Not-for-profit Corporations Act (NFP Act) and related documents for INTERNATIONAL NETWORK OF WOMEN ENGINEERS AND SCIENTISTS for procedures, including notification of intent to change.

Changes to the By-laws represent a special resolution under the Canadian Not For Profit Corporations Act and shall be called through a special meeting of the members.

It is important to note that such actions should not be taken lightly as it represents a significant financial expense for the Corporation.

Policies and Procedures

Policies and procedures shall be reviewed every three years by a committee of the Board or as required or if requested by a written requisition of members representing at least 5 percent of the members.

It is anticipated that the three-yearly review will be conducted by Policy Committee formed after the elections of the new Board of Directors.

Proposed changes must be approved by majority vote (50%+1 votes) of the members present at a meeting of the Board of Directors before being proposed and adopted by the membership present at the next Annual Meeting.

POLICY NO. 11 - EXPENSE REIMBURSEMENT

Depending on the financial health of the corporation, expenses may be reimbursed as agreed by the Board. Depending on the agreed project requirements for INWES projects or conferences and as per grant requirements expenses may provide original receipts. The expense reimbursement will follow project specific requirements.

Travel, accommodation and meals may be reimbursed depending of funding for specific functions that had been *previously* authorised by the Executive Committee. This can include representation at specific strategic conferences, for attending a regional meeting of INWES, ICWES or important meetings that require the INWES presence.

Records of Expenditure

The INWES reimbursement form with original receipts attached and signed by the claimant must be completed and forwarded to the Treasurer. The following expenses must be supported by original receipts or other appropriate documents:

- Commercial transportation tickets (economic class only, boarding passes must be included)
- Accommodations
- Car rentals, including insurance coverage, if absolutely needed
- Taxis & airport shuttle
- Parking charges (except charges for meters)
- Meals, excluding alcoholic beverages
- Visa application fees (passport fees are not permissible)

Guidelines for Inner-Canadian Travels

AIR Transportation: The following are not permissible: First or business class, travel insurance; and stopovers between flights en route if such stopovers add to the cost of the ticket, unless the travel has involved a continuous flight of at least nine hours.

RAIL Transportation: Coach Class for one-way rail trips of four continuous hours or less; for longer trips a higher standard may be authorised with room or equivalent accommodation being provided for overnight travel.

PRIVATE OWNED VEHICLE: Payable at the current Canadian Federal government per kilometre rate.

DISTANCE LIMITS: In excess of 325 kilometres/200 miles (return) the use of a personal vehicle will normally not be authorised. In any case, the maximum for all expenses including accommodation and meals while travelling by car should not exceed the equivalent of economy



class air travel plus normal ground transportation costs.

LIABILITY: INWES shall not be held responsible for any accidents, injury or death to persons or damage to property arising from member's use of a private motor vehicle.

RENTAL CAR: The use of rental vehicles may be authorised where, in the opinion of the Board this method of travel is economical and practical. Reimbursement shall include the costs of insurance paid to car rental agents for release of liability. Compact-sized or, if necessary, mid-sized cars (if carpooling) only will be authorised.

TAXI: Original receipts are required; details (i.e. trip from address to address) must be recorded on the travel claim.



POLICY NO. 12 - ICWES

Background and History

From 15th to 21st June 1964, a Conference was held in New York organised by the Society of Women Engineers, and women engineers and scientists from a number of countries were invited to take part and to speak. This was called the First International Conference of Women Engineers and Scientists.

At the close of that Conference a group of participants from the United Kingdom issued an invitation to those present to attend another Conference in the United Kingdom. This second Conference was held in Cambridge, England in 1967.

At that Conference, the organising committee invited certain people to attend a meeting to discuss the possibility of arranging the next Conference. By this time the acronym 'ICWES' had come into use, both to describe the conferences and activity in connection with their organization. By the time the fifth Conference was held in Rouen in September 1978, it was clear that documentary guidelines were necessary to assist future organisers and to preserve the essential character and continuity of ICWES. These guidelines were modified at the sixth ICWES in Bombay in September 1981, at the seventh in Washington in June 1984, at the eighth in Cote d'Ivoire, at the tenth in Budapest in 1996, after the eleventh in Chiba, Japan in July 1999 and at the twelfth in Ottawa in 2002.

In Ottawa, the Delegate meeting voted that a new (International Network of Women Engineers and Scientists) should be formed to carry on the work of ICWES in the years between the Conferences, as well as to develop more interactions and cooperation between countries around the world in the field of women in science, technology, engineering and mathematics (STEM). ICWES was to remain largely as it had ever been, but it would be protected by being part of a larger organization and would have more resources to call upon.

Aims

ICWES is held:

- To encourage women and other interested people from all over the world to meet and discuss aspects of STEM or gender issues
- To enable interested parties to discuss matters specific to a particular region, or between regions, providing an international overview
- To attract people from the local region, and also from around the world
- To help connect women who wish to contact and communicate with other women with similar experiences
- To put women in all regions in touch with the rest of the world

ICWES is held every 3 years as far as possible.

Hosting an ICWES

Call for Bids to host ICWES

A call for bids to host the next but one ICWES is sent out 18 months prior to the date of the immediately preceding ICWES. This means for example that for the ICWES in 2020, the call for bids will be made in July 2016 and the host will be announced at ICWES held in 2017.

The Conference Committee Chair is responsible for preparing the call for proposals and liaising with intending hosts. The conference committee reviews the proposals and recommends to the Board to be voted. The call for proposals will be communicated via the Communications Committee.

The Board will review proposals and confirm the bid with the host. The host will be announced at the preceding ICWES during the AGM of INWES.

The ICWES, normally lasting about 3 days, will be organised by a local person or organization (or organizations) and shall/can include in person, virtual or hybrid sessions. The bid should include the information listed below:

- The month, year, and place where it is proposed to hold the ICWES
- A general description of the facilities available for a conference and the accommodation of participants
- Estimates of the fees and cost of accommodation
- The proposed theme or themes and a preliminary draft of the timetable
- Details of financial and other resources available to the Chair, especially the possibility of government or other financial or resource support.

The successful bidder should be prepared to present the bid at the preceding ICWES (one before the bid).

Responsibilities of ICWES organising organization

The responsibilities of the ICWES organising organization includes:

- Carry out and take responsibility for the organization at the location
- Devise a budget
- Approach organizations for funding
- Publicise the event
- Be responsible for all local expenses. These can be covered by charging a conference

fee and by fundraising.

- Be responsible for all costs involved in running the Conference, for example, venue, equipment, meeting rooms, speakers..., etc.
- Be responsible for the organization of peer review for papers on engineering, technology, science, social science and education
- Agree a fixed amount to be paid to INWES centrally for use of the INWES logo and INWES support network and to further its work, as agreed in a contract
- Arrange facilities for INWES business (that is, its Board meeting of 2 days prior to conference and 1 day following the conference and a Members' meeting during one afternoon of the conference which includes the election of Directors;
- The venue for the next ICWES is recommended by the Board and voted on by the Members at the Annual Meeting (or Annual General Meeting)
- After conference provide a detailed report, list delegates, budget, outcomes etc. within 6 months of the close of the ICWES, so that there is a permanent record for INWES archives

Organisers are likely to have sub committees working on the following amongst others:

- Fundraising
- Programme
- Conference venue
- Accommodation
- Social events
- Documentation
- Special programmes (such as students and partners programmes)
- Travel and visa arrangements
- Bursaries

Responsibilities of INWES for ICWES

INWES will:

- Give advice on sponsorship and fundraising strategies, and publicise the conference through the INWES website.
- Support the conference organisers by writing support letters when possible, and providing documents and information to enable the organisers to fundraise efficiently.
- Supply a database of potential delegates (previous ICWES delegates, organizations, members of INWES, other contacts).
- Give advice on budgets based on past experience
- Ensure that INWES' Corporate Members are involved in the Conference and, if possible, its organization
- Hold a Board Meeting and a General Members' Meeting at the Conference
- Give general advice from previous ICWES Conferences.



POLICY NO. 13 - REGIONAL CONFERENCES

Regional Conferences may be held in any year when there is not an International Conference for Women Engineers and Scientists (ICWES).

Proposals must respond to each of the items detailed below in the section called “Responsibilities of Regional Conference Organisers” with information as to how the various responsibilities will be met.

If more than one proposal is received, then the INWES Conference Committee will make a recommendation to the Board of Directors who will make a decision by a vote. INWES Director(s) directly associated with a proposal will not be allowed to vote due to a potential of conflict of interest.

Proposals should be received by INWES before the end of October each year for the following year. If accepted, the Regional Conference will be supported by INWES as outlined below, but all the planning, organization and logistics must be carried out locally.

Regional Conference Objectives

Regional Conferences will be held:

- To encourage professional women, students and others interested science, technology, engineering and mathematics (STEM) and gender issues located in a geographical region to discuss common topics, projects and initiatives; conduct training sessions and workshops; and expand their network of support
- To enable interested parties to discuss matters related to women in STEM specific to their region
- To promote the interests of women in STEM in that region
- To provide a forum for people who are not able to travel to an ICWES
- To help women who want to set up their own STEM associations
- To put women in a region in touch with the international community of women and associations interested in STEM

Responsibilities of Regional Conference Organisers

The Regional Conference, normally lasting about 2 days, will be organised by a group of interested individuals, organization, or corporation associated with INWES

The organisers will:

- Carry out and take responsibility for the organization at the location.
- Develop a budget for INWES Board of Directors' concurrence

- Approach regional and international organizations for funding.
- Publicise the event in the region.
- Be responsible for all local expenses for the participants from the region, either by charging a conference fee, and/or by fundraising to support them.
- Be responsible for all costs involved in running the Regional Conference, for example, publications, venue, equipment, meeting rooms, speakers, refreshments, etc.
- Agree a fixed amount to be paid to INWES for furtherance of INWES objectives and coverage of INWES expenses.

Responsibilities of INWES

The INWES Board of Directors and Conference Committee will:

- Give advice on sponsorship and fundraising strategies, and publicise the Regional Conference through the INWES website.
- Supply a letter of support for the Conference Organisers to use in their fundraising activities.
- Supply a list of associations, corporations and individuals who they may wish to approach as delegates.
- Act as an official sponsor of the Regional Conference.
- Encourage the involvement of its Corporate Members
- Organise an INWES Board of Directors Meeting to be held at the Regional Conference.
- Be responsible for costs related to the INWES Directors' travel (unless a local grant can cover this) and for the Board of Directors Meeting related costs.



POLICY NO. 14 - REGIONAL NETWORKS

INWES will establish regional networks to facilitate more regular collaboration and communication between members within a geographic region.

History and Background

The INWES Board decided to establish Regional Works during the ICWES14 held in Lille in 2008. At the Board Meeting that was held along with the conference, the following Board Meeting No. 9- Motion 2- Amendment 1, was carried:

“International Network of Women Engineers and Scientists (INWES) and the 14th International Conference of Women Engineers and Scientists (ICWES14) support the creation of INWES Regional Networks, to aid the operation’s communications and recruitment for the International Network of Women Engineers and Scientists, and to enable the women in the area to realise their full potential in STEM. INWES will initiate at least 2 Regional Networks within the next 3 years. ICWES15 will enable INWES Regional Networks to meet, exchange information and report to the membership.”

The Asia Pacific Nation Network was established to represent the Asia-Pacific region and held its first meeting in Adelaide in July 2011, at the same time as ICWES15.

The African Regional Network was established to represent members in Africa and held its first meeting in Los Angeles in October 2014, at the same time as ICWES16.

In 2016, INWES Europe was established to represent members in Europe. The first official meeting was in Munich, Germany in 2016 at the same time that INWES Regional Meeting organised by DIB, the German Association of Women Engineers.

In 2018 and at the INWES Regional Conference held in Tunisia and hosted by ATFI, the Tunisian Association of Women Engineers, the Middle East and Northern Africa regional network was established.

Approval to Establish a Regional network

Members of INWES can form regional network (Network) upon approval of the INWES Board of Directors. The Chair of the Regional Networks Committee shall be the point of contact for all the Networks to ensure that they all respect the By-laws, policies and procedures of INWES.

An INWES Regional Network shall observe INWES By-laws, policies and procedures of INWES, as documented in this manual.

The Terms of Reference of each Network must be approved by the INWES Board before commencing operations.

For daily operations, a network can establish additional procedures upon approval of the INWES Board.

For Regional Networks planning at a later stage to set up a separate legal structure consolidated to INWES, the rules and procedures in Section Legal Structures below apply.

Legal Structures

In order to facilitate local projects and funding to take place, a Regional Network may create a separate legal structure. This step must be approved by the INWES Executive Board.

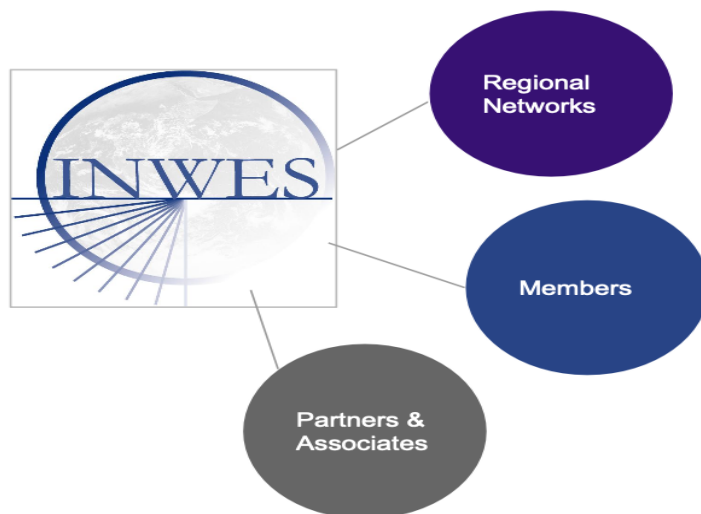
This structure must abide by the following rules:

- Its constitution will be fully aligned to the parent INWES aims and values.
- It should not create membership or other partnership classes that are separate from INWES membership classes, unless with prior agreement of the INWES Board.

INWES Structures

The following diagrams show the relationship between the parent INWES organization, committees, Board, Regional Networks and others.

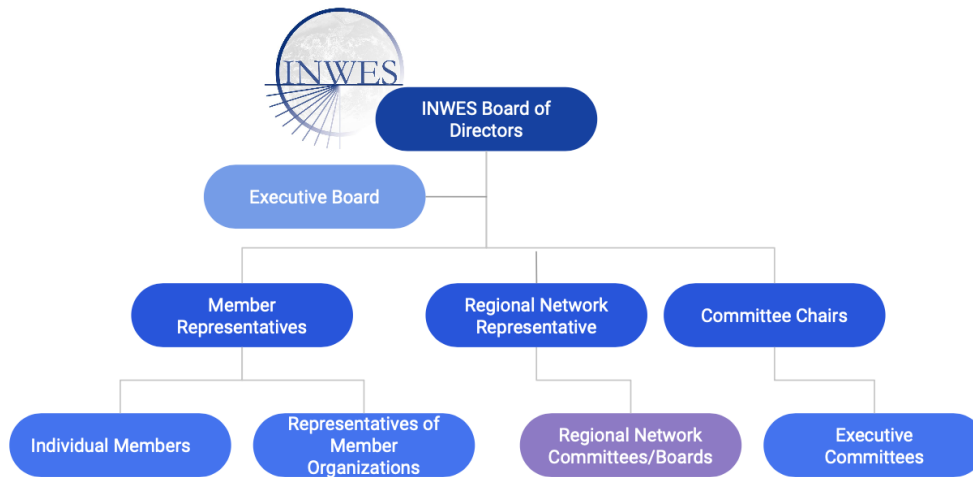
INWES and allied entities



NB:

“Partners, Associates” are organizations and individuals that sponsor or work with INWES and INWES Regional Networks but are not members, but are made up of member organizations located in that region.

INWES Governance



Objectives and Projects of Regional Networks

The aim of a regional network is to achieve the following objectives in a specific region (such as Asia and the Pacific, Africa or Europe):

- Increase INWES’s outreach in different regions of the world;
- Promote the role and the status of organizations for women in STEM (Science, Technology, Engineering and Mathematics);
- Promote the interests of women in STEM at a regional level;
- Support women, notably by putting them in touch with the international community of women and other associations interested in STEM in their region;
- Exchange experiences and learn from one another;
- Facilitate development of and cooperation in common projects within the region;
- Support women who want to set up women in STEM associations in the region.

The INWES Regional Networks operate within the mandate of INWES to:

- Contribute to the planning and organization of local and regional events;
- Propose projects which may (pending on funds availability) be supported and financed by INWES or the INWES Education Research Institute;
- Contribute to the solicitation and the search for funding to complete the projects proposed successfully;
- Provide the INWES Board and its Communication Committee with information to notify the INWES members of every event or initiative led by the regional network;
- Represent INWES, to every local or regional event linked to the representation of women in sciences and engineering, in agreement with the Chair of the regional INWES network and the mandate of INWES;

Organization Structure for Regional Networks

A Regional Network will include all INWES members (all categories) that belong to a specific region. The main member organizations must be listed in the Terms of Reference of the Regional Network and approved by the INWES Board.

An organization will be elected Chair of a Regional Network for a three-year term. A second term may be held if renewed by election. The Chair Organization will appoint a Chairperson and Secretary General or deputy who will overlook the Regional Network and form a committee for tenure of its term, i.e. 3 years. The Chair of a regional network and any other members of the regional network committee must be members of INWES (i.e. the organizations they represent must be members of INWES).

Separate membership fees are generally not payable to Regional Networks. Membership fees are paid to INWES unless otherwise agreed with INWES Board and according to the Legal Structures as above.

Communication and Use of INWES Logo

Regional networks should use the INWES Newsletter and website for communications.

The Regional Network Committee representative should communicate with the INWES Director who is responsible for INWES Communications to provide information on regional developments and news.

All information on regional networks should be provided on the INWES website. Separate pages shall be set up on the INWES website for each Regional Network.

Prior approval from the parent INWES Board is required where the INWES name and logo is used, for regional events, to raise funds or for media and publicity or other activity.

Membership - Regional Networks

All members of a Regional Network and its Board must be members of INWES as per Policy Nos 2 and 3.

Regional Network Chair and Committee

The Chair of a regional network reports to the INWES Deputy President who is a member of the INWES Executive Committee and has responsibility for INWES regional networks.

The Chair of a regional network, the Regional Network Committee and the Chair Organization have the responsibility to:

- Organise regional events and propose regional projects
- Share with parent INWES any news relevant to the region



- Apply for regional sources of funding or grants
- Represent INWES at regional events, upon the agreement of the INWES Executive Committee
- Establish discussion forums with the INWES members of a region
- Communicate with country representatives (at least one person per country) who will be responsible for communication in their respective countries and/or organizations.
- Assume other responsibilities, if relevant and approved by the INWES President Elect.

The Chair of a Regional Network can apply to become a director on the INWES Board through the INWES nomination process but is not automatically a director of the parent INWES.

Reporting - Regional Networks

Annual Work Plan

The Regional Network Committee must submit on 1 July each year, an annual work plan describing the activities that it aims to accomplish during the year.

Annual Report of Activities

The Regional Network Committee must provide the INWES Board with an annual report of activities by 30 June each year.

Election of Regional Network Chair Organization

The Regional Network Chair Organization (and Chair-elect organization) will be elected every three years at the Meeting, preferably at least one year before the term commences. The former Chair Organization will put up a call for nomination to all members at least one month before the election.

The criteria for Regional Network Chair Organization is:

- INWES member of good standing;
- A track record for supporting women in STEM including to encouragement of girls and young women in STEM studies and enhancement of the academic climate for women in STEM studies;
- A track record of activity within the region, for example, the number of Network Meetings and ICWES conferences attended by the organization's representatives and office bearer positions held;
- A track record of active involvement in the Network and INWES;
- Achievements in the pursuit of the Network and INWES network at the community level;
- The Chair Organization will also provide a candidate's written statement of their Chair including indication of willingness to serve as Chair of the Regional Network.

Members

INWES members who are of nationalities of the specific region of the network are automatic



members of the regional network. Members are bound to the by-laws of INWES and categorised and subject to membership fee payment according to the INWES By-law.

Annual General Meeting

A General Meeting will be held every year (see below).

Procedures for the Annual General Meeting and for any other Special meeting shall be in accordance with Policy No. 4 which requires compliance with the INWES By-laws.

Meetings and Activities

Annual Regional Network Meeting

An annual Regional Network meeting (“Meeting” from herein) should be held. The Meeting may be held in conjunction to another conference or meeting hosted by the Chair organization. The purpose of the meeting is to share progress of the work of member organizations in their own countries and to develop strategies and projects for the regional network.

A call for proposals to host the Meeting will be sent to members no later than a month before the previous year’s Meeting.

In the year that an ICWES is held, the Annual General Meeting will be held at the Chair Organization’s country. This Meeting will also hand over the Chair of the Regional Organization to the next elected organization for a three year period.

Events

A Regional Network may organise activities or programs in addition to the Annual Meeting. These events may be proposed by the Chair Organization and/or members of the Regional Network.

Events may qualify as INWES Regional Conferences if they satisfy the INWES policy requirements and if agreed with INWES Board.

Regional events should preferably be INWES events. The INWES Vice President of Conferences is the first point of contact for information and approval relating to Regional Network events.

Projects

Projects may originate from the Regional Networks. Projects suggestions should be approved by the parent INWES before commencing.

Those which can be considered charitable may be submitted to the INWES Education and Research Institute as per its guidelines and application process.

INWES may support the Regional Networks to raise money and run the projects, if needed.

Responsibilities of Regional Network Meeting Organisers

The responsibilities of the Meeting organisers and Chair are outlined below.

The annual Regional Network Meeting may be held in conjunction to the regional conference and hosted by the organisers. The meeting should be for a full day and organised by a group of interested individuals, organization, or corporation associated with the Network.

The organisers of the Regional Network meeting will:

- Carry out and take responsibility for the organization at the location;
- Develop a budget for the Meeting;
- Carry out and take responsibility for the organization at the location;
- Develop a budget for the Meeting;
- Approach regional and international organizations for funding;
- Publicise the event in the region;
- Be responsible for all local expenses for the participants from the region, either by charging a conference fee, and/or by fundraising to support them;
- Be responsible for all costs involved in running the meeting, for example, publications, venue, equipment, meeting rooms, speakers, refreshments, etc.;
- Support the Chair organization in publishing an annual country report;
- Abide by the INWES policies and procedures manual.

The INWES Regional Network Chair Organization will:

- Organise the INWES Annual Meeting (if appropriate)
- Give advice on sponsorship and fundraising strategies, and publicise the Regional Conference and Meeting through the INWES and Network Chair Organization website;
- Request the parent INWES to supply a letter of support for the Conference Organisers to use in their fundraising activities;
- Supply a list of associations, corporations and individuals who they may wish to approach as delegates, if they accept this possibility;
- Act as an official supporter of the Meeting and related conference;
- Encourage the involvement of its Corporate Members.

Funding for Regional Networks

All membership and subscriptions should be directed through INWES centrally, and the Treasurer, upon approval by the Executive Committee and following the approval of annual work plan may assign money to a Regional Network.

Funds can also be raised by Regional Networks using local knowledge. Prior approval is required from the INWES Board for the use of the INWES name and logo for fundraising or publicity.

For specific projects, prior approval is required from the parent INWES Board. A formal agreement for each specific project is required to be signed prior to commencement of the



project and approval of funding. A report must be provided to the parent INWES Board within 90 days of completion of the project on disbursement of funds provided and achievement of project outcomes.

POLICY NO. 15 - FUND DEVELOPMENT and ALLOCATION OF FUNDS

Fund Development

See the Fund Development Committee TERMS OF REFERENCE for specific responsibilities and functions.

For Regional conferences and ICWESs, the Organising Committee shall be responsible for fundraising. Support for fundraising will be provided by the respective Vice Presidents according to the type of funding provider being approached: for example the Vice President for External Relations will support to identify and apply for grants from UNESCO and other organizations associated with the United Nations, the Vice President for Education & Research will support the identification for grants associated with university research funds, and the Vice President for Industry & Enterprise will support the identification for corporate funding.

Fund Allocation:

The appropriate Vice President, or her designate, according to the type of funding required and source of funding shall lead fund applications for INWES.

The Fund Development Committee shall provide support and identification of sources and possible schemes for allocation of funds for INWES programs or activities.

INWES will facilitate networking with other organizations working on similar projects. The aim of INWES shall be to share, where possible and appropriate, initiatives and proposals with INWES members to open up the potential for wider participation in INWES programs and projects.

An INWES member organization can request support of INWES to obtain funds for projects that similar to or directly related to other INWES programs and projects.

All applications shall be reviewed and approved by the Executive Committee for signature by the President.

POLICY NO. 16 - ETHICS, CONFLICT OF INTEREST, AND CONFIDENTIALITY

Conduct and Code of Ethics

The Board of Directors expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behaviour when acting as a member of the Board of Directors. To do so, the new board members shall sign the Code of Ethics for INWES Directors upon their nomination (see Appendix A).

Conflict of interest

Board of Directors members must represent un-conflicted loyalty to the interests of the organization. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Board of Directors or staff, as well as, the personal interest of any Board of Directors members acting as an individual consumer of the organization's services.

Board of Directors members must avoid any conflict of interest with respect to their fiduciary responsibility.

Members of the Board of Directors and their families shall not enter into any business arrangement with the Corporation, in which they have an interest directly or indirectly, except:

- On a written and competitive sealed quotations basis
- And having declared any interest therein, and having refrained from voting therein.

If a Member of the Board of Directors has an interest in a contract, transaction or other matter of the Corporation, that Member shall declare said interest at a meeting of Directors where such contract, transaction or other matter is being considered. The Director must not vote or influence the vote on any contract, transaction or other matter in which an interest has been declared.



POLICY NO. 17 - INSURANCE AND INVESTMENT

Insurance

The Board of Directors shall ensure that INWES has appropriate insurance coverage, including, but not limited to the following:

Directors' and Officers' liability up to \$2,000,000

Public Liability Insurance up to \$5,000,000

Investments

The Treasurer will be responsible for ensuring that reserve funds are invested carefully.

The range of investments should provide safety through diversity and items may provide varying rates of return, provided the overall rate of return for the portfolio is reasonable (for the level of the risk that the Board is willing to accept).

The status of investments including returns received shall be reported to the Board at least annually.



POLICY NO. 18 - SIGNING AUTHORITY

Bank Accounts

All banking operations are to be held in financial institutions that provide full electronic banking access and global transactions at a fair cost.

A bank account in Canada has to be kept to serve the Canadian Accountability Act.

Signatories and tax identifications are to be provided according to global audit and liability laws as they arise.

The INWES Board will nominate appropriate signatories for a term of 3 years.

Contracts, Documents and Instruments

Contracts, documents, or any instruments in writing requiring the signature of INWES will be signed by the Secretary General, Treasurer or other Assigned Signatory from the Executive.

If a contract is not within the business plan, the Executive Board must approve the contract.

The Assigned Signatory is authorised to sign contracts and documents requiring a single signature in the ordinary course of business. A copy of all contracts will be kept by the Secretary General and reported in each Executive meeting.

The term ‘contracts, documents or instruments in writing’ as used in this policy shall include documents relating to the business of INWES.

Documents relating to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities will be signed by the President and a designated Vice President (including Deputy President) after approval of the full Board.

In general INWES will not enter into such contracts and agreements.



POLICY NO. 19 - COMMUNICATIONS

Member Communications

Communication amongst members of INWES shall be facilitated at minimum by the INWES website (www.inwes.org) and an (annual as minimum) electronic report/newsletter distributed at the Annual Meeting or to all INWES member representatives.

Website

The INWES website www.inwes.org is the main channel of communication for INWES. All official public information on INWES and its activities will be disseminated through the website. News and Events are managed on a day-to-day by the Communications Committee. The Communications Committee Chair's decisions on what to include in News and Events, and on the website will be final.

INWES Regional Networks are encouraged to use the official INWES website to promote their activities and future events. The use of separated websites may have a local impact but will dilute INWES global impact. Regional networks representatives should use official website and other channels to convey their messages to their audience.

INWES Executive Committees are also encouraged to use the INWES website to describe their activities. Committee representatives should provide contacts on the Committee webpage to enable INWES members to volunteer to take part in INWES committee work.

Newsletter

The INWES Newsletter will be managed by the Communications Committee. The editor of the Newsletter will typically be the Communications Committee Chair and the editor's decisions on what to include in the newsletter will be final.

NB. INWES website, newsletter, or other communication platform should not be used for personal promotion of any member.

External Communications

The Board of Directors, as a whole, will review issues that significantly impact the goals and objectives of INWES.

A significant issue can be brought to the attention of the Board of Directors through the President and the Board of Directors will determine the appropriate course of action to be taken.

Only the President, or designate, will speak on behalf of the Board of Directors.



Business Cards

Business cards will be provided to the President.

The Secretary General is responsible for the creation of the business card template to be used by Board members for local printing of their business cards.

Internal Board Communication

Board communication in between meetings is carried out through emails and use of online tools, such as wiki and the INWES cloud file storage.

Use of Emails

Electronic mail (email) is a frequently used and preferred communication tool among INWES Board Members. Used properly, email improves productivity and allows INWES members to work more efficiently. Improper use of email can create more work or lead to confusion. For that purpose all members must adhere to proper email best practices. This applies specifically to INWES Board internal emails.

INWES email will not be used to promote any partisan politics, for individual profit, or for any illegal activities.

INWES email should not be used to communicate to larger audiences when another communication vehicle (e.g., INWES newsletter, website or social media) is available for an effective, efficient, and/or targeted communication.

INWES email is to be used as a tool to carry out the goals, mission, and daily tasks of INWES Board members. Board members should write emails that are professional, effective, and efficient. It is the responsibility of the Board members to use INWES's email appropriately and professionally.

- General Principles – Communicating by email is most effective when members prepare emails adhering to email best practices. The attachment, Appendix E. “Email Best Practices,” provides valuable information for board members to adhere to in their email communications.
- All-Hands Emails – Only authorized board members may disseminate emails Center-wide (i.e. info@inwes.org, communications@inwes.net, membership@inwes.net). Do not reply to an “All-Hands” email (an email that is sent to all INWES members) unless directed to do so. Never “Reply to All.”
- Acronyms – If not commonly known, acronyms should be spelled out the first time they appear within an email.

Official Social Media Accounts Policy



This policy ONLY applies to INWES members who are authorized to speak on behalf INWES through social media. This includes anyone managing or contributing to a social media channel on behalf of any of the regional networks that form part of INWES. Social media channels can include blogs, wikis, social networks (e.g., Facebook, Twitter, YouTube, LinkedIn, etc.), and other media yet to be developed. This policy only applies to those individuals when they are posting on such official sites and/or when they otherwise speak as an authorized representative of INWES. It does not apply to other social media communications and postings that such individuals may make on personal social media sites so long as such communications do not indicate that the individual is speaking on behalf of INWES.

This is intended to be a living document, which will reflect INWES current needs and may adjust to future changes in social media.

Authorized Communications

Before creating any official social media account for INWES, you must fill out and submit the “Social Media Account Request” form. If applicable, the communications chair will meet with you to discuss communications strategies specific to region. All official social media accounts must be registered with INWES Communications team (communications@inwes.net). You should only post on behalf of INWES or its affiliates in an official capacity where you have been explicitly authorized to do so. You should only create an account in the name of INWES if you are authorized. Take a moment to think about what you are posting before you hit the publish/post button.

Confidentiality

Do not post confidential or proprietary information about INWES, or INWES members that would violate such persons’ rights to privacy

Privacy

Do not post anything to an official social media channel that should not be shared publicly. In particular, do not discuss a situation involving named or pictured individuals on a social media site without their knowledge or permission. Never share Social Security numbers, addresses or other private information. Remember that whatever you share may be public for an indefinite period, even if you attempt to modify or delete it.

Responsibility

Use of social media on an official INWES channel must be managed responsibly because it reflects on the organization, members and affiliates.

- Confidential information should never be posted online. Photos should also be inspected closely before publication to make sure no confidential, personal information is visible. Never publish a name or photo without that individual’s permission.



- Fake Accounts: INWES members should never create fake social media accounts (i.e., an account that seems to be the work of a third party) or share false or misleading information through an INWES account.
- Correcting Information: If you unintentionally post something online that is incorrect, correct it visibly and publicly as quickly as possible. Doing so will earn you respect in the online community.

Transparency

To both protect the INWES name and build trust with users, social media such as blogs, Facebook pages, Twitter feeds, etc. that are established on behalf of INWES should be explicit regarding the nature of the relationship of such media to INWES. Similarly, in keeping with INWES's non-profit status, social media should not be used for any private business or financial transactions including revenue from advertising, nor should any INWES realize any personal monetary profit from INWES-related social media. Social media may be used for fundraising as long as a transaction does not occur on the social media platform itself.

Content shared via official INWES social media channels, as well as pages or accounts that these channels like or follow, should reflect the mission and values of INWES. Official INWES accounts should refrain from posting content and liking or following users or pages that reflect personal interests or that may be in conflict with INWES's mission or values.

Official INWES accounts should encourage engagement and interaction with and among followers; however, they should reserve the right to remove content that is spam, commercial, off-topic, obscene, harassing or derogatory. If the social network allows for it in the "Bio" or "About" section, official accounts should post a disclaimer similar to this: "Third-party posts on this wall do not imply endorsement of that content by INWES. We reserve the right to remove content that is spam, commercial, obscene, harassing, and/or derogatory."

Copyright

INWES official accounts must be careful when posting intellectual property, including photos and videos, online.

- Materials posted online should be your property, in the public domain, have a Creative Commons license, or fall under fair use. For all other instances, you should seek permission from the copyright holder.
 - Photos from INWES members should only be posted with permission.
- Where possible, best practice is to include credit/attribution.
 - Due to character limitations and platform norms, credit is not necessary on Twitter or Instagram.
 - On Facebook and YouTube/Vimeo please you include credits.
- Please see elsewhere for details on fair use and tips for locating royalty free music, and images and photographs that permit re-use with Creative Commons licenses



APPENDIX A. CODE OF ETHICS FOR INWES DIRECTORS

Purpose of the Code

- To establish clear guidelines respecting conduct.
- To establish clear guidelines respecting conflict of interest.
- To provide an appropriate mechanism for dealing with and resolving of conflict.

Principles of Ethics

All members and Directors of INWES are expected to

- Treat all INWES members with respect and expect all members to treat each other with respect.
- Support the INWES mission.
- Do their utmost not to bring INWES into disrepute (refer to By-law No 1 Article 3.08).

During the conduct of their duties and responsibilities, Directors of INWES shall:

Ethical Standards

- Act with honesty, in the public interest, and in a manner that will bear the closest public scrutiny.
- Exercise at least the level of care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Decision-making

- In fulfilling official duties and responsibilities, make decisions in the interest of and proper furtherance of the INWES mandate.
- Support day-to-day business and decision-making by making time to follow INWES Board communications (see Appendix B Role of Directors).

Communications

- Abide by the guidelines for email communications (see Communications Policy) and be respectful of INWES members in all communications, including social media.
- Be sensitive to the communication needs of a global community
- Ensure that confidential information and internal discussions are not shared with external individuals or organizations.

Gifts and Benefits

- Not solicit or accept transfers of economic benefit, other than incidental gifts, customary hospitality, or other benefits of nominal value from persons, groups or organizations having, or likely to have dealings with INWES unless the transfer is pursuant to an existing enforceable contract or property right of the Director.
- In the operations of any INWES activity, declare any financial or other gain (including gifts)



to INWES Board.

INWES Property and Brand

- Make no personal use of or benefit from, other than incidentally and inconsequentially of INWES property.
- Make no use of the INWES logo or brand without permission from the Board or in any way that may bring INWES into disrepute.

In case of doubt regarding any of the points above, please refer your case to the Secretary General.

Expectations of Directors

The following sets the minimum expectations of directors and should be noted by anyone seeking to be elected to the Board.

The Directors of INWES have personal responsibilities and liabilities under the Canada Not-for-profit Corporations Act (CNCA) (S.C. 2009, c. 23) – please refer to <https://laws.justice.gc.ca/eng/acts/c-7.75/>. Directors should consider how these liabilities, including any financial liabilities may impact on their roles in their own countries.

Duties

At the very minimum, Directors shall

- Attend over 75% of Board Meetings,
- Adhere to the Ethical Code of Conduct for Directors; and
- Perform duties associated their role and/or committee assignments.

In addition, Directors are expected to

- Respect the roles of Directors, in particular address any requests for information by the chair of the Board and her deputies in a timely and appropriate manner.
- Make time to follow day-to-day business between Board Meetings.
- Follow agreed INWES processes, particularly reporting and document storage systems (e.g. use of online facilities set up for the purpose) to ensure continuity and sharing of information.
- Take active part in committees and INWES programs, supporting other Directors and INWES members to achieve aims of each committee in the furtherance of the goals of INWES and any other activities as detailed in Appendix B Role of Directors.
- Report on their activities and committees to the Board annually as a minimum.

Resources, Board Meetings, and Travel Funds

Directors spend an estimated minimum of 2 days a month on INWES matters.

Most Board meetings are held online. Directors are expected to have access to the internet and the capability to take part in online meetings. There is usually a face-to-face meeting once a year



which can take place anywhere in the world.

In general, the nominating organizations and/or the Director's employer are expected to provide the funding required for Directors to attend face-to-face meetings, although sometimes there are funds available to subsidise some costs.

Any funds provided by INWES to Directors to travel to attend meetings are hardship funds and are not "merit awards" nor should they be presented as such.

Values and Behaviours

Directors of INWES serve INWES and INWES Members. This means

- Individuals should not use the role as Director of INWES to self-promote their business or for personal gain.
- Directors must not prioritise their requirements over those of members or of INWES other than to meet their duties as Directors, e.g. to attend Board meetings or in their role as representatives of INWES.
- Directors must consider the needs and requests of members and the well-being of INWES above all else when making decisions about INWES activities and policy.
- Directors are expected to demonstrate selflessness, integrity, objectivity, accountability, openness, honesty, and leadership (see UK Nolan Principles of Public Life).

Compliance and Conflicts

Compliance with the measures detailed in the Code shall be a condition of service as Director of INWES. Upon appointment, each individual shall provide written confirmation of having read the Code and the appropriate By-laws and abide by them by completing the "[Acknowledgement and Agreement, Ethics, Conflict of Interest, Confidentiality, and Non-Disclosure Agreement](#)" form and by disclosing private interests that could put ethical practice at risk and information about potential conflict of interest. The form or any statement can be sent to the Secretary General of the Board who will ensure the information is shared with the President.

Managing conflicts

A conflict of interest, whether actual, apparent or potential, or other event or circumstance which is, appears to be, or is potentially in conflict with the intent of the Principles, shall, upon its occurrence, be immediately disclosed to the Secretary General. A record of "Conflicts" shall be kept by the Secretary General and included in the minutes of the meeting at which the conflict arises or at the next meeting following the disclosure of the Conflict.

Upon receipt of the disclosure, the Secretary General shall determine whether a real, potential or apparent conflict of interest exists, and determine compliance measure that may be necessary. Where it is determined that there is a conflict, the Director must leave the room before discussion and without commenting.

Where an accusation of conflict including is brought to the attention of INWES, an ad hoc



committee of the Board shall be struck to review the situation and make recommendations.

The Ad hoc committee will apply the usual legal principles of “fundamental justice” (see Canadian Charter of Rights and Freedoms – Section 7.3 <https://www.justice.gc.ca/eng/cs/sjc/rfc-dlc/ccrf-ccdl/check/art7.html>) in communicating with individuals concerned, applying a fair procedure and in making recommendations.

Changes to the Board of Directors mid-term

Canada Not-for-profit Corporations Act and the INWES Bylaw allows for the removal and replacement of a director by the members by ordinary resolution at a special meeting called for the purpose. The law and the Bylaw also allow for resignations by a Director.

Removal of a Director

As explained in “[Managing conflicts](#)”, where there is conflict or complaints about a director, an ad hoc committee will be formed as soon as is practicable to review the situation. Within three months of setting up the ad hoc committee, all individuals concerned will be informed of the process and case with the evidence and any interim recommendations and questions from the ad hoc committee. The director concerned will be given fair and ample opportunity to respond and will be expected to do so within two months. Following this, the ad hoc committee will proceed to make recommendations to the Board of Directors within three months. The Board of Directors will make the decision to call a Special Meeting of members if it is deemed necessary.

Resignation by a Director

Resignations will be carried out in writing (by email or letter) to the President/Chair of the Board. The President will confirm the resignation as from the date of the memo from the Director concerned.

Directors should note that by Canadian law, the act of resignation does not remove liabilities for actions and decisions made prior to the date of resignation.

Replacement of a Director

Members may propose a replacement for a Director. The Board may also replace directors by simple majority voting to co-opt existing members to the Board for vacancies that arise during the term of the Board.

Annual Review

Individuals shall review their obligations as necessary, but at least once per year, to ensure that any change in their activities, financial interests, or duties and responsibilities is taken into account. The "Acknowledgement and Agreement, Conflict of Interest, Confidentiality, and Non-Disclosure Agreement" form must be signed and updated annually.

Confidentiality

The INWES Secretary shall be responsible for ensuring that information provided is held in confidence, except for a disclosure to the President. Any document provided by individuals shall be kept in secure personal files in the Secretary General's office and/or secure online storage. Access will be limited to the Secretary and President.

References

All online references given below correct in April 2020:

Canada Not-for-profit Corporations Act (S.C. 2009, c. 23) – <https://laws.justice.gc.ca/eng/acts/c-7.75/>.

Canada Corporations, The Directors (including general duties, responsibilities and liabilities)-
<https://corporationscanada.ic.gc.ca/eic/site/cd-dgc.nsf/eng/cs05004.html>
(NB INWES recommends that each director ensures they understand how being a director of a Canadian based non-profit might impact on their responsibilities and liabilities in their own country.)

Fundamental justice - Canadian Charter of Rights and Freedoms – Section 7.3 -
<https://www.justice.gc.ca/eng/cs/sj/rfc-dlc/ccrf-ccdl/check/art7.html>)

United Kingdom Nolan's Seven Principles of Public Life (Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty, Leadership) –
https://en.wikipedia.org/wiki/Committee_on_Standards_in_Public_Life



INTERNATIONAL NETWORK OF WOMEN ENGINEERS AND SCIENTISTS

Acknowledgement and Agreement

Ethics and Conflict of Interest; Duties; Confidentiality and Non-Disclosure

Part A: Ethics and Conflict of Interest

Upon appointment, I was provided with a copy of the Code of Ethics for INWES.

I have read and understood these documents and I agree to adhere and abide by their provision, including the requirement for disclosure of any conflict of interest and the observance of compliance measures.

Part B. Duties

I have understood the duties of INWES Directors and will attend Board meetings, respond in a timely manner to the Chair and her deputies, read and follow the INWES Policy & Procedures Manual, and support other Directors and INWES members in the furtherance of the goals of INWES.

Part C: Confidentiality and Non-Disclosure

INWES Directors must ensure that confidential documents in their possession are stored in a secure manner to prevent unauthorised access. They must be transmitted using secure techniques and when they are no longer required, they must be destroyed in a secure manner, e.g., by deleting electronic data files, or by shredding or burning paper or arranging for its return to the Secretary General of INWES.

Agreement to Comply

It is a condition of service of Directors of INWES that they comply with the provisions of the Code.

Part D: Signature

Signature

Name (Please print)

Date



APPENDIX B: ROLES AND RESPONSIBILITIES OF INWES DIRECTORS

Qualifications of Directors

Each Director shall be at least eighteen (18) years of age and have power under law to contract and shall not be an undischarged bankrupt or mentally incompetent person. By INWES Bylaw (Section V 5.03), Directors should be representatives of an INWES Organizational member or an Individual member.

If a person being a Director:

- Resigns from office by delivering a written resignation to the Secretary of the Corporation;
- Dies;
- Becomes a mentally incompetent person;
- Becomes bankrupt or insolvent, or becoming bankrupt or insolvent, takes the benefit of any Act that may be in force for bankrupt or insolvent debtors;

Such person thereupon ceases to be a Director.

In addition, Directors should have:

- Commitment to INWES, its core purpose and core values;
- Knowledge about the programs and goals of the organization;
- Capacity to focus that knowledge on decision making that benefits the organization;
- Ability and eagerness to deal with the vision and long-term future of the organization;
- Drive to carry out operations, shape programs and execute the strategic plan of INWES;
- Prior experience serving on a working Board of Directors and managing committee activities;
- Excellent communication skills, and should value working with different languages and cultures within INWES;
- Ability to deliver their responsibilities in the best way for INWES and without looking for profit for themselves or their organization.

Each Director represents either their nominating organization or act as Individual members and cannot both represent an organization and themselves.

Function of the Board of Directors

The functions of the Board of Directors of a not-for-profit corporation are:

1. Accountable to members: Directors are answerable to the members of INWES and responsible for the financial wellbeing of the corporation.
2. Responsible for management of the corporation: Directors keep informed about the activities of INWES so that they can make decisions and delegate tasks appropriately.
3. Responsible for the supervision of the activities of the corporation: Directors should ensure INWES meets legal, environmental, and financial requirements and follows good practice; Directors set strategy and the direction of INWES.



Job Description of INWES Directors

For INWES, a Board Director will

- Ensure they are familiar with INWES policies and procedures.
- Respond in a timely manner to Board communications.
- Report routinely on their areas of responsibility.
- Work with the other Directors to determine and review INWES policies.
- Make every effort to attend Board meetings and participate in discussions.
- Accept assignment to one or more committees of the Board.
- Advise and assist the President/Chair of the Board in carrying out her duties.
- Support and defend all formally agreed policies of INWES.
- Bring to discussions useful expertise about their country, region and type of work and will represent all INWES members equally and will work towards decisions which are in the best interests of INWES.

On appointment and each year afterwards, a Board Director will sign any required Acknowledgement and Agreement such as in Appendix A, read the INWES Bylaw, the Policies and Procedures Manual, and information on their responsibilities under Canadian law (Canada Not-for-profit Corporations Act CNCA) as Directors of INWES. Directors will also read such other INWES documents relevant to their responsibilities.

Responsibilities

The Board will ensure that there are documents available which show the governing policies which broadly address:

- Strategic Plan: Core Purpose, core values, goals and strategic outcomes.
- By-laws.
- Policies of INWES.
- Board Policy Statements: A written expression of the Board's wisdom on a topic, following discussion. These policies set limits and shape the work of the staff.
- Other topics: The Board can decide on other actions helping the sustainability of INWES.
- All committees will ensure that there are documents available which show the guidelines and practice which govern their decisions.

All reports to the Board made by officers, committees or others will be made in writing, and a copy delivered to the Secretary General in time for distribution to the whole Board for consideration prior to the relevant meeting.

References

All online references given below correct in April 2020:

Canada Not-for-profit Corporations Act (S.C. 2009, c. 23) - <https://laws.justice.gc.ca/eng/acts/c-7.75/>

Canada Corporations, The Directors (including general duties, responsibilities and liabilities) - <https://corporationscanada.ic.gc.ca/eic/site/cd-dgc.nsf/eng/cs05004.html>



APPENDIX C: TERMS OF REFERENCE OF COMMITTEE

INWES TERMS OF REFERENCE - Conference COMMITTEE

AUTHORITY:

The Executive Committee has established the Conference Committee as a Standing Committee of the Board of INWES in exercise of its powers conferred by By-law No.1, Article 5.1. These Terms of Reference establish the Committee's authority, role, composition and tenure, responsibilities and functions, and reporting arrangements.

ROLE	The role of the Conference Committee is to ensure that INWES Conferences are held regularly.
COMPOSITION AND TENURE	<p>The membership of the Conference Committee will consist of:</p> <ul style="list-style-type: none"> - A Chair who is an elected member of the INWES Board and the Vice President of Conferences - At least two additional members can come from members at large and a maximum of six, of which at least one is an elected member of the INWES Board and is the Deputy Chair. - A quorum is two members of the Committee. - The tenure of the Committee members is three years from the first Board meeting after the election of the Directors at the INWES meeting, unless otherwise extended by the INWES Executive Board. Membership is renewable once with at least a third changing at each election.
RESPONSIBILITIES AND FUNCTIONS	<p>The responsibilities and functions of the Committee are:</p> <ul style="list-style-type: none"> - Seek expressions of interest for regional (annual) and ICWES (triennial) conference with explicit criteria for the application - Manage the agreement with conference hosts including arrangements for a financial return for INWES - Support conference hosts in their planning for regional/ICWES conferences and be a point of contact for ongoing liaison - Develop, organise and manage webinars or forums.
MEETINGS	The Committee will meet at least twice a year, possibly more in the year prior to the ICWES meeting, via teleconference or virtual or in person.
REPORTING	The VP conferences will report to the INWES Executive Board as required in the exercise of its functions and at least annually. The Committee will ensure that a report on the annual regional and triennial ICWES conference, and associated payments to INWES, are completed within 6 months of the close of each conference.
MEMBERS	<p>Chair: VP Conferences</p> <p>Members:</p> <p>RN Chairs</p> <p>Board member</p>

INWES TERMS OF REFERENCE - External Relations COMMITTEE

AUTHORITY:

The Executive Committee has established the External relations Committee as a Standing Committee of the Board of INWES in exercise of its powers conferred by By-law No.1, Article 5.1. These Terms of Reference establish the Committee’s authority, role, composition and tenure, responsibilities and functions, and reporting arrangements.

This section is a placeholder.

ROLE	The role of the External Relations Committee is to ensure that INWES Board is advised on matters relating to external policy-making bodies in areas of interest to INWES.
COMPOSITION AND TENURE	<p>The membership of the External Relations Committee will consist of:</p> <ul style="list-style-type: none"> - A Chair who is an elected member of the INWES Board and the Vice President of External Relations - At least two additional members can come from members at large and a maximum of six, of which at least one is an elected member of the INWES Board and is the Deputy Chair. - A quorum is two members of the Committee. - The tenure of the Committee members is three years from the first Board meeting after the election of the Directors at the INWES meeting, unless otherwise extended by the INWES Executive Board. Membership is renewable once with at least a third changing at each election.
RESPONSIBILITIES AND FUNCTIONS	<p>The responsibilities and functions of the Committee are:</p> <ul style="list-style-type: none"> - Identify potential partners for collaboration and fundraising from policy-making bodies at national and international levels, such the UN bodies, ISESCO (Islamic Educational, Scientific and Cultural Organization), ADEA (Association for the Development of Education in Africa) - Support other Executive Board Members in relation to managing communications, finances, memberships and other links to INWES partners in the areas of external relations; - Provide advocacy for women in STEM at all stages of their careers at external policy-making bodies and other agencies.
MEETINGS	The Committee will meet at least twice a year, via teleconference or virtual or in person.
REPORTING	The VP External Relations will report to the INWES Executive Board as required in the exercise of its functions and at least annually.
MEMBERS	<p>Chair: VP External Relations</p> <p>Members:</p> <p>Board Member</p> <p>INWES representative at UNESCO</p> <p>Other INWES members</p>

INWES TERMS OF REFERENCE - Industry & Enterprise COMMITTEE

AUTHORITY:

The Executive Committee has established the Conference Committee as a Standing Committee of the Board of INWES in exercise of its powers conferred by By-law No.1, Article 5.1. These Terms of Reference establish the Committee’s authority, role, composition and tenure, responsibilities and functions, and reporting arrangements.

This section is a placeholder.

ROLE	The role of the Industry & Enterprise Committee is to ensure that INWES Board is advised on matters relating to business, industry and employment that impact in areas of interest to INWES.
COMPOSITION AND TENURE	<p>The membership of the Industry & Enterprise Committee will consist of:</p> <ul style="list-style-type: none"> - A Chair who is an elected member of the INWES Board and the Vice President of Enterprises & Industry - At least two additional members can come from members at large and a maximum of six, of which at least one is an elected member of the INWES Board and is the Deputy Chair. - A quorum is three members of the Committee. - The tenure of the Committee members is three years from the first Board meeting after the election of the Directors at the INWES meeting, unless otherwise extended by the INWES Executive Board. Membership is renewable once with at least a third changing at each election.
RESPONSIBILITIES AND FUNCTIONS	<p>The responsibilities and functions of the Committee are:</p> <ul style="list-style-type: none"> - Identify potential partners for collaboration and sponsorship from the world of business and industry, from very large global corporations to small-to-medium-sized enterprises and Women in STEM groups within representative trade, business and industry bodies; and in private and commercial sectors; - Support other Executive Board Members in relation to managing communications, identification of potential projects for sponsorship, and other links to INWES partners in the areas of enterprise and industry; - Provide advocacy for women in STEM at all stages of their careers in training, industry and business.
MEETINGS	The Committee will meet at least twice a year, via teleconference or virtual or in person.
REPORTING	The VP Industry and Enterprise will report to the INWES Executive Board as required in the exercise of its functions and at least annually.



MEMBERS	Chair: VP Industry & Enterprise Members: Board member Other INWES members
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INWES TERMS OF REFERENCE - Education & Research COMMITTEE

AUTHORITY:

The Executive Committee has established the Conference Committee as a Standing Committee of the Board of INWES in exercise of its powers conferred by By-law No.1, Article 5.1. These Terms of Reference establish the Committee's authority, role, composition and tenure, responsibilities and functions, and reporting arrangements.

ROLE	The role of the Education & Research Committee is to ensure that INWES Board is advised on matters relating to research, academia and education that impact on areas of interest to INWES.
COMPOSITION AND TENURE	<p>The membership of the Education & Research Committee will consist of:</p> <ul style="list-style-type: none"> - A Chair who is an elected member of the INWES Board and the Vice President of Education & Research - At least two additional members can come from members at large and a maximum of six, of which at least one is an elected member of the INWES Board and is the Deputy Chair. - A quorum is the majority of members of the Committee. - The tenure of the Committee members is three years from the first Board meeting after the election of the Directors at the INWES meeting, unless otherwise extended by the INWES Executive Board. Membership is renewable once with at least a third changing at each election.
RESPONSIBILITIES AND FUNCTIONS	<p>The responsibilities and functions of the Committee are:</p> <ul style="list-style-type: none"> - Identify potential partners for collaboration and fundraising from the world of academia and research, from post-secondary institutions, universities, engineering schools, research institutes, education & training regulatory bodies, and all educational agencies; - Support other Executive Board Members in relation to managing communications, finances, memberships and other links to INWES partners in the areas of education and research; - Provide advocacy for women in STEM at all stages of their education and careers in research and academia; - Plan and undertake research and training activities to support INWES mission.
MEETINGS	The Committee will meet at least twice a year, via teleconference or virtual or in person.
REPORTING	The VP Education and Research will report to the INWES Executive Board as required in the exercise of its functions and at least annually.



-MEMBERS	Chair: VP Education & Research Members: Board member Other INWES members
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INWES TERMS OF REFERENCE - Nomination COMMITTEE

AUTHORITY:

The Executive Committee has established the Nomination Committee as a Standing Committee of the Board of INWES in exercise of its powers conferred by By-law No.1, Article 5.1. These Terms of Reference establish the Committee's authority, role, composition and tenure, responsibilities and functions, and reporting arrangements.

ROLE	The role of the Nomination Committee is to prepare the official list of members nominating for election to the INWES Board. The Nomination Committee will ensure the election candidates are suitably qualified in accordance with the By-laws.
COMPOSITION AND TENURE	<p>The membership of the Nomination Committee will consist of:</p> <ul style="list-style-type: none"> - A Chair who is an elected member of the INWES Board, the Past President or a board member in her second term. - At least two additional members can come from members at large and a maximum of five, of which at least one is an elected member of the INWES Board and is the Deputy Chair. - A quorum is two members of the Committee. - The tenure of the Committee members is three years from the first Board meeting after the election of the Directors at the INWES meeting, unless otherwise extended by the INWES Executive Board. Membership is renewable once with at least a third changing at each election.
RESPONSIBILITIES AND FUNCTIONS	<p>The responsibilities and functions of the Committee are:</p> <ul style="list-style-type: none"> - Seek appropriate and suitably qualified members to nominate for election to the INWES Board, in accordance with the By-Laws. - Ensure appropriate distribution of candidates by organization type and geographic region. - Conduct Honorary member selection process as described in Policy No 2 (membership)
MEETINGS	<p>The Committee will meet at least once per year, via teleconference or virtual or in person.</p> <p>The Committee will meet at least one month prior to the triennial General meeting when INWES Directors are elected to confirm the slate of candidates nominating for election.</p>
REPORTING	The Chair will report to the INWES Executive Board as required in the exercise of its functions and at least annually.
MEMBERS	<p>Chair: Nomination Committee Chair</p> <p>Members:</p> <p>President</p> <p>Past President</p> <p>Deputy President</p> <p>Secretary General</p>



INWES TERMS OF REFERENCE - Finance COMMITTEE

AUTHORITY:

The Executive Committee has established the Finance Committee as a Standing Committee of the Board of INWES in exercise of its powers conferred by By-law No.1, Article 5.1. These Terms of Reference establish the Committee’s authority, role, composition and tenure, responsibilities and functions, and reporting arrangements.

ROLE	The role of the Finance Committee is to advise the Board on budget and financial matters and ensure adequate resources for INWES to operate.
COMPOSITION AND TENURE	<p>The membership of the Finance Committee will consist of:</p> <ul style="list-style-type: none"> - A Chair who is the elected Treasurer and a member of the INWES Board - At least two additional members can come from members at large and a maximum of four, of which at least one is an elected member of the INWES Board and is the Deputy Chair. - A quorum is two members of the Committee. - The tenure of the Committee members is three years from the first Board meeting after the election of the Directors at the INWES meeting, unless otherwise extended by the INWES Executive Board. Membership is renewable once with at least a third changing at each election.
RESPONSIBILITIES AND FUNCTIONS	<p>The responsibilities and functions of the Committee are to:</p> <ul style="list-style-type: none"> - Advise the Board on budget and financial matters - Advise on the budget framework each year. - Review past budget and financial reports, define KPIs and budget framework for the next year period - Evaluate membership dues and recommend to the Board - Ensure appropriate financial controls are in place in accordance with INWES Policy and By-Laws and in accordance and harmonized with grant and project requirements - Prepare an annual financial report, which is layed out in an appropriate electronic financial software and reviewed by the auditors approved by the board.
MEETINGS	The Committee will meet twice a year, via teleconference or virtual or in person.
REPORTING	The Treasurer will to report to the INWES Executive Board at every Board meeting (standing agenda item), as required in the exercise of its functions and to the members at least annually.



MEMBERS	Chair: Treasurer Members: Past Treasurers as applicable Past President Fund Development Committee Chair VP Industry & Enterprise INWES Projects Manager VP conferences Board Member
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INWES TERMS OF REFERENCE - Policy COMMITTEE

AUTHORITY:

The Executive Committee has established the Policy Committee as a Standing Committee of the Board of INWES in exercise of its powers conferred by By-law No.1, Article 5.1. These Terms of Reference establish the Committee's authority, role, composition and tenure, responsibilities and functions, and reporting arrangements.

ROLE	The role of the Policy Committee is to advise the Board on policies and procedures that are relevant for the operations of the organization and in accordance with the by-laws
COMPOSITION AND TENURE	<p>The membership of the Policy Committee will consist of:</p> <ul style="list-style-type: none"> - A Chair who is an elected member of the INWES Board and usually the Deputy President - At least two additional members can come from members at large and a maximum of three, of which at least one is an elected member of the INWES Board and is the Deputy Chair. - A quorum is two members of the Committee. - The tenure of the Committee members is three years from the first Board meeting after the election of the Directors at the INWES meeting, unless otherwise extended by the INWES Executive Board. Membership is renewable once with at least a third changing at each election.
RESPONSIBILITIES AND FUNCTIONS	<p>The responsibilities and functions of the Committee are to:</p> <ul style="list-style-type: none"> - Advise the Board on INWES Policy - Review the INWES Policy Manual at least every three years and ensure compliance with the INWES By-Laws - Review other Policy matters as determined by the INWES Board
MEETINGS	The Committee will meet at least once per year, via teleconference or virtual or in person.
REPORTING	The Deputy President will to report to the INWES Executive Board as required in the exercise of its functions and to the members at least annually.
MEMBERS	<p>Chair: Deputy President</p> <p>Members:</p> <p>VP Conferences</p> <p>Treasurer</p> <p>Board member</p>

INWES TERMS OF REFERENCE - Membership Development COMMITTEE

AUTHORITY:

The Executive Committee has established the Membership Committee as a Standing Committee of the Board of INWES in exercise of its powers conferred by By-law No.1, Article 5.1. These Terms of Reference establish the Committee's authority, role, composition and tenure, responsibilities and functions, and reporting arrangements.

ROLE	The role of the Membership Committee is to advise the Board on membership matters to ensure that INWES is a growing and viable organization.
COMPOSITION AND TENURE	<p>The membership of the Membership Committee will consist of:</p> <ul style="list-style-type: none"> - A Chair who is an elected member of the INWES Board - At least two additional members can come from members at large and a maximum of eight, of which at least one is an elected member of the INWES Board and is the Deputy Chair. - A quorum is two members of the Committee. - The tenure of the Committee members is three years from the first Board meeting after the election of the Directors at the INWES meeting, unless otherwise extended by the INWES Executive Board. Membership is renewable once with at least a third changing at each election.
RESPONSIBILITIES AND FUNCTIONS	<p>The responsibilities and functions of the Committee are to :</p> <ul style="list-style-type: none"> - Advise the Board on membership and recruitment - Develop strategies to increase the membership of INWES prepare an annual report on membership seeking activities of INWES - Meets every 4 months - Needs representation from various types of organization and continents
MEETINGS	The Committee will meet once a year or when necessary, via teleconference or virtual or in person.
REPORTING	The Chair will be required to report to the INWES Executive Board as required in the exercise of its functions and to the members at least annually.
MEMBERS	<p>Chair: Membership Development Committee Chair</p> <p>Members:</p> <p>Treasurer</p> <p>Deputy President</p> <p>President</p>

INWES TERMS OF REFERENCE - Communications COMMITTEE

AUTHORITY:

The Executive Committee has established the Communications Committee as a Standing Committee of the Board of INWES in exercise of its powers conferred by By-law No.1, Article 5.1. These Terms of Reference establish the Committee's authority, role, composition and tenure, responsibilities and functions, and reporting arrangements.

ROLE	The role of the Communications Committee is to advise the Board on communications matters including the newsletter, web site and social media to ensure there are adequate communications with the members of INWES and the activities of INWES internationally.
COMPOSITION AND TENURE	<p>The membership of the Communications Committee will consist of:</p> <ul style="list-style-type: none"> - A Chair who is an elected member of the INWES Board - At least two additional members can come from members at large and a maximum of ten, of which at least one is an elected member of the INWES Board and is the Deputy President, and in addition at least one member from each regional network. - A quorum is two members of the Committee. <p>The tenure of the Committee members is three years from the first Board meeting after the election of the Directors at the INWES meeting, unless otherwise extended by the INWES Executive Board.</p>
RESPONSIBILITIES AND FUNCTIONS	<p>The responsibilities and functions of the Committee are to:</p> <ul style="list-style-type: none"> - Produce a newsletter to inform members of INWES activities at least twice per year - Manage the INWES web site - Advise the Board on communications including the web portal, Wikipedia, social media and other strategies - Develop strategies for raising the profile of INWES by communicating its achievements widely
MEETINGS	The Committee will meet meets on a regular basis, at least once every four months via teleconference or virtual or in person.
REPORTING	The Chair will report to the INWES Executive Board as required in the exercise of its functions and to the members at least annually.
MEMBERS	<p>Chair: Communication committee Chair</p> <p>Members:</p> <ul style="list-style-type: none"> Board Member Representatives of Regional Networks Other INWES Members



INWES TERMS OF REFERENCE - Fund Development COMMITTEE

AUTHORITY:

The Executive Committee has established the Fund Development Committee as a Standing Committee of the Board of INWES in exercise of its powers conferred by By-law No.1, Article 5.1. These Terms of Reference establish the Committee’s authority, role, composition and tenure, responsibilities and functions, and reporting arrangements.

ROLE	The role of the Fund Development Committee is to identify and establish an ongoing relationship with international corporations, foundations and organizations that have mutual interests in the mission and objectives of INWES with regards to the advancement of Women in STEM and research potential projects or programs for which they might want to collaborate and/or sponsor
COMPOSITION AND TENURE	<p>The membership of the Fund Development Committee will consist of:</p> <ul style="list-style-type: none"> - A Chair who is an elected member of the INWES Board - At least two additional members can come from members at large and a maximum of five, of which at least one is an elected member of the INWES Board and serves as the Deputy Chair. - A quorum is three members of the Committee. - The tenure of the Committee members is three years from the first Board meeting after the election of the Directors at the INWES Annual Meeting, unless otherwise extended by the INWES Executive Committee. Membership is renewable once with at least a third changing at each election.
RESPONSIBILITIES AND FUNCTIONS	<p>The responsibilities and functions of the Committee are:</p> <ul style="list-style-type: none"> - Interact with the other Board Committees to identify potential projects or programs that require funding and/or ongoing sponsorship - To develop text {that can be put into a separate document and/or posted on the INWES website} outlining ongoing and potential projects or programs that require funding and/or ongoing sponsorship [such ICWES events and regional network programs] and the various benefits for their sponsorship - Identify international corporations, foundations and organizations that have mutual interests in the mission and objectives of INWES with regards to the advancement of Women in STEM and research potential projects or programs for which they might want to collaborate and/or sponsor - Establish a relationship with the appropriate contacts within these corporations, foundations and organizations and assign an INWES Board member to maintain routine communications and follow-up on opportunities for sponsorship. - Establish and manage the formal agreements established with the

	<p>sponsoring corporations, foundations, and organizations.</p> <ul style="list-style-type: none"> - Provide sponsorship information and expectations to the Finance Committee for development of the three-year organizational budget as well as for budgets of upcoming regional conferences and the next ICWES. - Annually follow-up with past sponsors with regards to ongoing projects or programs and continually look for additional international corporations, foundations, and organizations for sponsorships. - Identify potential partners for collaboration and sponsorship for INWES Conferences.
MEETINGS	The Committee will meet at least every three months, virtually or face to face.
REPORTING	The Chair will report to the INWES Executive Board as required in the exercise of its functions and at least annually.
MEMBERS	<p>Chair: Fund Development Committee Chair</p> <p>Members:</p> <ul style="list-style-type: none"> VP Conferences VP Industry & Enterprise Treasurer Board member Other INWES members

INWES TERMS OF REFERENCE - Regional Network COMMITTEE

AUTHORITY:

The Executive Committee has established the Regional Network Committee as a Standing Committee of the Board of INWES Council in exercise of its powers conferred by By-law No.1, Article 5.1. These Terms of Reference establish the Committee's authority, role, composition and tenure, responsibilities and functions, and reporting arrangements.

ROLE	The role of the Regional Network Committee is to ensure that communication is maintained between the central executive of INWES and the regional networks, contribute to the objectives of INWES through the networks, and support the regional networks as much as possible through discussion and advice.
COMPOSITION AND TENURE	The membership of the Regional Network Committee will consist of: <ul style="list-style-type: none"> - A Chair who is the Deputy President of the INWES Board - The Chair of each Regional Network. - A quorum is two members of the Committee. - The tenure of the Committee members is three years from the first Board meeting after the election of the Directors at the INWES meeting for the Deputy President. The tenure of the Chairs of the regional network will follow their official tenure.
RESPONSIBILITIES AND FUNCTIONS	The responsibilities and functions of the Committee are: <ul style="list-style-type: none"> - To maintain and review on occasion the document relevant to the activities of the regional networks; - To promote INWES and ensure communication among regional networks - To discuss annual activities plans of the regional networks
MEETINGS	The Committee will meet at least every six months, via teleconference, virtual or in person.
REPORTING	The Deputy President will report to the INWES Executive and Board as required in the exercise of its functions and at least annually.
MEMBERS	Chair: Deputy President Members: Chair of APNN Chair of ARN Chair of Europe Chair of MENA



INWES TERMS OF REFERENCE - Program COMMITTEE

AUTHORITY:

The Executive Committee has established the Program Committee as a Standing Committee of the Board of INWES Council in exercise of its powers conferred by By-law No.1, Article 5.1. These Terms of Reference establish the Committee’s authority, role, composition and tenure, responsibilities and functions, and reporting arrangements.

ROLE	The role of the Program Committee is to develop, organise and manage on-going programs on behalf of the INWES Board.
COMPOSITION AND TENURE	<p>The membership of the Program Committee will consist of:</p> <ul style="list-style-type: none"> - A Chair who is an elected member of the INWES Board - At least two additional members can come from members at large and a maximum of four, of which at least one is an elected member of the INWES Board and is the Deputy Chair. - A quorum is two members of the Committee. - The tenure of the Committee members is three years from the first Board meeting after the election of the Directors at the INWES meeting, unless otherwise extended by the INWES Executive Board. Membership is renewable once with at least a third changing at each election.
RESPONSIBILITIES AND FUNCTIONS	<p>The responsibilities and functions of the Committee are:</p> <ul style="list-style-type: none"> - To provide large initiatives that can help better understand roles of women in STEM - To define best practices in education or at the workplace to attract and retain women. Make recommendations to the INWES Board on suitable projects - Monitor and manage the progress of special programs and projects - Provide on-going support and be a point of contact for organizations delivering special programs.
MEETINGS	The Committee will meet at least every six months, via teleconference or virtual or in person.
REPORTING	The Committee will report to the INWES Executive Board as required in the exercise of its functions and at least annually.
MEMBERS	<p>Chair: Program Committee Chair</p> <p>Members:</p> <p>VP Education and Research</p> <p>Other INWES Members</p>

INWES TERMS OF REFERENCE - Awards COMMITTEE

AUTHORITY:

The Executive Committee has established the Award Committee as a Standing Committee of the Board of INWES in exercise of its powers conferred by By-law No.1, Article 5.11. These Terms of Reference establish the Committee’s authority, role, composition and tenure, responsibilities and functions, and reporting arrangements.

<p>ROLE</p>	<p>The role of the Awards Committee is to manage any INWES award schemes or any collaborative awards scheme on behalf of INWES. The aim is to create self-sustainable award schemes to cover, for example:</p> <ul style="list-style-type: none"> - Individuals, e.g. for service (such as the current INWES Award for Distinguished Service) and professional achievement, etc. - INWES member organizations, e.g. for impactful activities - Companies and corporates, e.g. for best practice in employment of women in STEM, for outreach etc. - Universities and other educational/research organizations, e.g. for successful women in STEM programs. - Governments, policymakers, international bodies, e.g. for radical improvements to the condition of women in STEM. <p>New INWES schemes should avoid replication of existing international awards. However, partnering with other successful awarding organizations that share INWES’ values is encouraged.</p>
<p>COMPOSITION AND TENURE</p>	<p>The membership of the Awards Committee shall be constituted as follows:</p> <ul style="list-style-type: none"> - A Chair who is an elected member of the INWES Board - At least two additional members from members at large and a maximum of four, of which at least one is an elected member of the INWES Board and is the Deputy Chair. - A quorum is two members of the Committee. - The tenure of the Committee members is three years from the first Board meeting after the election of the Directors at the INWES meeting, unless otherwise extended by the INWES Executive Board. Membership is renewable once with at least a third changing at each election.
<p>RESPONSIBILITIES AND FUNCTIONS</p>	<p>The responsibilities and functions of the Committee are to:</p> <ul style="list-style-type: none"> - Monitor and manage any awards scheme and any partnerships with other awarding organizations. - Manage the existing INWES Distinguished Service Award which is given to INWES volunteers in recognition for their service to INWES - Develop new schemes including define criteria, seek nominations, promote the awards, etc - Collaborate with the Fund Development Committee to identify

	<p>funding, sponsorship, and partners for INWES awards to include sponsoring the prize itself and associated costs for travel to attend an INWES event to receive the award.</p> <ul style="list-style-type: none"> - Make recommendations to the INWES Board on suitable schemes. - Put out calls for existing awards, and review nominations - Provide on-going support and be a point of contact for any INWES related award scheme - Support and foster relationships and contact between INWES and award-winners and nominees. - Review and update this TOR and any policies related to Awards regularly.
MEETINGS	The Committee will meet at least every six months, via teleconference or virtual or in person.
REPORTING	The Committee will report to the INWES Executive Board as required in the exercise of its functions and at least annually.
MEMBERS	<p>Chair: Awards Committee Chair</p> <p>Members:</p> <p>Past President</p> <p>Board Member</p> <p>Other INWES Members</p>



APPENDIX D: REGIONAL NETWORKS - TERMS OF REFERENCE

INWES TERMS OF REFERENCE - ASIA PACIFIC NATION NETWORK (APNN) COMMITTEE

AUTHORITY:

The Executive Committee has established the APNN Regional Network Committee as a Standing Committee of the Board of INWES Council in exercise of its powers conferred by By-law No.1, Article 5.1. These Terms of Reference establish the Committee's authority, role, composition and tenure, responsibilities and functions, and reporting arrangements.

ROLE	The role of the APNN Regional Network Committee is to Chair the APNN and provide leadership to the regional network in the Asia Pacific region to advance the mission and objectives of INWES.
REPRESENTATION	INWES members from the following are part of this Regional Network: Asia Pacific Region countries excluding any Asian countries belonging to the MENA Regional Network.
COMPOSITION AND TENURE	<p>The membership of the APNN Regional Network Committee will consist of:</p> <ul style="list-style-type: none"> - The Chair Organization is elected by all APNN regional network member representatives with good standing in at least one year ahead of the following term. - Chair (person) is assigned by the Chair organization. - The Committee will be composed of representatives of each member country. - The tenure of the Committee is THREE years in accordance with the term of Chair Country.
RESPONSIBILITIES AND FUNCTIONS	<p>The responsibilities and functions of the APNN Regional Network Committee are:</p> <ul style="list-style-type: none"> - To provide leadership to the regional network in accordance with the principles and objectives started in Policy No. 14. - Advance the objectives of INWES in the region. - Support organizations representing women in STEM in the region. - Hold at least one regional meeting per year.
MEETINGS	<ul style="list-style-type: none"> - The Committee will meet at least once per year at a General Assembly to which all members will be invited to observe via teleconference or virtual or in person. - The committee may also meet a further 2 times a year via teleconference or virtual or in person.
REPORTING	<p>The Committee will report to the INWES Executive Board and the Deputy President as required in the exercise of its functions and at least annually.</p> <p>The Chair will report to the Deputy President as requested to enable reports to the INWES Executive Board and to allow the Deputy President to communicate INWES matters back to the Regional Network.</p>



MEMBERS	Chair: APNN Regional Network Chair Members: Organizations representatives within APNN
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INWES TERMS OF REFERENCE - AFRICA REGION NETWORK (ARN) COMMITTEE

AUTHORITY:

The Executive Committee has established the Africa Regional Network Committee as a Standing Committee of the Board of INWES Council in exercise of its powers conferred by By-law No.1, Article 5.1. These Terms of Reference establish the Committee’s authority, role, composition and tenure, responsibilities and functions, and reporting arrangements.

ROLE	<p>The role of the Africa Regional Network (ARN) Committee is to Chair the Africa Regional Network and provide leadership to the regional network in the sub-Saharan Africa region to advance the mission and objectives of INWES.</p> <p>Aims: To create a common operational platform and policies for African women, organizations, institutions, individuals in STEM that is conducive and applicable for development and sustainability of STEM in Africa in pursuance of the goals of INWES.</p> <p>Objectives:</p> <ul style="list-style-type: none"> • Provide forum for professional development and exchange of professional experiences among women and organizations in STEM in sub-Saharan Africa through conferences, workshop/Seminar., capacity building, etc • Facilitate development of and cooperation in common STEM and or community projects within and without the sub-Saharan Africa Region. • Increase INWES’s outreach in sub-Saharan Africa and enhance the progress of Girls and young Women in STEM Education. • Assist in bringing together organizations and institutions that are working in STEM fields. • Promote the aims and objectives of the mother INWES.
REPRESENTATION	INWES members from sub-Sahara Africa are part of ARN Africa Regional Network. INWES uses the definition from the UN Development Program.
COMPOSITION AND TENURE	<p>The membership of the Africa Regional Network Committee will consist of INWES Members in sub-Saharan Africa</p> <ul style="list-style-type: none"> - The Chair Organization is elected by all ARN regional network member representatives with good standing in at least one year ahead of the following term. - Chair (person) is assigned by the Chair organization. - Other ARN Committee members will be elected through an open election within ARN. Each country currently in the network will be represented by at least one and at most two persons.

	<ul style="list-style-type: none"> - Named roles of ARN <ul style="list-style-type: none"> o Chairperson of the ARN o Deputy Chair o Secretary General o Deputy Secretary General o Treasurer o Deputy Treasurer o Account Commissioner o IT and communication Lead o Members of Committees - A quorum is not less than 40% members of the Committee. - The tenure of the Committee is THREE years from the first Board meeting after the election of the Directors, unless otherwise extended by the INWES Executive Board.
RESPONSIBILITIES AND FUNCTIONS	<p>The responsibilities and functions of the Africa Regional Network (ARN) Committee are:</p> <ul style="list-style-type: none"> - To provide leadership to the regional network in accordance with the principles and objectives started in Policy No. 14 - Advance the objectives of INWES in the region - Support organizations representing women in STEM in the region - Hold at least one regional meeting per year
MEETINGS	<p>The Committee will meet at least once per year at a General Meeting to which all members will be invited to observe via teleconference or virtual or in person.</p> <p>The committee may also meet a further 2 times a year via teleconference or virtual or in person.</p>
REPORTING	<p>The Committee will report to the INWES Executive Board and the Deputy President as required in the exercise of its functions and at least annually.</p> <p>The Chair will report to the Deputy President as requested to enable reports to the INWES Executive Board and to allow the Deputy President to communicate INWES matters back to the Regional Network.</p>
MEMBERS	<p>Chair: ARN Regional Network Chair</p> <p>Members:</p> <p>Organizations representatives within ARN</p>

INWES TERMS OF REFERENCE - INWES-EUROPE REGIONAL NETWORK

AUTHORITY:

The Executive Committee has established the European Regional Network (INWES-Europe) Committee as a Standing Committee of the Board of INWES Council in exercise of its powers conferred by By-law No.1, Article 5.1. These Terms of Reference establish the Committee's authority, role, composition and tenure, responsibilities and functions, and reporting arrangements.

<p>ROLE</p>	<p>The role of the European Regional Network (INWES-Europe) Committee is to Chair the INWES-Europe and provide leadership to the regional network in Europe to advance the mission and objectives of INWES.</p> <p>The Vision of INWES-Europe is: “INWES Europe is an open, inspiring and influential network at European level that every woman in STEM wants to join”</p> <p>The strategic objectives are:</p> <ul style="list-style-type: none"> • To enable international cooperation among national organizations of women in STEM • To represent the interests of all women in STEM at European level • To reinforce the key role of women in STEM in building a sustainable and inclusive society • To leverage European diversity and create innovative synergies • To promote a balanced life in modern ways for all
<p>REPRESENTATION</p>	<p>INWES members from the following regions are part of this Regional Network: any country that is in Europe.</p>
<p>COMPOSITION AND TENURE</p>	<p>The membership of the European Regional Network (INWES-Europe) Committee will consist of:</p> <ul style="list-style-type: none"> - The Chair (Organization) is elected by all INWES-Europe regional network member representatives with good standing in at least one year ahead of the following term. - Chair (person) is assigned by the Chair organization. - Members of the Committee are elected by members of INWES-Europe. - A quorum is not less than 40% members of the Committee. - The tenure of the Committee is THREE years from the first Board meeting after the election of the Directors, unless otherwise extended by the INWES Executive Board.

RESPONSIBILITIES AND FUNCTIONS	<p>The responsibilities and functions of the INWES-Europe Regional Network Committee are:</p> <ul style="list-style-type: none"> - To provide leadership to the regional network in accordance with the principles and objectives started in Policy No. 14 - Advance the objectives of INWES in the region - Support organizations representing women in STEM in the region - Hold at least one regional meeting per year.
MEETINGS	<p>The Committee will meet at least once per year at a General Meeting to which all members will be invited to observe via teleconference or virtual or in person.</p> <ul style="list-style-type: none"> - The committee may also meet a further 3 times a year via teleconference or virtual or in person.
REPORTING	<p>The Committee will report to the INWES Executive Board and the Deputy President as required in the exercise of its functions and at least annually.</p> <p>The Chair will report to the Deputy President as requested to enable reports to the INWES Executive Board and to allow the Deputy President to communicate INWES matters back to the Regional Network.</p>
MEMBERS	<p>Chair: Europe Regional Network Chair</p> <p>Members:</p> <p>Organizations representatives within Europe Region</p>

INWES TERMS OF REFERENCE - MIDDLE EAST AND NORTHERN AFRICA (MENA) REGIONAL NETWORK

AUTHORITY:

The Executive Committee has established the Middle East and Northern Africa Regional Network (INWES-MENA) Committee as a Standing Committee of the Board of INWES Council in exercise of its powers conferred by By-law No.1, Article 5.1. These Terms of Reference establish the Committee's authority, role, composition and tenure, responsibilities and functions, and reporting arrangements.

ROLE	The role of the MENA Committee is to Chair the Middle East and Northern Africa Regional Network (INWES-MENA) and provide leadership to the regional network in the Middle East and Northern Africa regions to advance the mission and objectives of INWES. Aim and objectives are to be confirmed.
REPRESENTATION	INWES members from Northern Africa and Middle East countries are part of the INWES-MENA. INWES uses the definition from the UN Development Program.
COMPOSITION AND TENURE	The membership of the INWES-MENA Regional Network Committee will consist of INWES Members: <ul style="list-style-type: none"> - The Chair Organization is elected by all MENA regional network member representatives with good standing in at least one year ahead of the following term. - Chair (person) is assigned by the Chair organization. - Other MENA Committee members will be elected through an open election - Composition of the Committee is to be confirmed. - It is proposed to have a quorum of 50%. - The tenure of the Committee is THREE years from the first Board meeting after the election of the Directors, unless otherwise extended by the INWES Executive Board.
RESPONSIBILITIES AND FUNCTIONS	The responsibilities and functions of the MENA Committee are: <ul style="list-style-type: none"> - To provide leadership to the regional network in accordance with the principles and objectives started in Policy No. 14 - Advance the objectives of INWES in the region - Support organizations representing women in STEM in the region - Hold at least one regional meeting per year
MEETINGS	The Committee will meet at least once per year at a General Meeting to which all members will be invited to observe via teleconference or virtual or in person. The committee may also meet a further 2 times a year via teleconference or virtual or in person.
REPORTING	The Committee will report to the INWES Executive Board and the Deputy President as required in the exercise of its functions and at

	<p>least annually. The Chair will report to the Deputy President as requested to enable reports to the INWES Executive Board and to allow the Deputy President to communicate INWES matters back to the Regional Network.</p>
MEMBERS	<p>Chair: MENA Regional Network Chair Members: Organizations representatives within MENA Region</p>

APPENDIX E: EMAIL BEST PRACTICES

Remember that email is not private.

- Choose your words carefully because email never goes away. Keep this in mind, especially when the topic is sensitive, emotional, or controversial.
- Email is considered property of the organization and can be forwarded and retrieved even after it has been deleted.
- Your internal and external emails can show up in the press and/or be subpoenaed in investigations.

Be careful with Carbon Copy (cc), Reply to All, and using the high priority option.

- The To: field is for those you want a response from.
- The Cc: field is for those you want to keep in the loop. Only include someone on the Cc: field if the person is involved with the topic.
- Next, only reply to all if it is essential that all recipients see the response. This includes the messages to say, “Thanks!” and “Please don’t reply to all.”
- Finally, only mark your message as high priority when it truly is.

Respond to emails promptly and reply with complete responses.

- If you’re answering someone’s questions, consider numbering or bulleting your responses to make your email easy to follow.
- Answer all questions fully to avoid a lot of back and forth emails.
- If you cannot reply in full in a timely manner, let the sender know when he or she can expect a full reply.
- Ensure you follow-up or delegate the response to someone else if you can’t reply.
- If the answer(s) is too complex for email, schedule a meeting with the individual(s).

Review and reply to the most recent email.

- Review all new emails before firing off responses.
- This helps keep the email communication in a logical sequence.
- It also allows you to keep only the last email that includes everyone’s comments, rather



than having to keep each individual response.

Proof the email.

- Proof the email for spelling and other errors, and check to make sure links are working before you hit the Send button.
- Consider activating the automatic spell-check option for your emails.
- Check that your message is as clear, complete, and professional as possible to avoid misunderstandings or other problems.
- Check that you have included the appropriate people on the email. Ensure all attachments are attached.

Be aware of your virtual tone.

- Remember that the recipient of your email can't see or hear you.
- Check that your tone won't be perceived as aggressive or offensive.
- Avoid writing with all capitals or an unusually large font size, as it may be perceived that you are shouting at the email recipient.

Don't hide behind email. Sometimes personal contact is better than email for certain topics. If you are discussing sensitive information or find that you are emailing back and forth for too long, a telephone, **WhatsApp** or in-person conversation is better. Some matters are complex or sensitive and require direct in-person discussions for the most effective results.

Consider other communications vehicles. Using email too frequently, when not necessary, or sending an email to a large or inappropriate audience is not effective or efficient.

Make subject lines clear and specific. Start all new emails with INWES at the beginning of the subject line and a short subject title. This helps readers know quickly what the email is about. If it is an actionable item with a deadline, include that in the subject line. If you are forwarding an email for the INWES Board, please insert INWES at the beginning of the subject line. If you tag onto an older email, update the subject line so it reflects the new subject matter – and delete any subject matter that is no longer needed to keep the email clean and succinct. Never send a message with the subject line left blank. Extend the same courtesy when issuing meeting invitations, which should include a clear subject line and any available details on the meeting or event.

Make the email easy to read. Keep the email as short and focused as possible. If an email must be long, consider breaking it up into sections with headers or bullets.

Be conscious of sensitive information and personal contact information. Do not disclose this information without proper consent.



When sending out bulk emails to our members, please make sure to follow these guidelines:

- 1) Make sure to use only your INWES email (XXX@inwes.net) which was assigned to you.
- 2) Use the email list of the most current membership list: this will be updated by the Treasurer and placed in the INWES cloud. If you are not sure, please check with **the Treasurer** whether it is the most recent version.
- 3) Type in the member's email addresses in "BCC", so that each person will only see her own email address and not the others. This is very important in protecting the privacy of each member. In some countries there may be legal issues.
- 4) Make sure your INWES email account has a signature with your INWES title as shown below: You can set your signature by going to Settings. Please make sure that your INWES email, our website address and your position is indicated.
- 5) Please **carefully review** the **section in the** Policy Manual on " POLICY NO. 19-COMMUNICATIONS "