
CHARTER

PHILOSOPHY OF MEDICINE

TABLE OF CONTENTS

1. ESTABLISHMENT	1
2. VISION, MISSION, MEANS.....	2
3. GOVERNANCE.....	3
4. FUNCTIONING	7
5. FINANCES	9
6. AMENDMENT AND DISSOLUTION	10

1. ESTABLISHMENT

- 1.1. There is a journal by the name of “Philosophy of Medicine” (the Journal) and this is its founding charter (the Charter).
- 1.2. All legal matters related to the Journal shall be decided under the laws of South Africa, which are the laws applicable to this Charter.
- 1.3. The legal nature of the Journal is that of an unincorporated association under South African law, under which any dispute will be decided.
- 1.4. No member of the Governing Board, Editorial Team, nor Subject Editors shall be held liable in any way for any publication or consequence of publication in this Journal.

- 1.5. The Founders of the Journal, Alex Broadbent and Jonathan Fuller, agree to this Charter by mutual consent, and undertake to appoint the first Governing Board, Editorial Team, and Subject Editors, following which the governance procedures outlined in the Charter apply. Unless otherwise stated, date of appointment for purposes of measuring the duration of terms shall be deemed to be 1 August 2020.

2. VISION, MISSION, MEANS

- 2.1. The vision of the Journal is to enable the philosophy of medicine to flourish, for the benefit of philosophy, medicine and society.
- 2.2. The mission of the Journal is to:
 - 2.2.1. publish important original research in all areas relating to the philosophy of medicine;
 - 2.2.2. provide means for discussion and debate of original research;
 - 2.2.3. provide means for discussion and debate of issues of the day that may be relevant to or illuminated by any aspect of the philosophy of medicine;
 - 2.2.4. provide a forum for medical and philosophical professionals to interact and collaborate;
 - 2.2.5. provide a receptive forum for interdisciplinary research;
 - 2.2.6. carry non-research material of general interest to medical, philosophical, and other audiences, such as letters, commentaries, editorials, debates, discussions, podcasts, interviews, etc.;
 - 2.2.7. be and remain free for all intellectual participants, including author, reader, listener, viewer, etc.
- 2.3. The mission as described above is pursued by various means, including:
 - 2.3.1. being and remaining an open-access online journal;
 - 2.3.2. maintaining an appropriate level of expertise within the Journal's structures;
 - 2.3.3. publicising the Journal in appropriate venues;

- 2.3.4. securing necessary funding and institutional support.

3. GOVERNANCE

3.1. Governing Board

3.1.1. **Constitution.** The Governing Board of the Journal consists of approximately eight and no more than twelve academics or professionals from philosophy, medicine, or other relevant fields, including

3.1.1.1. a Chair, selected by the Governing Board from among themselves.

3.1.1.2. With the exception of the Associate Editor: Advisory (see below), members of the Editorial Team and Subject Editors are precluded from membership of the Governing Board (but those who act or have acted as reviewers, authors, or in other similar capacities are not).

3.1.2. **Functions.** The functions of the Governing Board are:

3.1.2.1. to own the Journal, including all intellectual property rights that belong or are transferred to the Journal, as well as any assets, bank accounts, and monies, and to ensure that these are managed and deployed in line with the vision and mission of the Journal;

3.1.2.2. to hold the Editor in Chief and, through that person, the Editorial Team accountable to the vision and mission of the Journal;

3.1.2.3. to advise the Editorial Team as needed on any matters that may arise;

3.1.2.4. to appoint and, where necessary, remove the Editor in Chief.

3.1.3. **Appointment.** Membership of the Governing Board:

3.1.3.1. is by appointment of the Governing Board, provided that the membership of the Board does not exceed the maximum specified in this Charter;

3.1.3.2. May be renewed at the end of the term by the other members of the Governing Board at the discretion of the Governing Board; and

3.1.3.3. Is subject to the provisions for renewal and termination set out in this Charter.

3.1.4. **Procedures**

3.1.4.1. The Governing Board will meet (whether physically or virtually) annually for an Annual General Meeting, at which it will review every aspect of the Journal in relation to its vision and mission, including the Standard Operating Procedures, the finances of the Journal, including the Budget and Annual Report submitted by the Editorial Team, the membership of the Governing Board, Editorial Team and Subject Editors, and any other important matter, and any matter referred to it by the Editorial Team.

3.1.4.2. Meetings are convened by the Chair within a reasonable timeframe on written request by any member of the Governing Board.

3.1.4.3. The quorum of meetings of the Board is 50% + 1 members.

3.1.4.4. The Board makes decisions by means of consensus of those present (whether physically or virtually), failing which, the Chair may call a simple majority vote of those present, the outcome of which is final.

3.1.4.5. Between meetings, the Board may make decisions email, social-media group, or any other suitable electronic or other medium of communication, but only where there is a good reason not to arrange a meeting AND the decision neither requires nor provokes substantial debate.

3.1.4.6. Any reasonable request for a meeting in place of an email or other remote decision process must be actioned by the Chair.

3.1.4.7. Members of the Governing Board must declare any conflict of interest, whether personal, professional, financial or other, that has the potential to distort or otherwise affect their judgement in relation to any of their responsibilities as a member of the Governing Board, and may be requested by the remaining members of the Board to recuse themselves from discussion or

decision of the relevant matter, depending on the nature and severity of the risk.

- 3.1.4.8. Members of the Governing Board shall recuse themselves from any discussion pertaining to themselves, including but not limited to their conduct, appointment, renewal or removal, but shall be afforded fair opportunity to make representations on the matter in question before recusing themselves.
- 3.1.4.9. The Chair is responsible for calling meetings as appropriate, ensuring the Annual Meeting is held, and ensuring that meetings are conducted in an orderly fashion in accordance with the provisions of this Charter.
- 3.1.4.10. Where a vote is appropriate, the Chair votes like any other member of the Governing Board. The Chair has the deciding vote in the event of a tie.
- 3.1.4.11. The Chair's ruling on any point of order is final.

3.2. Editorial Team

3.2.1. **The Editorial Team** consists of:

- 3.2.1.1. the *Editor in Chief*, responsible for
- leading and managing the Journal so that it fulfils its vision and mission,
 - all financial and operational matters within the scope of the Budget agreed annually with the Governing Board, and
 - appointing, renewing and removing other members of the Editorial Team in consultation with the Governing Board;
- 3.2.1.2. the *Deputy Editor in Chief*, who
- assists the Editor in Chief in leading and managing the Journal, and
 - acts as Editor in Chief during periods of unavailability of the Editor in Chief, until or unless the Governing Board appoints a different Acting Editor in Chief or concludes an appointment process for a new Editor in Chief;

- 3.2.1.3. the *Associate Editor: Reviews, Letters and Perspectives*, who manages and solicits reviews, letters, commentaries on current issues, and similar items relating to the field of the Journal;
- 3.2.1.4. the *Associate Editor: The Examination Room*, who manages, solicits and curates inputs that are likely to be of interest to clinicians, health scientists, and the general public;
- 3.2.1.5. the *Associate Editor: Advisory*, a member of the Governing Board who observes and, where necessary, advises the Editorial Team, and acts as a link with the Governing Board.

3.2.2. Appointment

- 3.2.2.1. The Editor in Chief is appointed by decision of a duly constitute meeting of the Governing Board.
- 3.2.2.2. Termination is governed by the procedures set out in this Charter.

3.3. Renewal and Termination of all roles

- 3.3.1.1. The usual term for any office (whether Governing Board member, Editor in Chief or other Editorial Team member, Subject Editor, or any other role) is five years, but may be less than this by mutual agreement between the office-bearer and the Editor in Chief. The term may not be more than five years.
- 3.3.1.2. There is no cap on the number of renewals for any office unless otherwise specified elsewhere in this Charter.
- 3.3.1.3. There is no expectation of renewal, and nor can any expectation be created by any undertaking, action, statement, or in any other way by the Governing Board or Editorial Team, or any of their members.
- 3.3.1.4. Membership and office in any role automatically terminates after five years unless
 - 3.3.1.4.1. Otherwise agreed with the relevant appointing body at any time prior to or during the appointment, or

- 3.3.1.4.2. Terminated according to the procedure set out in this Charter.
- 3.3.1.5. Members of the Governing Board may be removed by a decision of a duly constituted meeting of the Governing Board.
- 3.3.1.6. The Editor in Chief may be renewed or terminated by a decision of a duly constituted meeting of the Governing Board.
- 3.3.1.7. Members of the Editorial Team (with the exception of the Editor in Chief) may be removed by the Editor in Chief at his or her sole discretion.
- 3.3.1.8. In any instance of removal,
 - 3.3.1.8.1. the member whose removal is being considered must be afforded the opportunity to make representations and answer any case against him or her, but must recuse him/herself from the actual decision,
 - 3.3.1.8.2. reasons for the decision are not restricted but must be fair and reasonable,
 - 3.3.1.8.3. reasons must be provided in writing to the person removed and are not confidential, but may or may not be made public by either the removing or removed party.

4. FUNCTIONING

- 4.1. *The Editorial Team*, under the direction of the Editor in Chief,
 - 4.1.1. ensures the publication of the Journal to an agreed schedule,
 - 4.1.2. annually prepares and submits, through the Editor in Chief, an Annual Report to the Governing Board,
 - 4.1.3. annually prepares and submits a Budget and an Operating Plan (including a financial plan) to the Governing Board.

4.2. Editorial freedom and accountability

- 4.2.1. The Editorial Team including the Editor in Chief are accountable to the Governing Board and may be removed at the sole discretion of the Governing Board

as per the process specified in this Charter, for any reason deemed fair and appropriate by the Governing Board, notwithstanding the provisions of editorial freedom indicated in this Charter. In sum, the Governing Board can remove the Editor in Chief, but not control him or her while in the role.

4.2.2. The Editor in Chief is finally responsible for the content of the Journal. All content published in the Journal is subject to the final approval of the Editor in Chief, who may at his or her sole discretion publish or prevent from being published any material whatsoever, regardless of the opinion or direction or instruction of any other Editor, of the Governing Board, or of any other person or organisation whether internal or external to the journal, and regardless of any provision of the Standard Operating Procedures.

4.2.3. In exercising his or her responsibility for the content of the Journal, the Editor in Chief has strong editorial freedom to publish or withhold from publication any and all material he or she deems appropriate according to the dictates of his or her conscience. This freedom includes final and sole discretion in relation to all decisions delegated to the Editorial Team by the Governing Board, including and especially the right to determine the contents of the Journal and all its issues, regardless of the opinions of the Governing Board, Editorial Team, or any of their members, or any of the Subject Editors, and regardless of any legal advice, threats of legal action, or putative order by any institution including any host, sponsor, government, or Court of Law without jurisdiction over the Journal, or any other form of influence expressed or implied, whether originating from or directed against the Journal, any parts or members of the Journal, or any other person. The purpose of this freedom is to establish the intellectual freedom of the journal, through establishing the right of the Editor in Chief to act on the dictates of his or her conscience, without hindrance.

4.3. Subject Editors

- 4.3.1. The Editor in Chief appoints subject editors covering the full range of topics within the scope of the Journal.
- 4.3.2. The Subject Editors arrange peer reviewing and make recommendations on publication according to the procedures set out in the Standard Operating Procedures.
- 4.3.3. Subject Editors are appointed for a period of five years, which may be renewed any number of times at the sole discretion of the Editor in Chief, with no expectation of renewal.
- 4.3.4. Subject Editors may be removed by the Editor in Chief at any time at his/her sole discretion.
- 4.3.5. The Subject Editor role in all decision-making is purely advisory.
- 4.3.6. Subject Editors do not form a collective entity of any kind and do not have collective rights or a collective voice in the management or public communications of the journal.
- 4.3.7. Where Subject Editors wish to voice disagreement or concern in relation to the Editorial Team, they must do so in confidence through the Governing Board.

4.4. *Standard Operating Procedures*

- 4.4.1. A set of Standard Operating Procedures governing the day-to-day functioning of the Journal is established by the Editorial Team. The Standard Operating Procedures may be changed from time to time by the Editorial Team, and are reviewed annually by the Governing Board.

5. FINANCES

- 5.1. A Budget for the activities of the Journal is compiled annually by the Editor in Chief in consultation with the Editorial Team and submitted to the Governing Board.
- 5.2. Funding sources must be clearly and openly declared to the Editorial Team, the Governing Board, and the general readership of the Journal.

- 5.3. The funds available to the Journal are controlled by the Governing Board. The Editor in Chief deploys funds in terms of the approved Budget and maintains necessary financial records for the Governing Board to be able to scrutinize the financial activities of the Journal.
- 5.4. A financial annual report is submitted annually to the Governing Board.
- 5.5. The Journal shall forever be free for authors (no “page fees” and readers (“Open Access”).
- 5.6. The Journal may make a profit if its legal nature allows, and the profits may be paid out or invested in accordance with that legal nature, provided that doing so is the optimal way to promote the mission and vision of the Journal.

6. AMENDMENT AND DISSOLUTION

- 6.1. This Charter may be amended by a duly constituted meeting of the Governing Board.
- 6.2. A duly constituted meeting of the Governing Board may dissolve the Journal.