



BOARD CONSIDERATION OF ITEMS NOT COVERED ELSEWHERE IN POLICIES (RAPIVOTE)

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Preamble

This policy establishes clear procedures for the use of electronic voting, referred to as Rapivotes, by the iaedp Foundation Board of Directors and Executive Committee. While traditional meetings remain the cornerstone for robust discussion and decision-making, the evolving demands of organizational operations require timely, flexible methods to address urgent matters. Rapivotes are designed to facilitate rapid decision-making in compliance with legal requirements, ensuring transparency, accountability, and the continued effectiveness of the Board's governance processes.

Purpose

The iaedp Foundation has established policies and procedures that outline decision-making processes for the Board of Directors. While these policies aim to be thorough, they cannot account for every potential scenario requiring board action.

Additionally, modern use of electronic communication necessitates clear guidelines on when email and other electronic methods may be used to support Board operations without compromising its core responsibilities of care, obedience, and loyalty.

This document provides procedures for requesting Board action in situations not explicitly addressed by existing iaedp Foundation policies and for voting items brought to the Board outside a scheduled meeting.

Policy

While electronic communication tools, such as email, platforms such as Google Workplace and Microsoft Teams, and communication applications such as WhatsApp, are valuable for facilitating Board communications, they are not a substitute for the robust discussions expected of the iaedp Foundation Board in conducting the organization's business.

A Rapivote is a mechanism designed to enable timely decision-making on urgent matters between scheduled iaedp Foundation Board (or, in some cases, Executive Committee) meetings. It allows for rapid action when waiting for the next regular meeting, or organizing an ad hoc meeting is impractical. To ensure legality, electronic voting must adhere to specific procedures outlined below.

Unless the iaedp Foundation Articles of Incorporation or Bylaws explicitly require that actions by the Board or Executive Committee be taken during a meeting, actions may be carried out without a meeting if:

- Each director involved electronically provides consent describing the action to be taken using an agreed-upon communication method, platform, or application.
- The action becomes effective once the final director provides their consent unless a different effective date is specified in the consent request.
- Written consent may be completed through one or more electronic transmissions, including email, text, workspace platforms, and other agreed-upon applications such as WhatsApp.

U.S. state and federal laws require that Board members have appropriate opportunities to interact and share opinions before making operational decisions. As such, discussions should and usually do occur during Board or Executive Committee meetings, special or emergency meetings, or through separate email exchanges or other electronic communication channels initiated by the interested Board member(s). Rapivotes are not intended as forums for discussion. Rapivotes are mechanisms for consenting or dissenting on a proposal by one or more currently serving Foundation Board members.

A call for an electronic (Rapivote) vote must meet the following criteria:

- Adequate interaction and sharing of opinions have already taken place through a meeting or prior electronic communication exchanges.
- The issue requires a vote by the Board or Executive Committee for action.
- The issue is time-sensitive and cannot be more effectively addressed during a regularly scheduled or ad hoc meeting.

Procedures

When the above criteria are met, the following steps will be followed:

- 1) A director requesting a Rapivote must submit their request to the iaedp Foundation President in a clearly presented, brief statement.
- 2) The President will consider the request.
 - a) If the request for a Rapivote is denied, the President will work directly with the Board member(s) to ensure the matter is discussed and considered appropriately at the appropriate time, such as the next scheduled Board meeting.
 - b) If the request is approved, the President will forward the Rapivote request to the Chief Staff Executive, who will distribute the Rapivote request via the agreed-upon method (e.g., email, workplace platform, or application) to the Board or Executive Committee as appropriate.
- 3) The Rapivote communication will include a short description of the request for action with a specific set of action choices, such as:
 - a) Approve/Disapprove/Abstain (or Yay/Nay/Abstain)
 - b) Selecting from a list of options (e.g., items 1, 2, 3, or 4)
 - c) Ranking preferences (e.g., rank order preferred speakers)An alternative option, FURTHER DISCUSSION REQUIRED, must also be included for all cases.

- 4) Responses are generally expected within 24 hours, though exceptions may occur due to holidays, weekends, or personal circumstances. If necessary, a RapiVote remains valid for up to 4 days.
- 5) Consent and Validity:
 - a) For the RapiVote to be valid, 100% of the Board or Executive Committee must consent to the process, except under extreme circumstances, such as a member not being reachable.
 - b) If all Board or Executive Committee members are not reachable:
 - i) All those who can consider the matter must agree that the reason for the absence of one or more members in the RapiVote process is considered and accepted as “extreme circumstances.” This ensures that all Foundation Board business is conducted with transparency and all reasonable efforts are made to ensure all members can participate in decisions.
 - ii) Consent and agreement regarding the absence of one or more Board or Executive Committee members in the RapiVote process must be provided, including a brief description of the Board or Executive Committee member's absence in the RapiVote content.
 - c) If a Board or Executive Committee member does not approve the RapiVote, or the number of members voting does not constitute a quorum of the entire Board of Directors or Executive Committee, the RapiVote will be deemed null.
- 6) Once the RapiVote has concluded, the Chief Staff Executive will share its results with the Board or Executive Committee.