

The IODP³ Executive Board (ExB) ensures effective decision-making and oversight of the programme, and consists of representatives from all of the IODP³ Core and Associate Members' funding agencies.

The IODP³ Managing Agency (IMA) manages the IODP³ budget and contracts, and facilitates negotiations between the ExB and candidate programme members.

IODP³ Executive Board IODP³ Managing Agency Terms of Reference



INTERNATIONAL OCEAN DRILLING PROGRAMME

IODP³ Executive Board (ExB) Terms of Reference

1. General Purpose

The IODP³ Executive Board (ExB) will be the IODP³ entity responsible for ensuring effective decision-making and oversight of the programme.

2. Mandate

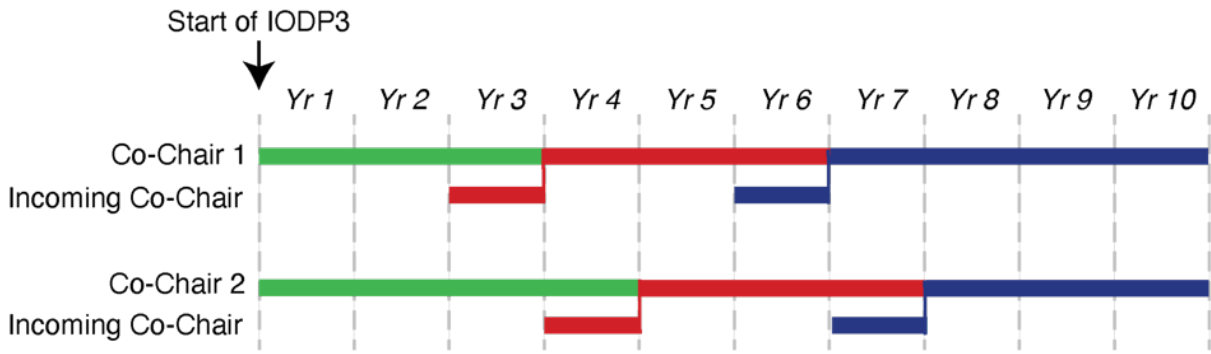
The main tasks of the ExB will be to:

- review and approve the annual general IODP³ budget, including the annual financial and in-kind contributions (IKC) from IODP³ Members and the budgets of individual IODP³ entities.
- approve the Annual Programme Plan presented by the IODP³ operators (ESO and JAMSTEC), following recommendations from the MSP-FB and the approval of ESO and JAMSTEC plans by ECORD Council and the President of JAMSTEC, respectively.
- review and approve applications from potential members to become IODP³ Associate or Temporary Members.
- review and approve any extra cash and in-kind contributions for scheduled offshore expeditions.
- review and approve any potential revision of the IODP³ architecture, including the mandate and responsibilities of its entities, based on the recommendations from the MSP-FB and/or from the Vision Task Force (VTF).
- approve candidatures for IODP³ entities.
- decide on the timing and scope of any external independent reviews of IODP³ entities, activities, and management.

3. Membership

The ExB membership will consist of one representative of the organizations/institutions contributing to IODP³ among the IODP³ Core Members and Associate members, in the limitation of one per country. For the avoidance of any doubt, for ECORD, each ECORD Member will be represented in the ExB. Additional guests who may contribute to the ExB activities may be invited as appropriate without voting rights.

The ExB will have two Co-Chairs (one from an ECORD member and one from Japan). Succession of the ECORD and Japan Co-Chairs will be managed on a staggered basis to ensure continuity of leadership, as shown below:



4. Meetings

The ExB will meet at least twice a year in either hybrid or virtual mode. Additional meetings may be held, when necessary, on the initiative either of the Co-Chairs of the ExB and the Director of the IMA or of two members of the ExB and the Director of the IMA.

The meetings of the ExB shall be called by the Director of IMA and organized by the IODP³-SO. The Co-Chairs of the ExB, Director of the IMA and the IODP³-SO Director/Co-Director will prepare and agree the agenda and non-executive attendance list. The agenda may include items for which non-external guests are invited to attend without voting rights to contribute to discussions to inform the ExB. IMA shall prepare and send the relevant meeting documents at least two weeks before each meeting to all members.

An ExB member can be represented by another ExB member on their demand as a proxy by giving notice to the ExB Co-Chairs at least seven days before the meeting.

ExB meetings will be considered quorate only if the following representatives from IODP³ Core Members and Associate Members are present or represented by their representatives or agreed proxies:

- At least the three major financial contributors among ECORD Members
- One representative from JAMSTEC
- At least 50% of the Associate Members, following the representation rules for Associate Members

5. Decisions

The ExB will reach decisions as follows:

- All ExB members must unanimously agree to the approval of a new IODP³ Member and on modifications to the IODP³ MoU as well as for its termination.
- All other decisions of the ExB should be reached by consensus, and reasonable efforts to achieve consensus via further discussion will be made where necessary. This could include relevant national or consortium entities holding their own discussions to reflect on ExB items in order to work towards reaching a consensus.
- If a consensus cannot be reached, an exceptional meeting of the ExB can be convened after sufficient time for each of the IODP³ Core and Associate Members to agree their positions.

Such exceptional meetings will consist of only one representative from each IODP³ Core and Associate Member. The ECORD representative will be the Chair or the Co-Chair of the ECORD Council if the Chair is not available.

- Resulting ExB final decisions will be made by weighted voting. The number of votes of each IODP³ Core and Associate Member at such exceptional meetings shall be weighted by their total financial contributions to IODP³ from the beginning of IODP³ to the year of the vote, including any ExB-approved in-kind contributions, according to the contributions paid in the frame of the IODP³ MoU.

6. Conflicts of Interest

Conflicts of interest related to agenda items to be discussed at ExB meetings should be declared by members at the earliest opportunity and formally recorded in the meeting summary. The ExB Co-Chairs will then decide what actions, if any, are required to resolve conflicts of interests, e.g., asking members to absent themselves from parts of the meeting where the conflicting activity is being discussed, or to abstain from engaging in discussion in cases of low levels of conflict.

7. Liaisons

The ExB meetings will be attended in person or virtually also by:

- Representatives from IODP³ entities: the MSP-FB Co-Chairs, the SEP Co-Chairs, the MG³ Co-Chairs, the VTF Chair, the Co-Chairs of the Communication Task Force – CTF -, the Chair of the SEA Group and the IODP³-SO Director/Co-Director.
- Representatives from Operators (ESO; JAMSTEC, MarE3), Programme Member Offices (PMOs), and other ECORD and Japanese entities as appropriate.
- Additional guests who may contribute to the ExB activities may be invited as appropriate.

IODP³ Managing Agency (IMA) Terms of Reference

1. General Purpose

IMA will be overseen by the Director of the EMA and managed by the CNRS for the duration of the IODP³ MoU.

2. Mandate

IMA and CNRS, on behalf of IODP³ Core Members and Associate Members, will:

- collect IODP³ annual financial contributions of Members and manage the IODP³ budget as agreed by the ExB.

- negotiate, sign and execute the contracts with IODP³ partners and entities (after approval by ExB).
- sign the Membership form in Attachment 2 of the IODP³ MoU for the acceptance of a new member after approval by ExB
- be in charge of management of IODP³ communication.
- oversee the invitation to hold meetings of the ExB, the MSP-FB and of the two Task Forces (VTF and CTF). The Director of the IMA will attend these meetings, without voting rights.

The IMA Director, in cooperation with JAMSTEC representatives will report at least once a year on the executed budget and will present the budget forecast for the following fiscal year to the ExB for approval.