

## ESC Councils – Internal Governance Procedures

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## Introduction

In September 2022, there are 6 ESC Councils with different structures:

### 1. Cardiology Practice

- This Council has a nucleus of cardiologists working in private practice. There is also a broader group of representatives from national “colleges” of private practice cardiologists, who when added to the nucleus, become the “Board”.
- This Council has a direct individual membership.

### 2. Basic Cardiovascular Science

- The Council has a nucleus of experts in basic science. There is also a broader group of representatives from ESC Working Groups and from the major basic science societies in Europe which, when added to the nucleus, become the “Board”.
- The Council has a direct individual membership.

### 3. Hypertension

- This Council has a nucleus of experts in hypertension. There is also a broader group of representatives from ESC Constituent Bodies which, when added to the nucleus, become the “Board”.
- This Council has a direct individual membership.

### 4. Stroke

- This Council has a nucleus of experts in stroke. There is also a broader group of representatives from ESC Constituent Bodies and external sister societies which, when added to the nucleus, become the “Board”.
- This Council has a direct individual membership.

### 5. Cardio-Oncology

- This Council has a nucleus of experts in Cardio-Oncology. There is also a broader group of representatives from ESC Constituent Bodies and external sister societies which, when added to the nucleus, become the “Board”.
- This Council has a direct individual membership.

### 6. Cardiovascular Genomics

- This Council has a nucleus of experts in cardiovascular genomics. There is also a broader group of representatives from ESC Constituent Bodies and external sister societies which, when added to the nucleus, become the “Board”.

- This Council has a direct individual membership.

The above councils were created over the past sixteen years. Some were former ESC Working Groups; others were created to provide poles of expertise in specific areas of cardiology. Each Council has its specific structure which is detailed in Annex 1 – ESC Councils' Individual Objectives and Structure. The current document proposes to provide basic and common rules for all the Councils aligned with ESC Statutes and any future By-Laws.

## Rules and regulations for all ESC Councils

### Article 1 – Form & rationale

The European Society of Cardiology (ESC) is a not-for-profit medical professional society registered in France. The creation and dissolution of a Council within the ESC is decided by the Ordinary General Assembly of the ESC, upon proposal of the ESC Board. Councils are not independent legal entities.

The rules of internal governance laid down in this document which comply with the ESC Statutes and any future By-Laws have been approved by the ESC Board and apply to all councils.

Councils do not all have the same structure. The structure is defined prior to the creation of the Council (Refer to Annex 1 for more details).

### Article 2 - Purpose and Role of a Council

As stated in the ESC Statutes, the ESC creates Councils to bring together cardiologists, nurses or other allied professionals with common interests in a particular field of cardiovascular medicine or other common needs as a professional group. Councils may be created or dissolved by the Ordinary General Assembly upon proposal of the ESC Board. The internal organisation of Councils is regulated in the ESC Board approved procedures.

Subject to approval by the Ordinary General Assembly, one or more Councils may decide to be absorbed by any Associations, Working Groups or Councils by extending the field of activity of the absorber; they will then be dissolved or, possibly, merged into a new Constituent Body. The Ordinary General Assembly will then decide on the timeline of this restructuring process.

The ESC Board provides the Councils with the financial and support resources deemed appropriate to the successful delivery of their activities, which need to be in consistency with the purpose and means of the ESC as well as the ESC Strategic Plan.

Each Council will be required to complete a biannual performance assessment based on specific pre-defined criteria.

The ESC has the following purpose:

- advance the prevention, diagnosis and management of diseases of the heart and the blood vessels;
- improve the scientific understanding of the heart and the vascular system in particular through promotion of research in this field;
- take responsibility for the promotion of the education and training of cardiologists and other professionals involved with prevention, diagnosis and management of diseases of the heart and the blood vessels, and for the development of standards for their training, continuous education and professional conduct;
- offer advice, including advocacy, to the public, European Union, health authorities and administration, and other organisations, both statutory and non-governmental, on prevention, diagnosis and management of diseases of the heart and the blood vessels, and on research programmes regarding these topics.

Accordingly, the mission of the ESC may be stated as “to reduce the burden of cardiovascular disease”. No distribution of profit to members is permitted.

The ESC shall achieve its purpose by the means that the Board deems appropriate, and in particular by:

- bringing together: i) the National Cardiac Societies that have joined the ESC, and their members, as well as individual members such as healthcare professionals including, but not limited to, physicians, scientists, nurses and allied health professionals in the field of diseases of the heart and the blood vessels, and ii) other members of ESC Associations, Councils and Working Groups;
- creating synergies with other organizations such as the European Union, World Health Organization, World Heart Federation, European Heart Network, patient organisations and other bodies as may be deemed appropriate that pursue objectives related to those of the ESC;
- creating or taking interest in any trading companies, non-trading companies, for-profit structures or non-for-profit organisations such as foundations or any other national equivalent;
- undertaking the scientific and material organisation of any congress, symposium or similar event, bringing together any and all professionals, including physicians, nurses, scientist, other health care-related professionals and industrialists interested in cardiovascular medicine. Further, to offer all associated services usual at such international meetings, including but not limited to renting space, organising scientific sessions, satellite events, publishing information and similar;
- organizing the collection, analysis, processing and communication of medical or scientific information obtained from a wide range of physicians, scientists or institutions of cardiovascular medicine and science;
- collecting, editing and publishing journals, articles or information whether in printed or electronic form on any medical or scientific nature related to cardiovascular medicine and science;
- awarding scholarships, awards or grants for education, training or research in its area of interest;
- sub-letting office space or offering a business address at its registered offices for any organisation whose activities are concordant with the ESC mission and these Statutes and providing any type of ESC services to such organisations;
- acquiring, selling or leasing any real estate property that is necessary for achieving the ESC's purpose.

## Article 3 – The Structure of a Council

**The Council Board** (the “Board”) is composed of a **Nucleus** and **Non-voting members**.

### **The Board**

(maximally 10 nucleus members and 15 non-voting members)  
meets once a year

### **The Nucleus**

All Councils must have a Nucleus, which is the governing body of the Council. It is composed of:

- Chairperson
- Chairperson-Elect
- Immediate Past-Chairperson
- Secretary and / or Treasurer
- Communication Coordinator (optional)

The Nucleus may decide to create additional Nucleus positions to serve the specific mission of the Council but must not exceed 10 persons. Additional Nucleus positions can only be created at the beginning of a new mandate.

Nucleus members must be elected by a democratic voting process by the Council’s voting members. They are required to be either ESC Professional Members or Fellows of the ESC (FESC).

All Nucleus members are voting members.

**Non-voting Board members** can be:

- Representatives of scientific societies and groups
- Experts in the relevant field
- Editor-in-Chief of the Council journal or related journal, if existing.

### **Non-voting Board members who are representatives of scientific societies and groups**

The representatives of other scientific societies or groups are expected to regularly report on the Council’s activities in their respective groups and to inform the Council on the activities of their groups.

As individual members of the Council, they can vote in Council elections providing they are working in an ESC member country.

To encourage turnover of non-voting Board members representing scientific societies, a letter is sent by the Council Chairperson to the President / Chairperson of each society or group within two months of the beginning of each Council two-year mandate. This letter contains the length of time the representative has been in the Council and asks the President / Chairperson to provide the identity of the official representative for the next two-year period.

Representatives of internal ESC Constituent Bodies are expected to be appointed for a 2-year mandate, renewable if required for 1 further mandate (4 years maximum).

Representatives of external societies are expected to be appointed for a 2-year mandate, renewable if required for 2 further mandates (6 years maximum).

## **Non-voting Board Members such as experts in relevant fields or Editor-in-Chief of the Council journal or related journal, if existing**

Other non-voting Board members can be appointed by the Chairperson after consultation with the Nucleus. They are invited to meetings to report on their specific area of expertise not included in the Council structure and have an advisory role only.

Any request to exceed the maximal number of non-voting Board members above 15 has to be submitted to the ESC Management Group for approval. No new non-voting Board positions may be created mid-mandate.

## **Article 4 - Roles & responsibilities**

### **A. (Voting) Nucleus members**

Nucleus members must engage actively in the activities of the Council and attend the appropriate meetings for the duration of their mandates. They can vote on any issues brought to the attention of the nucleus

### **The Chairperson –Chairperson-Elect – Past Chairperson**

The Council is led by the **Chairperson** with support from the Chairperson-Elect. He /she:

- Defines the strategy and objectives of the Council in accordance with the ESC Strategic plan and in collaboration with the other Nucleus Members
- Supervises the operations and activities to ensure the Council's goals are pursued
- Prepares the agendas and conducts the Nucleus/Board Meetings
- Prepares the Council's Annual Activity Report
- Ensures that the Council functions according to ESC corporate governance rules and processes maintaining transparency in all matters
- Reports regularly to ESC Vice-President for Councils or another suitable nominee representing the ESC Management Group
- The Chairperson represents the Council at official functions of the European Society of Cardiology and outside events.

The Chairperson serves for two years and automatically becomes the Immediate Past-Chairperson. The Immediate **Past-Chairperson** ensures continuity in the activities and initiatives of the Council and is automatically Chair of the Council Nominating Committee. The Past-Chairperson serves for two years and then leaves the Nucleus.

The **Chairperson-Elect** has a two-year mandate before automatically becoming the Chairperson. He/she works in close cooperation with the Chairperson with the aim to create continuity of strategies once he/she assumes the role of Chairperson and may take on the responsibilities of the Chairperson should he/she be unable to perform his/her duties.

After six years in the respective positions of Chairperson-Elect, Chairperson and Immediate Past-Chairperson, a person cannot be re-elected to the position of Chairperson-Elect in the same Council. He/she can however, re-enter the Nucleus in other positions after a period of 4 consecutive years.

The **Treasurer** is responsible for the financial affairs and budget management of the Council, according to the Council's Operational Guidelines. The Treasurer is elected for 2 years and may be re-elected for a further 2 years (4 years maximum).

The **Secretary** takes on specific responsibilities in relation to the organisation of the Council's meetings, according to the Council's Operational Guidelines. This position can be combined with the position of Treasurer if appropriate. The Secretary is elected for 2 years and may be re-elected for a further 2 years (4 years maximum).

The **Communication Coordinator** is responsible for the collection of the content for the website, the member newsletter and any communication media of the Council according to the Council's Operational Guidelines He/she works in collaboration with the ESC Staff and ESC Communication Committee. The Communication Coordinator is elected for 2 years and may be re-elected for a further 2 years (4 years maximum). The Communication Coordinator is an optional position within a Council Nucleus.

### **Representation of the Council**

Nucleus members can be assigned by the Chairperson to represent the Council in other scientific organisations, groups, or societies (inside or outside the ESC); in which case they are required to act on behalf of the Council and regularly report on their activities to the Council Chairperson and nucleus. These appointments are decided upon invitation by the other body to the Council Chairperson and must respect the turnover rules presented in Article 3.

### **B. (Non-voting) Board members**

Non-voting members are responsible for performing tasks or activities assigned to them by the Chairperson and are committed to reporting back to the Chairperson and nucleus about these tasks. They may also act as a liaison officer with other scientific organisations, groups, societies (inside or outside the ESC).

Non-voting Board members are not elected: they are appointed by the scientific society that they represent or, in the case of Experts, are appointed by the Council Chairperson at the start of her/his mandate, for a mandate of two years renewable once or twice as outlined in Article 3. The Chairperson is responsible for informing the nucleus (either during an official meeting of the nucleus or in writing) on the appointment of non-voting Board members, as well as their respective assignments.

Non-voting Board members cannot vote on any issues brought to the attention of the nucleus.

When appointed by the Chairperson, non-voting Board members must apply for membership of the Council (if not already a member).

### **Decisions at Nucleus/ Board Meetings**

The presence of 4 voting Nucleus Members is needed for any decision to be considered valid. The Immediate Past Chairperson has the right to vote in Council Nucleus/Board Meetings.

### **Task Forces**

The Nucleus may decide to appoint certain Council Nucleus, Board and ordinary members to work on specific task forces relevant to their area of expertise. The task force members collectively participate in fulfilling the Council's mission and annual objectives.

Each task force should be led by a task force chairperson. He/she must be a member of the same Council Nucleus or Board.

The task force chairperson will be expected to step down from the role of Task force Chairperson at the end of his/her mandate on the Nucleus or Board.

## **Article 5 – Nominating Committee**

### Composition

- The Nominating Committee is composed of a Chairperson and 3 elected Nominating Committee members.
- The Chairperson of the Nominating Committee is the Immediate Past-Chairperson of the Council and he/she reports to the ESC VP for Councils or another suitable nominee representative of the ESC Management Group.
- The members of the Nominating Committee are not eligible for election to Nucleus or Nominating Committee positions for two years after the end of their mandate in the Nominating Committee.

### Role of Nominating Committee

The role of the Nominating Committee is to supervise the good running of elections following a call for candidates for open positions. The Nominating Committee addresses any issues brought to their attention during the elections of Chairperson-Elect, Nucleus members and Nominating Committee members according to procedures detailed in Article 6.



The Nominating Committee:

- Ensures that the criteria for eligibility are pre-defined.
- Evaluates the candidates and proposes all suitable candidates per position.
- Strives to encourage a good balance of candidates by considering the experience of the candidates, the geographical representation of ESC countries, and the gender. There must not be more than one Nucleus member from the same institution. There should not be more than 2 Nucleus members from the same country of work.
- The Nominating Committee may decide not to validate candidates with conflicting roles on the slate for election.
- The Nominating Committee must ensure full transparency of decision-making in these processes. In no case can the Nominating Committee influence or change the results of the voting.

## **Article 6 – Council Elections**

The Nucleus & Nominating Committee of each Council is elected by the Council’s voting members.

**The Chairperson-Elect** is elected for a period of 2 years after which he/she automatically becomes Chairperson for 2 years and then Immediate Past-Chairperson for 2 years. The position of Chairperson-Elect is open only to current or immediate past Nucleus members within the relevant Council, excepting the Immediate Past-Chairperson. Candidates eligible for this role must have spent no more than 6 years on the nucleus they are applying to (consecutive or not.)

The other positions on the Nucleus are elected for a period of 2 years with possible re-election for a further 2 years (4 years in total in the same position). After a 4-year period or part of a 4-year period, a person cannot be re-elected to the same position.

The maximum length of Nucleus mandates is set at twelve years.

Nucleus members may re-enter the Nucleus after a 4 consecutive year absence and then only by election.

The 3 Nominating Committee Members are elected from and by the Council Membership every two years at the same time as the Nucleus Elections. The Nominating Committee term of office starts in September, in line with the Nucleus mandate.

### **Eligibility to vote and to be elected**

In all the Councils’ elections, the following rules must be respected:

1. Limitations of cumulative positions within the ESC: In order to ensure a renewal within the ESC and a good internal functioning, an officer may not hold more than three leadership or chair positions at the same time. Being a Nucleus Member of a Council is counted as one leadership position. A candidate

who already holds three offices may therefore not stand for election or be proposed as a candidate, except if one of his/her terms of office expires before the new functions start.

2. Limitation of representation within ESC Constituent Bodies: for the duration of their mandates, nucleus members cannot simultaneously hold another position as an elected Nucleus / Board Member in an ESC Association, Working Group or another Council, unless if co-opted in a non-voting position
3. Limitations of years of service within a nucleus: Council nucleus members may remain on one same nucleus a maximum of 12 years (consecutive or not).
4. Only Council members whose place of work is an ESC member country can be elected to Nucleus positions.
5. Council members that are considered eligible to vote are those who were members of the same council latest one month before the opening of the electronic vote, whose membership does not expire before the voting commences, and whose country of work is in an ESC Member Country

Candidates to the positions of Chairperson-Elect or any other Nucleus or Nominating Committee role must respect the eligibility criteria defined above.

If the candidate's situation towards above rules changes after voting has taken place, the candidate must inform the Nominating Committee which will decide on further actions, including the possible annulment of the election.

### **Election process**

- Elections are organised every two years by electronic voting which is put in place with the support of the ESC staff.
- The Nominating Committee defines the required competencies for the positions open and a call for candidates is made:
  - To current and immediate past Nucleus members (excepting the Past-Chairpersons) for the position of **Chairperson-Elect**.
  - To the entire Council membership for the **other positions available in the Nucleus and Nominating Committee**.

The call provides clear information on the position, eligibility, selection criteria and deadlines to apply.

- The Nominating Committee checks the eligibility of the candidates and after reviewing all applications, proposes the final list of candidates for each position. Once the pre-selection of candidates is final, ESC staff will inform all candidates on behalf of the Nominating Committee and set-up the online voting system and process.
- Voting is by secret ballot (electronic and fully secured). Each person addressed receives a unique link allowing them to vote once only.
- Quorum: 20% of the persons eligible to vote must vote for the election to be valid.
- The candidates who obtain a simple majority of votes are elected.

- In the event of a tied vote, a second round of voting will take place. In the case of a second tied vote, the Chairperson of the Council will have the casting vote.
- If only one candidate is proposed for any position, a vote will take place in any case. The proposed candidate(s) will be elected by an absolute majority constituting more than half of the votes cast. If he/she is not elected by an absolute majority of votes, his/her candidature will fail, and the Nominating Committee must reconsider the candidature and make a new proposal. A new voting procedure will follow.
- The elected Nucleus & Nominating Committee Members take up their positions at the end of ESC Congress coinciding with the new mandate.

## **ESC Elections**

Only Council members whose place of work is an ESC member country can be voting delegates for ESC Board Elections.

### **Article 7 - Exclusion criteria & process**

Nucleus members may be excluded from their positions in these conditions:

- Failure to submit their annual Declaration of Interest (automatic exclusion)
- Failure to attend three consecutive official meetings of the Council
- Failure to participate actively in the tasks he/she has been assigned

Prior to any exclusion, the Chairperson must give written notice to the person concerned and give them the opportunity to defend their position. Council Chairpersons may ask the exclusion of one of the nucleus members, by sending a request in writing to the entire nucleus. If the request concerns the Chairperson, the same procedure applies, and it should be mandated by the Chairperson-Elect.

The request must be supported by:

- evidence of failing to comply with the above conditions
- evidence of previous warning
- the majority of the other voting nucleus members
- ESC Vice President for Councils or another suitable nominee representing the ESC Management Group

If the request is confirmed, written notice is given to the person concerned and the exclusion from the nucleus is immediate.

Any other Board, Committee or Task Force Member will be excluded from their position if they fail to submit their annual Declaration of Interest.

## Article 8 - Replacements of Board Members & Nominating Committee Members

In the event of death or resignation of any member of the Board or Nominating Committee he or she will be replaced as follows:

- If it concerns the Chairperson, such will be succeeded for the balance of the appropriate two-year mandate by the Chairperson-Elect on an acting basis. The Chairperson-Elect will therefore cumulate the responsibilities of the Chairperson-Elect and Chairperson for the balance of the mandate.
- If it concerns the immediate Past-Chairperson, the Nucleus may, in its own discretion, appoint the previous Past-Chairperson, and if for any reason he/she could not take the responsibility, any previous Nucleus member for the balance of the two-year mandate. This previous Nucleus member will have no voting rights.
- If it concerns the Chairperson-Elect, new elections will be held immediately following the procedures laid down in this document. In the meantime, until the new vote has taken place, the tasks related to the position of Chairperson-Elect within the nucleus may be delegated to one of the other nucleus members.
- If it concerns any other Nucleus member, the Chairperson, in consultation with the Nucleus, may appoint one of the other Nucleus members to assume such responsibilities for the balance of the two-year mandate,
- If it concerns non-voting Board members, the following should apply
  - For Representatives of scientific societies and groups: the President or Chairperson of the scientific society in question should be invited to nominate another representative for the remainder of the mandate.
  - Experts in the relevant field: the Nucleus may appoint any qualified person for the balance of the two-year mandate
  - Editor-in-Chief of the Council journal or related journal, if existing: only applicable in the event of resignation to the role of Editor-in-Chief in which case the new Editor-in-Chief would automatically take on the role of non-voting Board member.
- If it concerns a Nominating Committee member, the Chairperson of the Council may take on this position until the end of the mandate.

## Article 9 – Membership

All ESC Councils are open to individual membership. Individual membership of an ESC Council is open to all healthcare professionals as defined by the ESC Statutes.

All Councils have a direct, individual membership scheme. Members of an ESC Council are automatically part of the ESC community. However, ESC individual members are not automatically members of any Council.

- The Council consists of individual members from any country with an interest in the specific area of expertise covered by the Council.
- Currently no membership fee is required.
- Council membership runs for a one-year term and automatic renewal may be selected by the individual member.

## **Article 10 – Council Annual Activity Report**

Councils must provide an annual Activity Report to the ESC VP for Councils, or another suitable nominee representing the ESC Management Group, and that is accessible via its webpages for all its members and is sent to the entire membership of the Council. The Activity Report should provide information on the year's achievements against annual objectives.

## **Article 11 – Council operating business**

The ESC Council operations are handled by the ESC Councils Team located at the European Heart House. Each Council is assigned a dedicated Council Coordinator who is responsible for the coordination of the operations of the Council.

In order to ensure a smooth running of the activities, Council Chairpersons are responsible to comply with the Council Operational Guidelines and keep a regular contact with their Council Coordinator.

This document is an ESC Board approved document that will be reviewed periodically as deemed necessary by the ESC Board to ensure alignment with the ESC Statutes.

Date of approval:

**Approved by ESC Board (11 December 2019)**

**Revision approved by ESC Management Group (11 February 2022)**

## **Annexes**

- Annex 1 – Councils' Individual Objectives and Structure
- Annex 2 – ESC Councils' Operational Guidelines