



## Standing Orders for the Executive Committee, Board of Directors and other Committees of the International Society for Sexual Medicine

### **Purpose of Standing Orders**

The purpose of Standing Orders is to provide a framework for the conduct of ISSM business agreed by formal resolution of the Executive Committee (EC) or Board of Directors (Board). They are intended to prevent any misunderstanding between members over the rules and procedures governing such business. EC, Board and other Committee members are expected to work within this framework and the By-Laws of the Society. In any case where there is a conflict between the By-laws and these Standing Orders, the By-Laws take precedence.

Standing Orders may be changed from time to time by a formal resolution of the EC or Board, but not by resolution of other Committees, notice of which will be given on the EC or Board meeting Agenda. They are intended to be responsive to changing circumstances and do not need approval by the Annual Business Meeting. They cannot be suspended without notice by a vote or resolution of those present at an EC or Board meeting. This is essential to give confidence to those members not present at an EC, Board or other Committee meetings that probity of action will be maintained by those who are present.

By-Laws govern ISSM and act as its constitution. They can only be changed or suspended by a two-thirds majority vote of members present at the Annual Business Meeting.

### **Standing Orders**

#### **1. Confidentiality**

Matters discussed in the EC, Board and other Committees, correspondence, briefing documents, reports and Minutes are, in general, confidential and should not normally be discussed with or released to others without the prior approval of the President and Secretary General. Common sense is required for a sensible implementation of this Standing Order, as it is also important for the EC, Board and other Committees to be accountable, maintain openness and demonstrate the probity of their actions. Excessive secrecy is undesirable but the maintenance of necessary confidentiality is essential. Disclosure of confidential information received by an EC, Board and other Committee member in the course of their duty is a serious breach of trust and, in the most serious cases, may warrant disciplinary action.

#### **2. Position of non-EC members invited to attend EC meetings**

Non- members, may, from time to time, be invited to attend part or all of an EC, Board and other Committee meeting for a specific purpose. Their role may be as an observer, record keeper, to provide a report or to take part in the discussion of a specific matter. Their invitation to attend should be approved by the President or Secretary General. They should be informed of the intended purpose of their attendance and their role at the meeting. Where they are invited for a specific item or part of the meeting, they should be present only for that item or part. Where it is relevant to their role at the meeting, they may participate in the discussion. Any EC, Board and other Committee member may require that they withdraw, so that confidential discussions may take place.



They may not, in any circumstance, vote on any resolution before the meeting. The non-member must agree to treat all information gained during their attendance in strict confidence unless specifically authorised to do otherwise.

### 3. Probity

#### *(a) Declaration of personal, professional or institutional Conflict of Interest*

Potential conflicts of interests both perceived and real, are common; their existence is not evidence of wrongdoing. Openness about potential conflicts of interest is an indication of mutual trust, and allows ISSM members holding leadership or organisational roles to have greater confidence in their fellow members.

When a potential conflict of interest is identified, it is for the EC, Board or other Committee membership to decide its relevance, and **not** for the conflicted individual to decide. Where the conflicted member is uncertain about relevance, declaration is **always** recommended. In some situations, the potentially conflicted member may wish to take initial confidential advice from the President or Secretary-General.

Members of the EC, Board and other Committees, and members entrusted with other organisational or leadership roles as specified from time to time by the EC or Board, are required to declare:

- (i) Their membership of any other organisation, commercial or otherwise, that may have any interest in matters that might reasonably be considered interests of ISSM, or who may conduct activities that conflict with the pursuance of ISSM's aims; this declaration must include **all** offices, appointments and organisational roles held in other organisations.
- (ii) Any interest that they may have in a matter to be discussed, prior to the commencement of the discussion. An "interest" would include any matter that might involve a financial or other loss or gain (such as the award of a contract, grant or prize) for the individual or a member of their family, or for their institution.

After such a declaration,

1. The conflicted member may volunteer to
  - (a) Temporarily withdraw from the meeting whilst the matter is discussed
  - (b) Refrain from participating in the discussion
  - (c) Refrain from voting on the matter.
2. The other EC, Board and other Committee members may require, by simple majority vote if necessary, for the conflicted member with an interest to follow one of the three courses, 1(a) to 1(c), described above.

If the conflicted member withdraws or refrains from voting, that member cannot be included in the quorum, if such is required to conduct that specific item of business. It is better that the vote and decisions be deferred than have an interested party participate.



*(b) Incompatible conflicts of interest*

Some conflicts of interest may be incompatible with the conflicted individual's appointment to or continuance in a specific role. The determination of such incompatible conflicts of interest will be made by the EC or Board; when such a determination is made, the conflicted individual will be immediately suspended from the relevant role. This action should not be considered a disciplinary measure or a response to wrongdoing; the action must be taken solely to protect the interests of ISSM. A conflicted individual so affected has a right of appeal to the Board of Directors, to be heard within 14 days, who may decide to reverse or uphold the initial decision.

#### **4. Public relations**

It is in the Society's interest to maintain good relations with both professionals and the general public. Openness conveys the Society's commitment to probity to the outside world. However, the conduct of external relations must be supervised by the EC and Board.

*(a) Contact with other professional organisations, and with governmental, non-governmental and corporate bodies.*

The EC and Board may delegate authority to an individual or group to maintain contact with other professional organisations, and with governmental, non-governmental and corporate bodies. However, no contract or agreement with any such organisation or body may be concluded without the express approval of the EC or Board.

*(b) Contact with popular media*

It may be in the interests of the Society to inform the popular media of its activities, in order to further its aims, as set out in the By-Laws. Press releases to selected media may be an important method of furthering the Society's aims. Anyone who might be called upon to be in contact with the media should have specific training in media relations.

*(c) Interviews at request of journalists*

Enquiries and requests for interviews regarding ISSM business or interests received from the media should normally be referred to the President or EC members for action. Individual members should otherwise avoid commenting to the media **on behalf of** the Society, although they are at liberty to speak as individuals. In such circumstances, they should make sure that it is clear to the interviewer that they are speaking as individuals and not on behalf of the Society. In such circumstances, it would be courteous to inform the President, Secretary General or Executive Office of the interview