BOARD OF DIRECTORS

Overview

The Global Sustainable Tourism Council (GSTC) is managed by a Board of Directors that is responsible for governance oversight of the council’s mandate, program of work, and operations (including staffing, budget, and administrative affairs). It will be the highest operational authority.

Composition

The Board is composed of twelve (12) “at large” seats that will be selected through an open nomination and election by the Membership Council. Balance will be sought between category, geographical representation and gender.

There will be three (3) additional permanent seats represented by World Tourism Organization (“UNWTO”), United Nations Environment Programme (“UNEP”) and United Nations Foundation (“UNF”). Other United Nations (“UN”) agencies and affiliates that are members of GSTC may be invited to serve on the Board in the same capacity. Other UN agencies will be invited in the future to join the GSTC Board and will become permanent seats. The By-laws will be amended accordingly.

Besides the twelve (12) “at large” seats and the three (3) permanent seats on the Board, the GSTC will have up to five (5) additional seats from within the Membership Council, assigned by the Board to outstanding individuals and organizations that will further the mission and vision of the GSTC.

These five (5) Directors will be nominated and selected based on the following criteria:

* Outreach capacity of the individual;
* Regional and category representation that allows balance on the Board;
* Commitment of time to the GSTC through Board meetings and public engagement;
* If part of a network, ability to engage that network in support of GSTC;
* Ability to bring resources to the organization.

Roles and Responsibilities

The Board of Directors is the main organ of representation of the GSTC and as such its members have three main commitments to the organization: care, loyalty, and obedience. Board members will act seeking the best interest of the organization, ensuring that GSTC information remains confidential, decisions are always made in the best interest of the organization, and acting in compliance with the mission, goals and By-Laws of the organization.

The GSTC Board responsibilities include but are not limited to:

* revise and approve changes to the strategic plans and yearly action plans;
* approve the annual budget;
* establish operational policies and procedures to ensure that the adopted budget is followed;
* oversee, advise, and recommend changes to the membership structure, working groups, and roles and responsibilities of the members’ council;
* set the annual membership dues of the GSTC;
* revise the bylaws;
* oversee and approve any changes in the organizations branding and branding policies;
* maintain good corporate governance, including a continued review of the financial and legal affairs, internal controls and audit affairs of the GSTC;
* oversee the GSTC Executive Director;
* receive and review reports from the working group Chairs;
* review and make recommendations on issues and policies that would change or affect the mandate of the council;
* maintain the membership council informed of its activities;
* grow the membership of the GSTC;
* ensure the financial sustainability of the GSTC, including participating in fundraising activities;
* promote the GSTC in its immediate circles and appropriate opportunities;
* serve as spokespersons for the GSTC at events and to media;
* receive and address appeals for the Accreditation Program, serving as the impartiality committee for the GSTC Accreditation Program, and review and approve the recommendations on the Accreditation Program by the GSTC Accreditation Panel that would change or affect the mandate of the entire council;
* disseminate the GSTC, its programs and tools to relevant networks and stakeholders and encourage wider participation and adoption;
* maintain credibility of the Board of Directors;
* maintain balanced representation in the GSTC member council (for sector, geographic representation, etc.).

**Eligibility and Conditions**

The Board of Directors will be composed of individuals, selected because of their qualifications as individuals, but representing a particular sector or region. All members of GSTC in good standing and compliant with the requirements for membership may be elected to the Board.

Board members will serve as individuals, endorsed by their organizations, but not as their representatives. Board members who are duly designated representatives of member organizations may not be substituted or replaced by another person, not even of the same organization. Directors shall seek to take decisions which benefit the association as a whole and represent the views and concerns of the category which they represent in Board deliberations rather than simply reflect the views of the organization with which they are affiliated or their personal points of view.

If a Director leaves a GSTC member organization and becomes affiliated with another organization in the same category, the Director may remain a member of the Board if both organizations agree to this in writing. If the member becomes affiliated with an organization in another category he/she must resign from the Board.

In consideration of the statutes and structures governing membership by UN bodies, it is the prerogative of those UN bodies to designate an individual who satisfies the requirements of Board membership to act and vote on behalf of the Board. The UN bodies will ensure continuity and consistency in this representation, and to the extent possible ensure that one staff member regularly serves in this role.

Directors have to:

* Demonstrate skills and expertise that are aligned with the roles and responsibilities expected from the Board.
* Be in good standing with GSTC- meaning must have paid the approved annual membership by the due date and are in compliance with the by-laws and operational manual.
* Demonstrate willingness and commitment to attend in person Board Meetings, including paying their own travel expenses.
* Demonstrate commitment to attend regularly scheduled conference calls (at least 4 a year) and additional extraordinary meetings.
* Indicate ability and interest to Chair a working group.
* Actively engage in public outreach and fundraising opportunities for the organization.
* Not have a conflict of interest.

Following restrictions apply:

* Consultants or individuals representing consulting firms shall be precluded from offering paid services to GSTC while serving on the Board.
* GSTC staff members are precluded to serve on the Board.
* The Board has amongst its responsibilities reviewing appeals from certifications, such organizations that may represent their interests and serve on the Board will need to abstain from decisions that need to be made in reference to the accreditation process.

Election and Selection Process

GSTC Board of Directors elections are held annually in conjunction with the Annual Membership Council Meeting. The process to elect the 12 seats of the Board will be outlined in the Election Chapter of the Operational Manual.

Other UN bodies or UN affiliate organizations shall be invited to join. The decision to invite a new organization to join will be made by a 2/3 majority of the Board. These organizations will create a new seat on the Board and the By-laws need to be amended accordingly.

The 5 additional seats will be selected by the Board. Board members and the Secretariat may nominate any individual that meets the qualifications outlined before. The selection will be made following these procedures:

* Board Members will provide the names of nominees to the Secretariat with a justification for their recommendation;
* The Secretariat will provide a formal written recommendation to the Board in the form of a memo with the nominee’s profile (CV and Bio). The memo should highlight how the nominee meets the selection criteria and should refer to the following considerations:
	+ Qualifications of the individual and benefits to align with the organization they represent;
	+ Their commitment to sustainability;
	+ Regional and category balance;
* Selected candidates will be contacted with an expression of interest.
* Board will make a decision on the candidates within 2 weeks of their nomination. The Board may request additional information to make their decision.
* Once approved new Directors will join the activities of the Board.

Terms

The twelve (12) elected members of the Board of Directors will serve on the Board for three (3) years on a staggered basis with the possibility of one consecutive reelection.

For the first 3 years of the organization, the Directors shall be divided into three (3) groups as nearly equal in number as possible, and shall be known as Class I, Class II, and Class III. Directors of Class I will serve a term of one ( 1) year; those of Class II for a term of two (2) years, and those of Class III for a term of three (3) years. The terms will commence on the date of election, and each Director shall hold office until his or her successor is elected and qualified, or until his or her death, resignation or removal.

After the annual Membership Council , the successors of those Directors whose term then expires shall be elected to serve for a term of three (3) years and until their successors are elected and qualified, or until their death, resignation or removal.

The Directors holding permanent seats will serve on the Board until their organization names a successor, or until their death, resignation or removal.

The five (5) additional seats will serve on the Board for one (1) year and can continue to serve up to three consecutive terms, as long as the conditions for which the individual were selected are still applicable.

Compensation

The Directors shall serve without compensation. Directors may, however, subject to the available funds of GSTC, be reimbursed for reasonable expenses such as transportation, long distance phone calls and copying undertaken on behalf of GSTC, while attending business or representing GSTC.

Board members commit to attend the annual in person Board meeting and the annual membership meeting paying for their own transportation and expenses.

If resources are made available for a particular meeting the interested Director should submit a sponsorship request form to the GSTC Secretariat. If it is within the conditions prescribed for the given meeting, the GSTC will procure members airline tickets if below the assigned fee. If it cannot procure the ticket at the assigned fee the member will be responsible for purchasing their own ticket and the GSTC will reimburse up to the indicated amount. Amounts will be determined by Secretariat based on lowest available fares and resources made available for the meeting.

Hotel, meals, and incidental taxis or other transportation when attending Board meetings or traveling on behalf of the Global Sustainable Tourism Council, may be covered if agreed upon by the Board before the designated trip and if resources are available for that purpose.

Resignation of Board Members

Any Director may resign from office at any time by delivering a resignation in writing to the Chairperson. A resignation takes effect when received or at a specified date and shall not require acceptance.

Within a month of the resignation the Chair shall convene an extraordinary meeting to select a replacement Board member. The procedures to follow are described under the vacancies section.

Removal of Board Members

The Board, by vote of a two-thirds majority of the entire Board, may remove any Director with or without cause at any regular meeting or special meeting of the Board called for that purpose; provided that at least one week’s notice of the proposed action shall have been given to the entire Board of Directors then in office.

A Director shall cease to hold office and be removed in the event that said Director fails to attend in person or by other communication three meetings of the Board, such cessation to occur at the conclusion of the third meeting missed.

If a Board member acts against the interest of GSTC, he or she may be removed. A warning may be issued, and if no improvements are noted after receiving a written warning from the Chairperson of the Board. Removal requires a majority vote by the Board.

Process

If there is plausible cause for removal of a Director, a request can be made to the Secretariat by any member and substantiated by facts and other member support.

The Secretariat will prepare a memo to the Chair or the Vice-Chair – in case the appeal is against the Chair. The Chair or Vice-Chair will send a memo to the Board and convene an extraordinary meeting of the Board which needs to be attended by 2/3 of the Board and requires the participation of the affected Director. During this meeting the issue will be presented and the affected Director will have the opportunity to defend his/her actions. If satisfactory response is provided, the Board will issue a public resolution on the issue, to be posted on the member only section of the site.

If the case leads to the necessary removal of the Board, the Director will be asked to resign after the meeting. A public communication indicating the resignation of the Director will be made on the member only section of the site. The Director’s resignation will be immediate.

The Board will reconvene within the month of the decision of removal of the Director to select a substitute, following the procedures detailed under vacancies.

Newly Created Directorships and Vacancies

Newly created Directorships and vacancies among the Directors for any reason may be filled by a two-thirds majority vote of the Directors then in office, and the Directors so elected shall complete the year of office and run for reelection during the time of elections of the board. The term served will not be discounted allowing them to run a second consecutive term.

Within a month of the vacancy the Board will convene to select a new Director. The Secretariat will follow the same procedures as the selection of the 5 additional seats, detailed above.

**BOARD MEETINGS**

Regular Board Meetings

Regular meetings of the Board will be held quarterly on the first Wednesday of the month, unless agreed otherwise by the Board. If quorum is not present at such time, the meeting shall be immediately adjourned and the meeting shall be reconvened the following Wednesday at which time decisions will be made by those who are able to participate, provided that no decision will be made without the one-third majority of members required for a quorum pursuant the terms of the By-Laws.

A calendar of meetings for the upcoming year will be set up at the latest by the last meeting of the year. Board members commit to those dates.

The Board dates will be communicated to all members in written form and will be posted on the member only section of the website. A reminder and an agenda will be set one month and the week prior.

Annual Board Meetings

The Board shall meet in person at least once a year at such times and at such places as the Board of Directors shall designate in the notice of the meeting. In person participation is required. Annual meetings do not constitute one of the regular scheduled meetings.

The Board will aim to meet in person the day prior to the Annual Membership Council meeting.

**Special Meetings**

Special meetings of the Board may be called by the Chair or any two Directors. These meetings will be convened mainly, but not solely, for the purposed of:

* Replacement of a Director that has resigned to the Board.
* Request to remove a Director.
* Request to cancelling membership of a GSTC member.
* Appeal processes of the Accreditation.
* Any other the Chair or at least 2 Directors deem appropriate.

Special meetings will be held over the phone. Notice of the date and time and purpose for which and by or at whose direction such special meeting is called, shall be sent via email and posted on the Board’s Calendar, at least fourteen days before the meeting.

Presence at Meeting by Telephone

Where any one or more Directors are unable to attend a meeting in person, any one or more Directors or any committee of the Board may participate in a meeting of the Board or of such committee by means of a conference telephone or similar equipment allowing all persons participating in such meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting and resolutions adopted by the quorum are binding, even if the Director was not present at the time of voting.

When participants are attending via teleconference the agenda will be set at the beginning of the day. The Chair will aim to follow the agenda and established timeline. Nevertheless if circumstances require and 2/3 of the present participants agree, the order may change during the day. Issues that are discussed and agreements that are reached will not be reopened for discussion.

Quorum and Decisions

The quorum of a meeting is determined with 1/3 of the Board’s participation. Decision may be reached, unless it is specified by the by-laws that it require 2/3 of the vote.

Decisions are sought to be reached by consensus whenever possible.

Consensus is defined in accordance with ISEAL Code of Good Practice for Setting Social and Environmental Standards & ISO/IEC Guide 2.1996 which states: “Consensus constitutes general agreement, characterized by the absence of sustained opposition to substantial issues by and an important part of the concerned interests and by a process seeking to take into account the views of interested parties, particularly those directly affected, and to reconcile any conflicting arguments.” Consensus need not imply unanimity. In case a vote is required, it should be by simple majority (50% +1) of Directors present.

Action by Written Consent

Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors, individually or collectively, through written consent. Such written consent(s) shall be filed with the minutes of the proceedings of the Board.

Decisions made by written consent will follow the same quorum requirements as stipulated on the By-laws: Simple majority unless specifically indicated by the By-laws.

Action required by written consent requires a 7 working day period of notice and will require response by 2/3 of the Directors. Action shall be resolved by written majority, unless otherwise stated by the By-laws.

Minutes of the Meetings

The Secretary will be responsible of keeping the minutes of the meeting. The minutes will be distributed to the Board for comments within 2 weeks of the meeting. Any comments made by the Board members will be duly noted. The Secretary will provide a final copy to the Secretariat for filing in the Board Book.

Board resolutions will be reviewed by legal counsel and considered binding.