



BOD/ToR/001

12/11/2024

For SMIIC use only

TERMS OF REFERENCE (ToR)

OF

BOARD OF DIRECTORS

OF

**THE STANDARDS AND METROLOGY INSTITUTE FOR
ISLAMIC COUNTRIES (SMIIC)**

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1. PURPOSE

- 1.1.** This document defines the procedures to be followed for the better execution of the activities of the SMIIIC Board of Directors (BOD) based on the experiences gained during the former meetings as well as the implementation of practices of sister regional/international organizations in line with the general provisions of the SMIIIC Statute and Rules of Procedure.

2. GENERAL WORKING PRINCIPLES

The members of the Board of Directors shall be obliged with the following principles during their terms of office:

- a) To prioritize constructive dialogue and cooperation in all matters.
- b) To avoid any kind of discrimination against to any region or country other than democratic and transparent initiatives.
- c) To adopt decisions and resolutions on matters of common interest in the implementation of the objectives and the general policy of the Institute.
- d) To enhance and consolidate the bonds of fraternity and solidarity among the Member States.
- e) To safeguard and protect the common interests at the international area and support the legitimate causes of the Member States and coordinate and unify the efforts of the Member States.
- f) To respect the right of self-determination and non-interference in the domestic affairs, the sovereignty, independence and territorial integrity of each Member State.
- g) To seek a solution by good offices, negotiation, enquiry, mediation, conciliation and arbitration.

3. LEGAL BASIS

- 3.1** The following are the relevant authoritative sources for SMIIIC Board of Directors:

Article 6.2 of the SMIIIC Statute and Clause 3 of the SMIIIC Rules of Procedure

4. RESPONSIBILITIES OF SMIIIC BOARD OF DIRECTORS

- 4.1** In addition to other responsibilities defined in the SMIIIC Statute, the Board of Directors shall:

- set the draft strategic plan for the Institute to be submitted to the SMIIIC General Assembly, and to ensure that the organizational structure of the Institute is appropriate to implement the strategic plan;
- establish permanent or ad hoc committees for specific issues;

- elect or appoint the chairs and members of the permanent or ad hoc committees;
- ensure effective communication and coordination among the Finance Committee (BOD/FC), Strategy Committee (BOD/SC), Committee for Review of Memberships/Nominations (BOD/CRM) and the Standardization Management Council (SMC), Metrology Council (MC) and Accreditation Council (AC) as well as between BOD and the Standing Advisory Committee (SAC);
- request the necessary research and reporting from General Secretariat and relevant Councils for the effective functioning of the Institute.

5. MEMBERSHIP ISSUES

In addition to the relevant articles and clauses of SMIIC Statute (*Article 4*) and Rules of Procedure (*Clause 1*) on the membership issues within the Institute;

- 5.1** Each Member State of the Institute agrees to pay its annual dues which will be effective as of the 1st January of the following year of admission to membership by the approval of the Board of Directors.
- 5.2** If a Member State taking part in the Board of Directors is suspended under Clause 1.6 of the SMIIC Rules of Procedure during the term for which it was appointed or elected, the General Secretariat shall declare the Board of Directors seat vacant after the suspension has continued six months and shall proceed to fill the vacancy in general accord with the SMIIC Rules of Procedure.
- 5.3** Clause 5.2 also applies to the Member State which has membership in Standardization Management Council (SMC), Metrology Council (MC) and Accreditation Council (AC).
- 5.4** Representatives of the Member States that have membership in the Board of Directors and Councils are obliged to follow the responsibilities defined in the provisions of the SMIIC Statute and Rules of Procedure.

6. MEETINGS

In line with the relevant articles and clauses of SMIIC Statute and Rules of Procedure;

- 6.1** The operations of the Institute shall be governed, in accordance with the policy laid down by the General Assembly in line with the mandates given by the Organisation of Islamic Cooperation (OIC).
- 6.2** The Board of Directors may refer matters to the Member States for advice or decision, without calling a General Assembly meeting. In such cases, ballots may be casted by correspondence.
- 6.3** Each Member State may nominate not more than two official delegates, although the latter may be accompanied by observers.

6.4 The Working Documents of the Board of Directors Meetings shall be prepared in in all three official languages of SMIIC (English, French and Arabic languages), all texts being equally authentic. In case of divergence in interpretation, the English text shall prevail.

6.5 The General Secretariat may provide informative explanations on each agenda item of the Board of Directors Meetings.

6.6 While carrying out the elections which are under the authority of the Board of Directors and in case of the application of the candidates more than the necessary number, vote by secret balloting shall be applied using the appropriate forms which will be prepared by General Secretariat. Necessary recordings shall also be kept by the General Secretariat.

7. CHAIRMAN and VICE-CHAIRMEN OF BOARD OF DIRECTORS

7.1 The Chairman of the Board of Directors conducts the meetings of the Board of Directors and General Assembly as per Clause 3.15 of the Rules of Procedure, with complete impartiality. However, he/she can delegate this task to any of the Vice-Chairmen by the approval of the Board of Directors.

7.2 Vice-Chairmen of the Board of Directors shall be responsible for conducting meetings of the Permanent Committees to which they are designated and shall maintain impartiality while conducting these meetings or assisting the Chairman in running the Board of Directors meetings.

7.3 Once the members of the new Board of Directors have been elected during the General Assembly meeting, the election of the Chairman and Vice Chairmen of the Board of Directors will be conducted in the first Board of Directors meeting which will be convened with the participation with the newly elected members of the Board of Directors. The term of office of the ongoing Chairman and Vice Chairmen of the Board of Directors will continue until the above procedure will be completed and ongoing Chairman of the Board of Directors will chair the meeting until the agenda item for the election of new ongoing Chairman and Vice Chairmen of the Board of Directors in the relevant meeting.

7.4 Chairman and Vice-Chairmen of the Board of Directors are elected by the Members of the Board of Directors. Preferably, ongoing Chairman and 3 (three) Vice Chairmen of Board of Directors may act as a consultative group for the election of the new Chairman and 3 (three) Vice Chairmen of Board of Directors. If this approach will not followed, General Secretariat shall initiate the election procedure.

7.5 A commission of representatives from 3 (three) Member States will be selected to oversee the voting procedure.

7.6 The members of the Board of Directors shall be requested by General Secretariat to submit their nomination if they would like to be candidate for the Chairman or 3 (three) Vice Chairmen of Board of Directors within two months prior to the meeting. This request shall be included in the official invitation letter of the relevant Board of Directors Meeting. The information of the nominees shall be stated in the

working documents of the meeting.

- 7.7** While carrying out the election, name of the candidates for Chairman and 3 (three) Vice Chairmen of Board of Directors are placed on the ballot. If there are more than one candidate for Chairman and 3 (three) candidates for Vice Chairmen of Board of Directors, then balloting shall be carried out. The members will cast written votes, the votes will be casted by being witnessed by the commission members, the commission will then count and report on the votes casted. The Chairman and 3 (three) Vice-Chairmen of the Board of Directors will be determined according to simple majority votes.
- 7.8** Contact information of the representatives who will act as the Chairman and Vice-Chairmen of the Board of Directors shall be informed to General Secretariat officially at the earliest convenience.
- 7.9** The delegates who carry out Chairman and Vice-Chairmen of Board of Directors positions should remain neutral throughout the meetings and should not get involved any discussions to express the opinions of his/her country. The Member States representatives shall take the floor on these regards.
- 7.10** Other than the Chairman of Board of Directors, if any Vice-Chairmen of Board of Directors participates in the meetings as the only delegate from his/her country, then he/she should get seated at his/her countries desk to express the opinions on behalf of his/her country. The Vice-Chairmen of Board of Directors may be warned by any member of the Board of Directors if he/she takes this kind of action.

8. GENERAL SECRETARIAT

- 8.1** The Secretary General shall be responsible for reporting to the Board of Directors on the progress of implementing the Strategic Plan and achievements of the Councils, however, the report shall not be binding upon the Member States
- 8.2** The post for Assistant Secretary General shall be recommended by the Secretary General for the approval of the Board of the Directors after the official assuming of his/her duties at the General Secretariat, if needed. The post for Assistant Secretary General is based on personal election and shall not be associated with any SMIIC Member States and/or its relevant institution.

9. PERMANENT/AD HOC COMMITTEES

- 9.1** The Board of Directors may establish permanent or ad hoc committees to provide advice to the Board of Directors. Examples of such committees could include those that provide advice on strategic or financial matters or nominations for governance of positions in SMIIC.
- 9.2** The Board of Directors shall determine the membership of the permanent or ad hoc committees and define in this document which shall not be in contradiction to the SMIIC Statute and Rules of Procedure.
- 9.3** Membership of permanent or ad hoc committees shall be open only the members of

the Board of Directors. However, any member of the Board of Directors can propose any SMIIIC Member State, which has not membership in Board of Directors, to take place in any permanent or ad hoc committees as observers.

10. PERMANENT COMMITTEES

Permanent Committees are Strategy Committee, Finance Committee and Committee for Review of Memberships/Nominations. Board of Directors can establish new permanent committees on specific subjects, if needed. The members of the Permanent Committees are appointed by the Board of Directors for a three-year term, coinciding with their terms of office in the Board of Directors.

10.1 STRATEGY COMMITTEE (BOD/SC)

The BOD/SC is composed of 6 (six) or 7 (seven) Member States that shall be designated by the SMIIIC Board of Directors on voluntary basis.

a) Scope:

The BOD/SC;

1. Reports to Board of Directors;
2. Prepares the draft of SMIIIC Strategic Plan and follows its implementation;
3. Monitors current trends and emerging issues affecting the development and implementation of OIC/SMIIIC Standards;
4. Recommends action to Board of Directors regarding new areas of standardization, metrology and accreditation;
5. Coordinates the development, maintenance and monitoring of SMIIIC's policies.

b) Responsibilities:

The BOD/SC;

1. Assists General Secretariat for the preparation of the draft SMIIIC Strategic Plan for each 10 (ten) year period;
2. Evaluates the SMIIIC Strategic Plan prior to the submission to the Board of Directors;
3. Supports General Secretariat for the preparation of implementation plan of the SMIIIC Strategic Plan for each 1 (one) or 2 (two) year period;
4. Monitors the implementation progress of the SMIIIC Strategic Plan;
5. Evaluation of the implementation plans of SMIIIC Strategic Plan.

c) Chair and Secretariat:

Chair of BOD/SC shall be designated among the Vice-Chairmen of the Board of Directors for three-year terms of office electable for successive terms coinciding with their terms of office in the Board of Directors. The Chair will be responsible for running effective meetings as well as reporting the Board of Directors on the outcomes of the meetings in all Board of Directors meetings. In the absence of the Vice-Chairmen of Board of Directors who is the Chair of the BOD/SC, head of delegation of the country holding Vice-Chairman position or a volunteer member

will chair the meeting. Secretariat facilities shall be carried out by General Secretariat.

d) Meetings:

1. The BOD/SC will meet once in a year (physically or remotely) which shall be announced annually within the official calendar of meetings at SMIIC website. In principle, meeting shall be organized one day before the ordinary SMIIC Board of Directors Meeting which is organized at the first half of each year. If needed, upon the request of the Chair, General Secretariat can organize additional meetings.
2. A provisional agenda and meeting documents shall be sent at least one month before the date of the meeting.
3. A majority of the members (half plus one) of the BOD/SC shall constitute a quorum.
4. Resolutions are considered and approved at the meetings and published immediately after the meetings.
5. Voting shall be conducted as defined in Article 5.1 of the SMIIC Statute, if needed.
6. The meetings will be conducted in English only. A translator may accompany to the delegate who cannot speak English.

10.2 FINANCE COMMITTEE (BOD/FC)

The BOD/FC is composed of 6 (six) or 7 (seven) Member States that shall be designated by the SMIIC Board of Directors on voluntary basis.

a) Scope:

The BOD/FC;

1. Reports to Board of Directors;
2. Monitors the financial performance of the Institute;
3. Reviews the annual financial statements and the SMIIC General Secretariat budget;
4. Reviews the report of the external financial auditor for each financial year;
5. Advices on the figures of the mandatory contributions of the Member States as well on the situations of the Member States that have non-paid mandatory contributions to SMIIC budget to Board of Directors;
6. Advices on the business models to create new financial sources.

b) Responsibilities:

The BOD/FC;

1. Assists General Secretariat for the preparation of the draft SMIIC budget for each financial year;
2. Evaluates the realization of the SMIIC budget for each financial year;
3. Ensures the efficient and effective use of resources;
4. Reviews the report of the external financial auditor;

5. Reports on the overall financial situation of the Institute.

c) Chair and Secretariat:

Chair of BOD/FC shall be designated among the Vice-Chairmen of the Board of Directors for three-year terms of office electable for successive terms coinciding with their terms of office in the Board of Directors. The Chair will be responsible for running effective meetings as well as reporting the Board of Directors on the outcomes of the meetings in all Board of Directors meetings. In the absence of the Vice-Chairmen of Board of Directors who is the Chair of the BOD/FC, head of delegation of the country holding Vice-Chairman position or a volunteer member will chair the meeting. Secretariat facilities shall be carried out by General Secretariat.

d) Meetings:

1. The BOD/FC will meet once in a year (physically or remotely) which shall be announced annually within the official calendar of meetings at SMIIC website. In principle, meeting shall be organized one day before the ordinary SMIIC Board of Directors Meeting which is organized at the first half of each year.
2. A provisional agenda and meeting documents shall be sent at least one month before the date of the meeting.
3. A majority of the members (half plus one) of the BOD/FC shall constitute a quorum.
4. Resolutions are considered and approved at the meetings and published immediately after the meetings.
5. Voting shall be conducted as defined in Article 5.1 of the SMIIC Statute, if needed.
6. The meetings will be conducted in English only. A translator may accompany to the delegate who cannot speak English.

10.3 COMMITTEE FOR REVIEW OF MEMBERSHIPS/NOMINATIONS (BOD/CRM)

BOD/CRM is composed of Chairman, one of Vice-Chairmen of Board of Directors, 2 (two) volunteer Members of the Board of Directors and Secretary General.

a) Scope:

BOD/CRM;

1. Reports to Board of Directors;
2. Covers the nominations/memberships process for:
 - i. Secretary General
 - ii. Candidate Member States of Board of Directors (BOD) Memberships
 - iii. Candidate Member States of Membership of Councils (AC and SMC)
 - iv. Membership for BOD Permanent Committees (BOD/SC, BOD/FC)
 - v. Nomination/membership for ad hoc committees, etc.
 - vi. Members of Standing Advisory Committee

b) Responsibilities:

The BOD/CRM;

1. Assists Member States for the decisions on the eligibility of the nominations based on SMIIC internal regulations;
2. Requests the submission of the official documents from the nominees to prove his/her statements to fulfil the necessary requirements;
3. Coordinates the process with legal advisor of SMIIC;
4. Reviews the nominations received from the Member States and advises the Board of Directors or General Assembly which nominations meet the criteria defined in relevant SMIIC internal regulations;
5. Provides justification and guidance to the nominated Member States or persons or those nominations that do not meet the relevant criteria;
6. Reports the outputs of BOD/CRM study to the consideration of Board of Directors.

c) Chair and Secretariat:

Chair of BOD/CRM shall be the Chairman of the Board of Directors for three-year terms of office electable for successive terms coinciding with their terms of office in the Board of Directors. The Chair will be responsible for running effective meetings as well as reporting the Board of Directors or General Assembly on the outcomes of the meetings. Secretariat facilities shall be carried out by General Secretariat.

d) Meetings:

1. The BOD/CRM will meet (physically or remotely) whenever there is a process of nominations for governance organs/positions in SMIIC.
2. A provisional agenda, meeting documents and information on the nominations/memberships shall be sent at least one month before the date of the meeting.
3. A majority of the members (half plus one) of the BOD/CRM shall constitute a quorum.
4. Resolutions are considered and approved at the meetings and published immediately after the meetings.
5. The meetings will be conducted in English only. A translator may accompany to the delegate who cannot speak English.
6. Reports of the evaluations of nominees/candidates will be circulated to all parties and will be placed in the related organ's meeting working documents.

10.4 COMMITTEE FOR GOVERNANCE (BOD/GOV)

BOD/GOV is composed of seven (7) Members of the Board of Directors (BOD) including the Chair, elected by the BOD. Chairman of Board of Directors and Secretary General can also attend the meetings given their opinion to advance the work of the BOD/GOV, if necessary.

a) Scope:

The structure and governance system of SMIIIC.

b) Responsibilities:

The BOD/GOV;

1. Reports to Board of Directors.
2. Reviews SMIIIC's governance structure, internal regulations, policies, procedures, and processes on a regular basis, to ensure that these reflect best practices from a legal, ethical, and organizational perspective, and are in accordance with international/regional standardization organizations practices.
3. Assess, monitor implementation and provide recommendations to improve and update SMIIIC's governance structure, internal regulations, policies, procedures and processes as necessary.
4. Reviews and maintains the Governance Code which serves as a useful guide to several key components of governance and aims to facilitate effective and prudent management.
5. Any other responsibilities given by the Board of Directors.

c) Chair and Secretariat:

Chair of BOD/GOV shall be designated among Members of BOD/GOV serving the current term. The Chair shall serve for a three-year term of office electable for successive terms, coinciding with his terms of office in the Board of Directors. The Chair will be responsible for running effective meetings as well as reporting to the Board of Directors and General Assembly on the outcomes of the meetings, and take part in the voting process. Secretariat facilities shall be carried out by General Secretariat.

d) Meetings:

1. The BOD/GOV will meet regularly at least once in a year (physically or remotely) which shall be announced annually within the official calendar of meetings at SMIIIC website. In principle, meetings shall be organized one day before the ordinary SMIIIC Board of Directors Meeting which is organized at the first half of each year.
2. A provisional agenda, meeting documents and relevant information shall be sent at least one month before the date of the meeting.
3. A majority of the members (half plus one) of the BOD/GOV shall constitute a quorum.
4. Resolutions are considered and approved at the meetings and published immediately after the meetings; and is reported to the BOD for endorsement.
5. The meetings will be conducted in English only.

11. AD HOC COMMITTEES

- 11.1** Ad hoc Committees shall be established on a need-based approach with clear scope and mission. Ad hoc Committees shall be chaired by a member of the Board of

Directors and members of the Ad hoc Committees shall be designated by the Board of Directors with a membership of at least 5 (five) members. The Ad hoc Committees shall be disbanded after the completion of task by the approval of the Board of Directors.

12. VALIDITY OF THE TERMS OF REFERENCE (ToR)

12.1 This ToR may be amended by decision of the SMIIC Board of Directors.

12.2 This ToR is effective from the date of its adoption by the SMIIC Board of Directors.