



euro-IX

# Governance Model

May 2024





This document outlines the operating principles for the Euro-IX Board, and its delegated functions to the Euro-IX Secretariat and Managing Director.





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# The role of the Euro-IX Board

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Definition: In this document, the terms “Board” and “Executive Committee” are interchangeable. Moreover, the terms Chair (referred to the Board) or President (referred to the Executive Committee) are interchangeable. All terms refer to the “Executive Committee” as stipulated in the Euro-IX Articles of Association.

The Euro-IX Board’s principal responsibilities are described in the Articles of Association. The Euro-IX Board is responsible for the approval of the Euro-IX annual budgets and to provide the strategic direction of the Association.

The Euro-IX Board is ultimately responsible for the organisation and administration of the Association. The Euro-IX Board shall ensure that the organisation reliably and satisfactorily performs accounting, auditing and other financial functions. The Board shall regularly control the Associations finances.

The Board will appoint a Chair, a vice-Chair, a Secretary and a Treasurer

The Euro-IX Board is led by its Chair, who leads the work of the Board and ensures that the Board fulfils its responsibilities. The Chair is also responsible for ensuring that Board meetings are called according to the Governance model calendar and that extra meetings are called if so required.

The vice-Chair will act as Chair upon the following conditions:

- If the Chair is not available to attend a board meeting or does not attend after 15 minutes of the scheduled start time of a duly convened meeting.
- If the Chair has an actual or perceived conflict of interest in matters to be discussed in the meeting.
- A written mandate from the Board majority, when the Chair is not able to fulfill its obligations for more than one month and the Chair is not able to mandate directly.
- A written mandate, from the Chair, when the Chair cannot fulfill its obligations for a limited time of up to one month.

The Board will have a quorum when  $\lceil n/2 \rceil + 1$  out of  $n$  members of the Board is present where  $n$  is the number of the members in the Board at that time. If the entire Board is not present, the Board is not allowed to make decisions in matters that all members of the Board have not been informed about, unless situations that are urgent in nature and require immediate actions.

The Board can delegate the day to day activity to a Secretariat led by a Managing Director as described in chapter “The day-to-day operation of the Euro-IX Association”.

# Document Version

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Document version	Date Created - Proposer	Date Approved	Changes
0.1			Initial draft of document
1.0		October 2015	
1.1	July 2021 – Bijal Sanghani		Change Chairman to Chair and capitalising Board, Chair, Treasurer and Secretary. Addition of vice-Chair, document version and amendments to the document. Change from Secretary General to Managing Director.
1.2	January 2024 – Bijal Sanghani		Fixed a few typos, resending to the board so that this version can be officially approved at the next board meeting.
2.0	May 2024 - Board		Changed some details about Board people and detailed the activity of the Managing Director. Some details linked to the Finance Policy



# Amendments to the document

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This document may be amended by the Euro-IX Board at any of its meetings by consensus approval by the Board. Proposed amendments must be submitted within a minimum of two weeks prior to the meeting, so as to allow all Board members enough time to consider the proposed amendments.



# Board meetings

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The Board shall hold at least two face to face meetings per year and otherwise at least a meeting every second month. The Board may meet more frequently if called by the Chair, by at least two members.

## Notification of Board meeting

The notification of a Board meeting to be held must be sent to all Board members at least seven days prior to the meeting. The final notice needs to include all agenda points to be decided upon at the meeting, as well as all required background material. It is assumed that regular Board meetings are planned at least a month in advance.

## Agendas

At the first Board meeting after a Board election, the Board must appoint between the elected members:

- A Chair
- A Secretary
- A Treasurer

The Board can also appoint a Vice Chair with the responsibilities listed below

The newly elected Board should further approve the governance structure document and the delegated authority to the Managing Director.

At normal, recurring Board meetings, the agenda should include:

- Approval of previous meeting minutes
- Approval of the agenda
- A financial update
- A Secretariat report

Any Board member can request additional items to be added to the agenda.



# Responsibilities of the Board and Governance Documents

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Each Board member should be prepared before each Board meeting and have studied the material presented before the meeting. Each Board member has a duty to maintain an awareness of the discussions and activities in the association. The Board governs the association by providing the strategic direction to the Secretariat. The Board does this through the approval of a vision document as well as a strategic plan. The strategic plan should outline the strategies for the coming 12-24 months.

The Board approves next year's annual budget as well as a five-year budget plan at the end of the calendar year. The budget must be accompanied by an activity plan that outlines how the Secretariat plans to implement the strategic direction outlined in the strategic plan, as well as what resources the Secretariat sees it needs and how these are planned to be used. The Secretariat shall as part of the recurring Secretariat update at the board meetings, provide a status update on where the implementation of the activity plan is.

## **The Chair**

The Chair of the Board is responsible for managing the Board's work, and ensuring that agendas and notifications are sent out in a timely manner before the Board meetings. The Chair is further responsible for and is to ensure the reporting from the Secretariat is done according to the Governance documents.

## **The vice-Chair**

The vice-Chair will fill the role of the Chair including Chairing meetings of the Board and the General Meeting, in the absence of the Chair (see chapter "The role of the Euro-IX Board"). It is recommended that the Chair and the vice-Chair are not in the same election year, so that when the Chair is up for election the vice-Chair can Chair the General Meeting.

## **The Treasurer**

The Treasurer is responsible for the finances of the association and shall together with the Managing Director periodically review the financial situation, and work with the support of the Managing Director to produce the annual budget.

## **The Secretary**

The Board Secretary is responsible for the production of the reporting to the Board and the updating of the Governance documents, with the support of the Managing Director.





## **The Audit Committee**

The Euro-IX audit committee is appointed from the Euro-IX members and is responsible for the auditing of the annual accounts and to ensure transparency to the members. The Managing Director and the Board, are responsible for making all material available to the audit committee as required, and to ensure a timely handover of the previous year's accounts to ensure that the audit committee is given enough time to complete the audit before the first Euro-IX Forum of the year.

## **Board minutes**

The Board Secretary, with the support of the Managing Director, is responsible for ensuring that accurate and adequate minutes are taken from the Board meetings. The minutes needs to reflect:

- Time and place of the meeting
- Attendees
- What items where discussed
- What decisions were made by the Board

The meeting minutes are to be numbered sequentially.

Board meetings held per capsulam must be minuted and the reason for the urgency for a decision needs to be stated.

Minutes from the Board meetings are to be verified by the Chair and the Secretary, and archived by the Secretariat.

## **Confidentiality**

Board meeting discussions are confidential and not to be shared outside the Board. In case a Board member needs to provide background information in order to fulfill his or her task as Board member in contact with a third-party, information can be shared unless explicitly stated as secret.

Minutes from the Board meetings are shared to the Members in a reserved area of Euro-IX website.

# Euro-IX Governance Calendar

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TIME	DECISION/TASKS
First meeting of the year	Previous year's financial results
First and second quarter	When previous year's financial results are approved by the Board they need to be handed over to the audit committee
Before first forum of the year	The audit committee needs to complete its work
First meeting of second quarter	Approval of strategic plan
First meeting of third quarter	Presentation of activity plan
Last meeting of third quarter	Approval of activity plan and presentation of budget
First meeting of fourth quarter	Approval of budget



# The day-to-day operation of the Euro-IX Association

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The Euro-IX Board relies on the Euro-IX Secretariat led by the Managing Director for the day-to-day operations of the Association and to fulfill the strategic direction as set out by the Euro-IX Board and as described by the Secretariat in the annual activities plan.

The Managing Director develops and proposes the organisations strategy, according to the direction set by the Euro-IX Board that includes also these points:

- Oversee the association's organisation and administration
- Oversee cash flow and financial planning and results
- Approval of the Annual Budget
- Approval of the Activity Plan
- Manage important human resource issues relating to staff as an escalation point.
- Approve strategic direction and related issues

Each year the Euro-IX Board should publish and reaffirm the mandate as given to the Managing Director. .

The Managing Director must conduct the operations of the association according to the directions decided by the Board (see next Chapter).



# Authority of the Managing Director

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The Managing Director is responsible for the day-to-day operations of the association and is also responsible for ensuring that action is taken for fully functioning operations in accordance with the expectations set by the Board and implementation of the Activity Plan.

The Managing Director is responsible for the oversight of all staff of the association and that they follow the planning, processes, and strategies.

The Managing Director must keep the Board informed regarding the on-going activities of the association, financial status and other significant matters.

The Managing Director represents the association in all matters with the limitations as outlined in the following chapter.

Below the detailed responsibilities of the Managing Director are listed.

## **Operational Management:**

- Overseeing the daily operations and administration of the organisation.
- Implementing policies, procedures, and programs approved by the Board.
- Managing staff and volunteers to ensure the efficient functioning of the organisation.

## **Financial Management:**

- Developing and managing the organisation's budget in collaboration with the Board.
- Monitoring financial health, including revenue, expenses, and cash flow.
- Ensuring compliance with financial regulations and reporting requirements for non-profit organisations.
- Meeting the budget and ensuring that legally required accounting standards are met, and financial reporting is sent to the Board and the Audit Committee in a timely manner.

## **Membership Relations and Engagement:**

- Cultivating relationships with current and potential members, sponsors and patrons.
- Developing strategies to recruit and retain members.
- Providing support and resources to members to maximize their engagement with the organisation.



## **Program Development and Implementation:**

- Planning, coordinating, and evaluating programs and services that align with the organisation's mission and objectives.
- Collaborating with stakeholders to identify needs and develop relevant initiatives.
- Ensuring the effective delivery of programs to serve the organisation's target audience.

## **Marketing and External Relations:**

- Representing the organisation to external stakeholders, including partners and the community.
- Advocating for the organisation's mission and interests through public speaking, networking, and participation in relevant forums.
- Building strategic alliances and partnerships to advance the organisation's goals
- Managing all the communication activities (website, social media related and reports) related to Euro-IX activities and the broader interconnection industry
- Speak in a good manner about the Association and its bodies in order to protect the reputation of Euro-IX



# Limitations of the authority for the Managing Director

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## **Agreements**

Refer to the updated Finance Policy document.

## **Investments**

Refer to the updated Finance Policy document.

## **Purchasing**

Refer to the updated Finance Policy document.

## **Employment**

The Managing Director must not enter into an employment contract or take on additional personnel costs without prior approval of the obligations by the Board.

## **Loans and mortgages**

The Managing Director does not have the authority to enter into or provide any form of loan, mortgage or financing agreements without the explicit approval by the Board.

## **Agreements with the Managing Director**

The Managing Director may not take decisions regarding any agreements where the Managing Director is in personal beneficiary.



### **Other decisions or actions**

The Managing Director must not enter into any agreements or take decisions that either regarding the contractual time, value or purpose are of large influence to the association or contrary to the strategic direction set by the Board.

### **Delegated authority**

The Managing Director must ensure that the association has policies in place for purchase authority for all staff. These policies must include names of staff and the purchasing limit they have delegated to them.

The Managing Director must act for any payments in line with the approved Finance Policy.

For any relationship with public bodies (e.g. EU Commission) the Managing Director must be authorized by the Board.

### **Confidentiality**

The Board expects the Managing Director to handle sensitive documents and information such as HR, finance and legal related discussions, notes and documents with care. These documents are expected to be encrypted or in other ways made securely communicated.