

External review of aspects of IUCN's governance

Report

10 July 2019

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Executive Summary

This report outlines and prioritizes the key gaps between governance practices at IUCN and best practice, using the Four Pillars of Good Governance methodology (supported by Four Areas of Failures), on the basis of the principles held at IUCN such as leadership, delegation, stewardship, integrity, transparency and inclusiveness. It is focused on finding solutions to these gaps. IUCN's governance is defined as the combination of processes and structures which are overseen by the IUCN Council with regard to how decisions are made in the organization. The Four Pillars of Good Governance framework is a widely-used model to analyse the governance fabric of an organization in a systematic and comprehensive manner and to diagnose potential areas of vulnerability, by assessing four areas: (1) the quality, focus and dedication of an organization's people; (2) its information architecture; (3) effectiveness of its structures and processes; and (4) group dynamics and the degree to which these enable productive discussions. It is complemented by four areas of failures described later. SGA assesses IUCN's governance risk to be critical; in other words the organization's governance weaknesses significantly raise the possibility of a critical failure occurring, with dire consequences to the organization's mission. However, the organization also has important assets which strengthen its governance capability, namely a high degree of commitment and energy that Councillors and staff, as well as Members, bring toward fulfilling IUCN's mission.

In order to address the above issues, we recommend taking the following actions to address gaps in and strengthen the four pillars of IUCN governance, as detailed below. In each case, the suggested timeframe for action is also indicated, i.e. short-term (within one year), medium-term (2 to 3 years) or in the long-term (3 to 4 years).

I. **People**

While Council's size and diversity are satisfactory overall, our recommendations are mostly related to the clarity of performance standards of Council members and more structured evaluation. We also focus on potential improvements to Standing Committee's size and composition.

Short-term

We propose a series of recommendations around job description, clarity of expectations, standards of preparation and of evaluation for council members.

Medium-term

- In order to improve the independence and efficiency of the decisions taken by the Council's Standing Committees, we recommend reducing their size. For the Finance and Audit Committee, we recommend considering the inclusion of independent subject matter experts (ideally with voting rights). This should be supported by the Council's nomination and evaluation process.
- **A minimum 2-year "cooling-off period"** for Secretariat members to join Council (and vice versa) will help ensure distinct boundaries and mitigate against the risk of conflict of interest.

II. **Information Architecture**

The information design is currently comprehensive with a high degree of internal focus. Increasing the focus of the Council papers, would contribute to more strategic discussions during meetings. Ensuring Council members also supplement papers with their own external information sources, would further enhance discussion quality. Also, the agenda seems to be circulated relatively late, preventing effective consultation beforehand.

Short-term

- Councillors need to complete the information provided by the Secretariat with information to which they have access personally to match best practices of **information gathering**.
- **Council meeting agenda** should be focused on more strategic issues for the organization, and circulated before the meeting; with amendments made and a final version sent along with the papers 2 weeks ahead of time, to allow an opportunity for more meaningful consultation and suggested additions or amendments by Councillors.

Medium-term

- **Council papers** should complement internal information with greater attention to relevant external developments, to better inform strategic thinking and ability to assess strategic risk.
- **Better communication** between the HQ to IUCN regions would help improve coordination of efforts, to allow for alignment on projects working toward common goals and thus greater impact.
- **Council members** need to work with the Secretariat to co-design the Council portal and papers, to better allow them to fulfil their role of strategic support and oversight.

III. Structures and processes

The quality of Council decision-making depends on structured access to the right individuals who have the required and relevant competence, as well as effective processes. The effectiveness of Council decision-making could be strengthened by enhanced processes in a few key areas, as described below.

Medium-term

- **Risk process at Bureau and Council level:** we recommend further bolstering the council's ownership of the risk process, to ensure highly professional oversight. The bureau could potentially take a more proactive role in defining risk appetite and expressing a view of risks that is complementary and differentiated from the secretariat and feeds into the council
- **The Onboarding process for** Councillors should be more structured and amplified to facilitate rapid integration of new council members and continuity across councils. Mentoring by experienced (second-term) councillors could help build continuity.
- A more detailed and structured **Bureau calendar** of all critical processes which require greater sophistication (i.e. strategy, budget, risk, DG oversight) will help systematize regular council attention to these.
- There is a Council perception that IUCN has been having a high level of impact in achieving its mission. Building on the efforts which are already being undertaken by the Secretariat, we would recommend further **professionalizing and systematizing monitoring and evaluation** of IUCN operations., in order to credibly and systematically report and demonstrate impact, according to key indicators, at the Council level.

IV. Culture, dynamics and discussion styles

There seems to be a certain degree of fragmentation at the Council, as indicated by the differing views among Council members with regard to IUCN's purpose and the nature of its responsibilities to its Members. This fragmentation makes strategic alignment difficult and results in potential lack of ability to effectively create and implement strategy. To counteract these, SGA recommends that Council take the following actions.

Short-term

- **Strategic alignment & ownership:** A facilitated discussion and decision process in the first instance would allow for an open, transparent exchange on strategy, respective roles and responsibilities, respect for authority and mutual support, accountability and consequences for inaction or inappropriate action.

Medium- to longer-term

- **Further clarify decision-making responsibilities,** clearly demarcating what responsibilities are within council's sphere and which decisions are within management's realm will help to improve accountability and re-establish trust.
- **Improving Council meeting effectiveness:** Since Bureau and Standing Committee meetings are scheduled immediately before Council meetings, there is insufficient time for meaningful consultation of- and reaction to- committee reports by the rest of Council, leading to a lapse in oversight. Also, there is a considerable level of absenteeism and lack of engagement that can be observed during Council meetings Consider increasing the **frequency of bureau and committee meetings** to four to six times per year (with additional meetings via call or electronic methods/ web conference);

- **Meeting chairing:** chairing of meetings should set clear boundaries for professional councillor conduct. We would recommend temporarily that along with the president, either each of the four vice-presidents co-chair one half-day of council meeting respectively or another facilitation system be chosen.

There is a deeper root cause driving more systemic dysfunction at the Union governance level, and threatening its financial sustainability, as demonstrated by lack of agreement and clarity by the different Union constituents on the overall mission and strategy, and the role of members and donors in this.

- **Rethinking IUCN's membership model:** Much of the current fragmentation and tension in the current governance system at IUCN is due to the a fundamental disagreement regarding the nature of IUCN's membership model. We propose consideration of different potential **models for membership representation** at the Council level, based on a deep analysis of members' contributions and how these are aligned with the Union's key priorities. The analysis should have as its objective establishing the direction IUCN should take now and in the future, based on a considered assessment of both developments in the external environment as well as internal resources and capabilities; this area is critical.
- In order to proactively support a positive organizational culture, to build transparent communications and to ensure alignment of communications between the Councillors and members of IUCN management, the Councillors can become more actively involved in supporting the DG to positively influence the **organizational culture**. This could include regularly receiving measures of employee engagement, as well as talent development and retention strategies, for example.

The above gaps are the result of governance weaknesses, which could be addressed by action taken over the medium- and longer-term (as described above). In addition, we have analyzed the four Areas of Failures of boards as described in the methodology. There are some critical areas toward which SGA recommends IUCN takes action as a priority, some of which would require changing the statutes.

Key risks:

1. **Strategy:** lack of strategic alignment within and across bodies lead to a failure to make a focused choice regarding the direction IUCN should take now and in the future, based on a considered assessment of both developments in the external environment as well as internal resources and capabilities; this area is critical.
2. **Relationship between governance bodies of the Union**, notably between Council and Management, but also between other bodies; this area is critical as the bodies are not in a productive, genuine and aligned relationship with a strong professional basis and clarity of roles.
3. **Risk of outright fraud**, or other misbehaviour with potential reputational impact resulting from ethical misconduct or conflict of interest; and, risk of mishandled decision making linked to misunderstood or mishandled conflict of interest. This area is critical.

1. Introduction

The IUCN has undertaken extensive efforts to improve its governance in recent years, as evidenced by its regular external governance review process, and its resulting actions to improve its governance practices and processes, resulting in a significant evolution of its decision-making bodies and processes. This includes the range of governance reforms introduced in response to the 2015 governance review recommendations, at the 88th Council meeting (Council document c(88/9/2).

In June 2018, IUCN commissioned Stewardship & Governance Associates (SGA) to conduct an external governance review, in conformity with its commitment to regular external review of governance at least once every four years (IUCN, 2016). The objective of this participatory review was to contribute to the continued improvements in the effectiveness of IUCN's governance structures, processes and functions including Council's responsibility and role, provide recommendations to ensure alignment of IUCN governance structures and practices with global best practice.

As per the terms of reference, SGA is delivering an in-depth report including the analysis our survey findings, poll results and background research, additional recommendations for reform / enhanced practices on corporate governance. The recommendations we make are categorized into measures to take in the short term (reforms that can be implemented before 2020 period) to address critical issues, medium term (that require adoption by the next World Conservation Congress in 2020), as well as long-term (additional considerations of further work to move towards best practice). We have had several meetings or calls with members of the GCC, including the Chair, as well as the Director General, to present key findings and to receive feedback.

2. The Governance Framework

Governance is the way in which decisions are taken at the top of organizations – whether corporations, governments or others. With ever-increasing societal expectations of high standards of governance, organizations need to become more sophisticated in their governance capabilities. Quality governance requires a balance between the governance bodies of the IUCN: the Council, the Director General and the Secretariat leadership team (IUCN management), as well as the rest of the IUCN Secretariat, the Commissions, the Congress, and its Membership. As defined by the Terms of Reference, for the purpose of this review, "IUCN governance is defined as the combination of processes and structures as overseen by the IUCN's Council and implemented by the IUCN Council and its Bureau, Members, Secretariat and Commission to inform, direct, manage, and monitor the organization's activities toward the achievement of its objectives."

While governance practices need to be adapted to the specificities of each individual organization, and can take different forms depending on the context and identity of the organization, our view is that organizational governance shares universal principles: the Four Pillars of Governance Effectiveness. This report assesses the strengths and weaknesses of IUCN's governance, by analyzing the capability of the system to make decisions that are strategic and provide effective oversight. The Four Pillars framework integrates the principles of good governance at IUCN as defined by the Terms of Reference: leadership, organizational performance and accountability; delegation; stewardship, controlling and risk management; integrity; transparency, access to information and public participation; and inclusiveness, diversity and renewal.

The Four Pillars of Governance Effectiveness¹ that underpin organizational governance health are the following:

- I. People quality, focus and dedication:** The quality of the people involved includes the combination of their competence, personal abilities and attributes, leadership and integrity and is typically mapped through a skill map. Also, there needs to be a good fit between the skillset of each member and the corresponding body's requirements. Diversity in terms of industry, professional background, gender, age, national origin, personality and opinion improves the quality of board decisions – but must be well managed for productive discussion. Just as important as quality are focus and dedication, i.e. what individuals are paying attention to and spending their energy on, as well as the level of energy dedicated to the organization,
- II. Information architecture:** Quality of information is critical to the calibre of debates and of the decisions taken. The information provided to members cannot be limited to formal, internal information provided by the directorate. Formal internal information is ideally balanced with external information through a variety of means, as well as informal processes of information; these must be well-structured when overlapping with the information provided by the organization.
- III. Structures and processes:** Good decision-making depends on the professional organization of what are considered to be key processes, such as strategy, nomination/succession, risk, education and audit, as well as a clearly defined remit and responsibility for each of the different organizational bodies of governance (including committees, commissions and working groups, but also regional committees, national committees and regional fora).
- IV. Group dynamics:** A high-functioning governance culture depends on healthy discussion styles and the process of decision-making. In this regard, it is important to consider the congeniality of

¹ Cossin, D. (2014) *Four Pillars of Board Effectiveness*, Lausanne: IMD Global Board Center.

discussions as well as the degree of openness to a process of constructive dissent within each body and across bodies.



Figure 1: The Four Pillars of Governance Excellence

Several bodies are important actors in IUCN's governance: the Council, the Bureau, the Standing Committees, the Commissions, the Secretariat and the Congress (refer to Annex 2). As a body with strategic and oversight responsibilities, the IUCN Council has an important role to play in the Union's governance.. Other governance bodies – including the Council Committees and commissions, as well as Members and Donors are also important actors.

Good governance in IUCN entails the application of the following principles: leadership, organizational performance and accountability, delegation, stewardship, controlling and risk management, Integrity, Transparency, access to information and public participation, inclusiveness, diversity and renewal. These principles are also integrated into the Four Pillars methodology, across all four pillars.

While the Four Pillars are the drivers of governance health, there are Four Areas of Governance Failures that relate where governance failures typically lead to critical failures within an organization² (*refer to Annex 3*).

The Four Areas of Governance Failures, which potentially threaten an organization's ability to fulfil its mission, are:

- (1) **Technical risks:** Failure to identify, assess and manage critical risks to an organization inclusive of financial and non-financial risks as well as reputational risk,
- (2) **Strategy:** Selection of non-adapted strategy and lack of agility around strategy³.
- (3) **Relationship across governance bodies** and typically between executives and non-executives, possibly characterized by poor interpersonal dynamics and weak processes around nominations, succession and performance review; and,
- (4) **Integrity:** inclusive of lack of processes and culture failure around fraud, conflict of interest, and other major forms of potential misconduct.⁴

² Cossin, D. 2014. Board at Risk. Lausanne: IMD Global Board Center

³ Cossin, D & Metayer, E. 2014. How Strategic Is Your Board?, *MIT Sloan Management Review*. Fall 2014.

⁴ Cossin, D. and Lu, A.H. 2017. The four tiers of conflict of interest faced by board directors. Lausanne: IMD Global Board Center.

The Four Pillars of Governance Excellence combined with the Four Areas of Governance Failures are the methodological basis for this governance review. The decisions the IUCN takes now are of critical importance. A fundamental question to build into consideration of its governance bodies and structures is: what kind of organization will the IUCN be in 10 years' time? Our work is intended to help the IUCN to prepare for the governance required over the next decade, in a world characterized by increasing complexity and disruption on a number of levels, including technological, geopolitical, social, and economic.

This report assesses the strengths and weaknesses of IUCN's governance, in an attempt to highlight the areas it can leverage but also the gaps it needs to address.

Central to its analysis are two guiding objectives:

1. To review the effectiveness of the governance roles and relationships between constituent parts of the Union (Council, Bureau, Secretariat, Commissions, Members and National and Regional Committees) and the principles needed to improve governance.
2. To assess progress and review the effectiveness of the implementation of the Council's Management Response to the External Review of Aspects of IUCN's Governance (2015), in particular items of the "Enhanced practices and reforms of IUCN's governance."

It is certain that the IUCN has many strengths upon which it can build, including the dedication of its many stakeholders to their view of the organization's mission, as well as diversity on a number of levels. Nevertheless, our report focusses on identifying the key gaps, in the spirit of building up the awareness needed to shore up areas of vulnerability and therefore further build the Union's resilience. This includes whether IUCN can professionally assess major strategic choices, whether it has the necessary expertise to mitigate risk, to what degree there is clarity around the roles of different governance bodies and notably the Council, as well as the strength the of the relationship between Council and Management.

3. The Review Process

The SGA governance review process of the IUCN took place from August 2018 to February 2019, and is divided into three phases: (1) exploration, (2) testing of our hypotheses (diagnosis), and (3) recommendations (validation) (*refer to **Figure 2***).

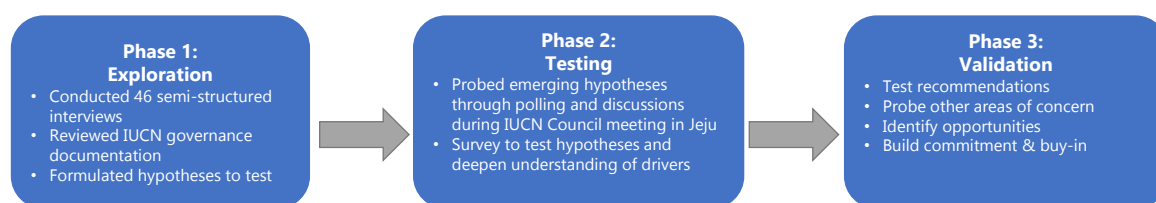


Figure 2: Three stages of the review process

3.1 Exploration and Assessment

The first phase of the review process involved assessing the current state of governance practices at the IUCN, during the months of August to December 2018. It focused on gathering relevant data/information through engagement with IUCN councillors, members of the Secretariat and selected members. Central to this phase was the process of conducting a set of semi-structured interviews with 28 council members, 15 IUCN secretariat staff members and 4 members (*refer to **Annex 4** for a full list of the interviews conducted*). Interviews were conducted either via Skype, phone or in person (where possible). These interviews were conducted systematically and confidentially, using an interview protocol which was adapted for each respondent. The interview protocol was structured around the above methodology and questions were designed to probe key hypotheses. In most cases, questions were sent to participants prior to the interviews, in an attempt to create a more relaxed atmosphere and foster a meaningful discussion. Interviewees were thus engaged in an informal but in-depth dialogue with the main purpose being to gather information about IUCN's governance structures

and practices, and its underlying principles. The majority of interviews lasted between 45 minutes and 1 hour. To respect confidentiality and anonymity of interview responses, results are reported in aggregate, and direct quotes are not attributed to any individual. Analysing these interview responses, SGA identified emerging hypotheses.

We also reviewed available IUCN documents pertaining to governance. An examination of these documents enabled us to contextualize data gathered through interviews as well as enrich our understanding and knowledge of the evolution of governance practice at the IUCN. This phase provided us with insights into the governance conditions of the IUCN council, and some ideas of the challenges facing the organization.

3.2 Testing & Diagnosis

In order to probe emerging issues, and to better understand the (based on those identified through an analysis of the themes identified during the interviews), drivers identified, explored and hypotheses developed. Using the data collected up to that point, SGA prepared a preliminary assessment, which was delivered at the council meeting at Jeju in October. Some initial hypotheses were tested during this meeting, through an in-meeting poll to probe key areas of risk identified. This allowed SGA to investigate further key areas identified and test hypotheses formulated., which served as the basis for the formulation of the questions for the survey, which was conducted over the course of December 2018 and January 2019.

The level of response to the survey was satisfactory. We received 36 responses out of 37 surveys sent to council members. It should be noted that in order to obtain survey responses from council members, SGA sent numerous reminders through a variety of channels (email, phone, and text message). For the IUCN secretariat staff, 38 over 40 replied to the survey; two did not invoking their lack of knowledge of IUCN governance. 22 members and 3 donors responded to the survey. None of the four former staff or council members responded. (*Refer to **Annex 5** for the full list of survey respondents.*)

3.3 Validation

During the third stage, our analysis was further probed, to validate our findings and test the viability of our recommendations. The extensive number of interviews, as well as the richness of the discussions, combined with the extensive comments made by participants during the survey process were helpful indicators in establishing credibility and reliability of our findings. Our report focuses on identifying gaps which need to be addressed to strengthen the IUCN's governance, as well as on opportunities to reinforce the constant improvement of its governance. This builds on previous reports from external reviews of IUCN's governance. The extent to which these recommendations can help to improve governance effectiveness at IUCN will be determined by the commitment and buy-in by the organisation to implementing these.

4 Overview of IUCN Governance

As specified in IUCN's statutes, the World Conservation Congress is the highest organ of the IUCN. Member states and NGOs participate in the Congress, which meets every four years in order to elect Council members, as well as approve the quadrennial plan and the financial plan, appoint the auditor, and approve any proposed statutory amendments.

The Council is the Union's main governance body, taking decisions on behalf of the Congress. According to the IUCN statutes (Art. 37), "Subject to the authority, direction and policy of the World Congress: (a) the Council shall have responsibility for the oversight and general control of all the affairs of IUCN;". The roles of the Council are to: "(i) set strategic direction and policy guidance for the work of the Union; (ii) provide oversight and guidance on the performance of the components of the Union as a whole and of the Director General in particular, encouraging coherence among its component parts; (iii) fulfil its fiduciary responsibilities to the Members of the Union and render account to them on the achievement of the Union's objectives; and (iv) support the Director General in communicating IUCN objectives and policy, and IUCN Programme to the world community."

At each Congress, up to 38 Council members are elected, as are the Council President, Treasurer, Regional Councillors and Commission Chairs. Statutorily, the Council is required to meet once per year; however, it typically meets twice in any given year. The Council may appoint committees and working groups. These include the Programme and Policy Committee, the Finance and Audit Committee and the Governance and Constituency Committee, but are not limited to these. Committee and working group chairs are elected for the first half of the term of Council; they may be re-elected at the mid-term.

In between meetings, the Bureau makes decisions on behalf and under the authority of the Council (IUCN Statutes, Art. 49). It is composed of the President (Bureau Chair), two Vice Presidents, the Treasurer, one Commission Chair, two Regional Councillors, and the Chairs of the Programme and Policy Committee, the Finance and Audit Committee and the Governance and Constituency Committee.

In addition, there are National and Regional Committees. Every IUCN Member has the right to join the respective National Committee of its State and participate in the election of only one Regional Committee. If an IUCN Member belongs to a State with territory located in more than one IUCN Region, it may participate in the Regional Committee in the IUCN Region to which the State belongs or to the Region, where it is geographically located (IUCN Statutes, Art. 70). Each National and Regional committee may have their own separate legal personality distinct from that of IUCN in form acceptable to the Council. (IUCN Statutes, Art. 71, a). They participate in the Regional Fora of members.

Another important governance body are IUCN's Commissions, "networks of expert volunteers entrusted to develop and advance the institutional knowledge and experience and objectives of IUCN." (IUCN Statutes, Art. 73). The Council may propose to the World Congress the creation, abolition, or subdivision of a Commission, or amendment of a Commission's mandate. Their main functions are to "(a) analyse issues and prepare assessments, reports, action plans, criteria and methodology and undertake research and other scientific and technical work; (b) to undertake tasks assigned to them within the integrated programme of IUCN; (c) to provide advice on any matter within their fields of competence; (d) to broaden knowledge and competence on matters relating to their mandates; (e) to work with Members and the Secretariat to develop activities within the various Regions, and to support Members and components of IUCN with necessary expertise," (IUCN Statutes, Art. 75).

The Secretariat is composed of IUCN's staff, and is headed by the Director General (IUCN Statutes, Art. 78). The Council appoints the DG (IUCN Statutes, Art. 79).

As a body with strategic and oversight responsibilities, the IUCN Council has an important role to play in the Union's governance. It is also mandated to provide oversight and support to the DG, and to safeguard Members' interest – as well as the Union as a whole and to encourage "coherence among its component parts." The governance bodies and their inter-relationships are represented in the **Figure 3** below.

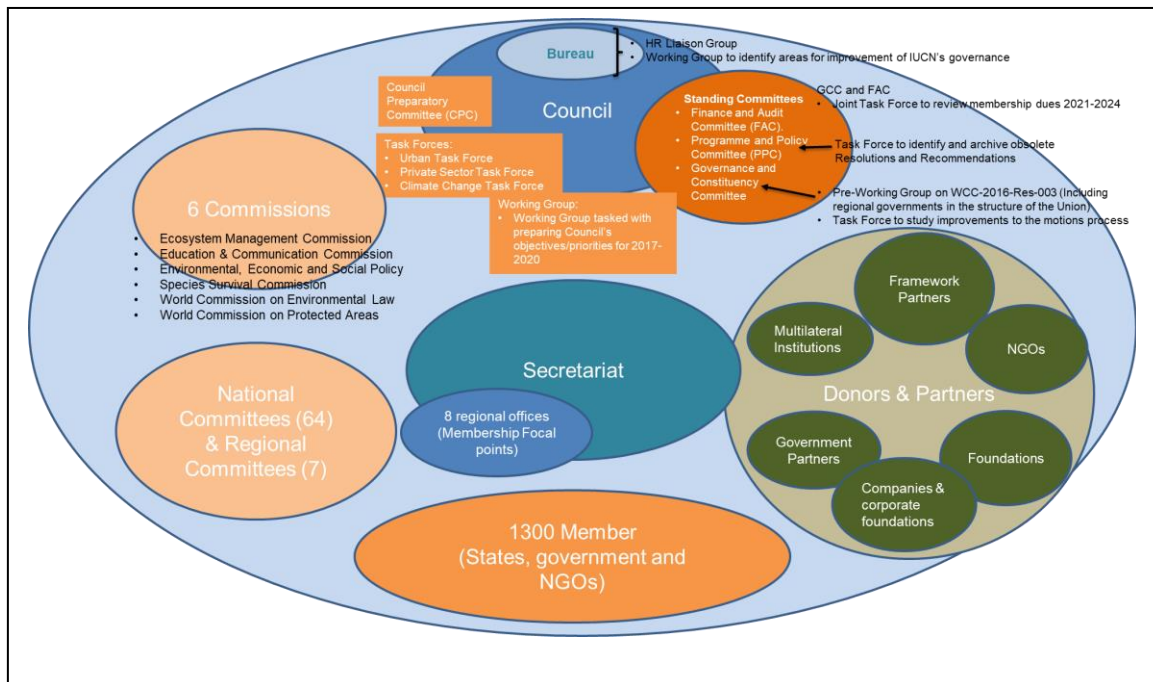


Figure 3: Bodies of IUCN's governance system

5. Findings

After analysing the data (*refer to a detailed analysis in **Annex 8***), our findings are listed in this section, structured in three parts: first, around the benchmarking exercise conducted; second, along the Four Pillars of Governance Effectiveness; and third, then around the areas of governance failure and how to mitigate IUCN's risk. The benchmarking exercise was carried out along the lines of the four pillars of governance effectiveness, which form the methodological framework of this review (*refer to **Annex 9** for details on the benchmarking methodology*). The benchmark offers many insights into current and evolving ways of designing governance practices, as well as structures and processes. Through our examination of different organizations – environmental NGOs and international organizations as well as other organizations—some interesting and innovative practices emerged across what we consider sensitive areas for IUCN, which we highlight below.

Benchmarking

Since there is no established universal definition of “best practices,” each organization has to define aspirational ones depending on its own mission, purpose and context. Some organizations have structures and processes in place that enable them to maximize their efficacy in certain key areas of governance. For this reason, it was fundamental for this review to identify the relevant dimensions of governance for the IUCN's structures and processes in order to construct the benchmarking criteria. The SGA team carried out a qualitative benchmarking exercise of different types of organizations. First, a few international organizations were selected, in recognition of IUCN's unique nature, operations and organization. It is important to note that some benchmarking is based on publicly available information, and some not, as we also had recourse to SGA's knowledge base. Accordingly, there is considerable asymmetry in the information.

The international organizations subject to benchmarking for the purpose of this review were selected because they individually or collectively had a large geographic reach with national subsidiaries or national organizations with whom they need to coordinate and/or have taken recent steps to substantially modernize their governance standards. One other environmental organization was selected for benchmarking because it has a similar environmental conservation mission, is not-for-profit and demonstrates innovation in key governance areas.

Based on the criteria and methodology described above, the following organizations were selected:

- GAVI
- The Global Fund
- WWF
- Gates Foundation
- IFRC (International Federation of the Red Cross and Red Crescent)
- ICRC (International Committee of the Red Cross and Red Crescent)
- ITU (International Telecommunications Union)

These organizations were benchmarked using sub-criteria of each of the four Pillars (though relatively few from Pillar 4: Group Dynamics / Decision-making, since it is difficult to assess consistently across organizations from an external standpoint), as follows:

- i. People: number of people, meetings per year, whether proxies are allowed, virtual vs face-to-face meetings, composition (representation), and term limits.
- ii. Structures and processes: Committee structure (including whether there is an Executive Committee / Bureau), how explicit and complete the processes are dealt with: Strategy, Nominations and Risk are dealt with, Ethics, conflicts of interest, agenda-setting, transparency of minutes, voting.
- iii. Information architecture: structure of board papers / portal, time in advance of meetings that papers are sent, degree of external information included, strategic level of information provided to members.
- iv. Decision-making / group dynamics: clarity of delineation of roles & responsibilities between management and board/ Council, degree to which sub-committees report back to full board / Council for decision-making, meeting discipline / chairing.

While our analysis was conducted along the four pillars, we feel that benchmarked organisations can offer the most insight in three critical structures and process, described below.

A. Board composition - representation and independence

Of the organisations benchmarked, independence of board members was important; in several of the organisations, a certain proportion of board seats were reserved for independent subject matter experts. In addition to its 18 “representative” seats, Gavi has 9 seats reserved for independent or “unaffiliated” individuals. As such one-third of its members are unaffiliated individuals who are appointed in their personal capacity on the basis of their skills and networks. ICRC’s assembly is predominantly composed of independent members. Independence is typically defined as having no material interests in an organization, to ensure members are not influenced by interests in the organization. In other words, their decisions as council members have no material impact on them individually.

B. Conflict of interest

In addressing how to prevent, manage and address conflicts of interest, all organizations benchmarked seek to prevent individuals from being in situations that could compromise their objectivity, professional judgement, professional integrity and/or ability to carry out their responsibilities. Their policies vary in the degree of detail and stringency, as well as the requirement for disclosure. To ensure compliance with its conflicts of interest policy, the Gates Foundation requires employees to complete a *Conflict of Interest Questionnaire* in specified situations. It also includes detailed scenarios in its guidelines, to help employees better understand the application of the policy. WWF has a comprehensive ethics and compliance framework, including a detailed description of what constitutes a conflict of interest and an annual disclosure process.

C. Risk management

In managing risk, all organizations benchmarked include, to greater or lesser degrees, a risk management framework aimed at identifying, assessing and mitigating risk. For example, at the Gates Foundation, the Enterprise Risk Management (ERM) and Assurance functions conduct ongoing review and analysis of potential exposures critical to the organization, and ensure mitigation strategies are in place. Common practice across many organizations is the development of a risk register validated at board level.

D. Internal controls

The ethics body of our benchmark organizations is empowered to varying degrees to proactively investigate ethics breaches. The independence of internal audit is a norm respected by the organizations benchmarked. At ICRC, the head of internal audit reports to the chair of the audit committee (an independent experienced member in the field), who is responsible for coaching, supervising and supporting the former on the effectiveness of the internal audit function. The audit covers non-financial matters as much as financial ones. Similarly, the norm is that oversight is provided by the Audit Committee at board level. Organizations commit to varying degrees of disclosure for internal audit. The Gates Foundation reports the results of audit across the organization, whereas the IFRC publicly discloses internal audit reports and uploads them to its public website quarterly. In cases of suspected breaches, a number of organisations benchmarked have whistleblowing policies and independent hotlines. GAVI has a Hotline whereby incidents are reported to Audit and Investigations (“A&I”), an independent function designed to assist the management and stakeholders of Gavi, the Vaccine Alliance (“Gavi”), in accomplishing its objectives.

E. Representation and membership models

The International Telecommunications Union provides an example of a membership-based governance model, which integrates stakeholders from a multitude of sectors and regions. While the ITU is intergovernmental in nature, it has been characterized by public-private partnerships since it was founded, and has always considered the input of private sector organizations to be essential to maintaining its relevance. ITU’s membership includes 193 Member States and around 800 public and private sector companies, and academic institutions as well as international and regional telecommunication entities. Non-state members can apply to be sector Members and/or Associates, and they work to produce international standards under ITU-T’s supervision). Membership dues differ according to member type, as well as geography. Sector Members have the right to participate in all activities in ITU, including chairing groups, taking part in consensus-based decisions, and contributing to all meetings. Associates (who pay a lower membership fee) may participate in one Study Group from one sector, and are not entitled to participate in the decision-making process. As such, the ITU provides a model allowing for non-state members to contribute to developing global standards and best practices, to engage in global and regional debates, to launch innovative public-private partnerships, as well as to network with ICT regulators, policy-makers and experts from industry and academia.

The ITU's Plenipotentiary Conference meets every four years to elect the leadership team, composed of the Secretary-General, the Deputy Secretary-General, the Directors of the Bureaux of the three Sectors (Radiocommunication Bureau (BR), Telecommunication Standardization Bureau (TSB), and Telecommunication Development Bureau (BDT)), as well as the members of the Radio Regulations Board (RRB). In between the Plenipotentiary Conferences, ITU's Council makes decisions on behalf of the organization. The Council is made up of Member states (5 regions, each with an amount of seats proportionate to population). Each Member has one vote. The 48 Council seats are allocated per region, on the basis of the total number of ITU Member States from each of the five regions. While only State members have voting rights on the ITU's Council, non-state Members are involved in drafting standards in the working groups. The Conference elects five top officials: the Secretary-General and Deputy Secretary-General, and the Directors of the Bureaux of the three Sectors: the Radiocommunication Bureau (BR), the Telecommunication Standardization Bureau (TSB), and the Telecommunication Development Bureau (BDT).

Four Pillars of Effective Governance

5.1 People

High quality decision-making and strategy relies on the people who make up the governance bodies being highly competent, dedicated and conscientious individuals.

5.1.1 Composition of the Council

While the composition of all governance bodies here is clearly important, the composition of many bodies is determined by a specific required membership structure (addressed in 5.2.2. above). Here we address the composition of the council. A majority of council members are satisfied with the diversity of the council's composition, yet there is a sizeable minority (35%) who express some degree of discontent. The size of the council seems to be satisfactory for most council members. Some Council members have too limited engagement with one another outside Council meeting, with 11% reporting that they spoke with other council members rarely (1-3 times per year), 29% reporting occasional engagement (5-10 times per year), 29% reporting a moderate amount (10-20 times per year) and 31% reporting more than 20 times per year (refer to Annex 8 – Figure 31). When asked if they agreed with the following statement during the Jeju Council meeting: "We have the right standing committees and commissions and the right people on them," just 33% of IUCN Management agreed or strongly agreed, compared with 86% of Council who either strongly agreed or agreed. As such, when it comes to composition, there is a striking divergence. There does not appear to be a systematic skill and personal attributes mapping of council members that could inform areas of improvement and development for the Council,

5.1.2 Lack of preparation by Council members

The requirements of the role of IUCN Councillor does not appear to be well understood, as demonstrated by the lack of preparation, lack of engagement by many councillors during meetings, insufficient focus on strategic issues, and inadequate amount of time dedicated to council work between meetings. There appears to be a significant gap for many between Council and best practice, as demonstrated by survey comments, a few of which are listed below for illustrative purposes:

"Inadequate preparation by some council members for Council meetings."

"Because of the workload, many Councillors don't even read the documents/reports prepared by their Committees. Committee members themselves are often not even aware. The Secretariat is putting lots of effort in the preparation of documents and this is really frustrating to see that people don't even read them."

"Create spaces for learning and discussion that allow members and commissions to better understand the functioning of IUCN and thus stimulate their participation in the governance processes."

The depth of expertise in finance and audit within the FAC committee should be strengthened to ensure adequate oversight. In addition, the definition of audit should be further expanded beyond its current financial focus.

5.1.3 Lack of systematic performance evaluation follow-up

Council members conduct a self-evaluation; however, when gaps are identified, there is no corrective action taken, resulting in an insufficient degree of accountability. Performance standards are rising as evidenced by increasingly stringent standards and emphasis on measuring performance gaps in both public and private organizations. The IUCN needs to ensure that it has a Council that can partner with its management and vice versa. This means there is a need for greater accountability through evaluation and feedback at all levels, including Council (for example potentially through 360° evaluations). But even if a common performance standard was implemented, contrary to Part IV(j)(1) of the council handbook, which clearly stipulates that councillors should focus on their global roles, a number of councillors perceive themselves as representatives and accountable to IUCN's members, rather than to the union, leading to weakened support for the overall council.

Ensuring individuals are prepared for discussions, have expertise that is relevant to bring added value to the conversation at hand, and a high degree of professionalism in terms of evaluation of performance is essential to governance effectiveness. To this end, we recommend establishing and formally communicating performance standards to all Council members on an individual level at the nominations stage, ensure that Councillors who are nominated have relevant expertise and regularly report on actual performance vs expected performance.

5.2 Information Architecture

Well-structured channels for internal and external information, digested briefings and a portal which has been co-designed by Council and Management are all important factors for the construction of an information architecture that supports a strategic level of discussion.

5.2.1 Meeting information / Council papers

Overall, Council members are satisfied with the briefings that are supplied in advance of meetings. While 60% of council members are satisfied that information for Council meetings is delivered sufficiently early for analysis, a considerable minority (40%) feels that they need more time to analyse the information supplied.

5.2.2 Insufficient involvement of Council in information design

According to the qualitative survey data, Council sometimes feel the information presented to them is not well digested or designed to allow for effective decision-making. In proactively articulating and prioritizing the strategic questions which are critical to achieving IUCN's mission, Council members should be involved in designing the information package, with structured proposals made by the Bureau, so that it contains the answers to these questions and facilitates a discussion centred on strategic support and oversight.

5.2.3 External information incomplete

52% of Council members surveyed at Jeju indicated that the external information provided to the council was not complete, for example on issues such as reputation analysis, customer knowledge, substitutes, stakeholder understanding, technological evolution, etc. Also, there is a lack of systematic process by council members to develop their own channels of external information (and a way to monitor these effectively) to allow them to construct their own external perspective on issues which are of potential strategic relevance to the Union.

In order for Council to fulfil its mandate, it is essential to ensure that that the Council information package content is adapted to allow for the right level of strategic questioning and discussion, with sufficient advance of Council meetings to allow for meaningful review. To this end, we recommend an audit of the board portal structure and content together with Councillors, to ensure structured and timely access to key strategic drivers are included in the design.

5.3 Structures and Processes

Overall there is a perception that the current roles (scope), structure (bodies) and processes of the council are well aligned with its responsibilities. Having said that, there are gaps in a few critical structures and processes. The more in-depth processes should be prepared by the Bureau (risk, strategy, succession, etc.) for more elaborated council discussions.

5.3.1 Council agenda

The Council agenda is currently not designed to focus on the council's strategic priorities, and is not well structured. The survey findings indicate that there more than half of Council members feel that the design could be improved, more regularly adapted and adjusted to cover all matters of importance. Best practice

boardroom agenda design leverages the content of management presentations to maximize the percentage of meeting time dedicated to strategic level discussions. Currently, excessive Council meeting time is devoted to management presentations and not enough on discussions. Circulating an agenda 3-4 weeks prior to the Council meeting would allow for more meaningful consultation and allow for revisions in advance.

5.3.2 Committee meeting structure

Nearly half of respondents (46%) indicated that the council and committee meetings' agenda does not allow sufficient time for a decision-making process based on high quality debates and in-depth board discussions. One possible root cause of this is that the current practice of holding committee meetings immediately prior to council meetings does not allow sufficient time for proper reporting by standing committees to the council. In practice, this translates into much of the work being done and decisions taken at the committee level instead of at Council. In general, use of electronic means for meetings can be expanded as technology evolves to hold virtual standing committees further in advance of Council meetings, and therefore more time to report back to the full Council, before discussion during Council meetings.

5.3.3 Perceived lack of neutrality in the evaluation process for DG

The performance evaluation process for the DG is outlined in Art. 62 and 63 of the Council Handbook with objectives along the One Programme Charter. These could be improved for greater transparency (in terms of specific evaluation criteria), and anonymity (in terms of the 360° feedback), which is considered to be best practice. When it was most recently initiated, the process followed was perceived as lacking credibility, transparency and neutrality, and therefore as not valid by a number of respondents. As such it was not concluded. More professionalism in the process, either via an evaluations committee which includes non-voting council members (independents) or potentially undertaken by an independent third party. Transparent assessment criteria, as well as ensuring anonymity in the responses to the 360° feedback survey would help to bolster its credibility and validity.

5.3.4 Lack of perceived transparency regarding DG succession/ renewal

During the review process, we observed that there was a lack of successor in place when the DG announced her imminent departure from the organisation in February 2019. An important function of the Council should be to select and approve the choice of DG, and to then coach and support the DG by providing a constructive context. It is the responsibility of the Council to monitor the DG's performance and to ensure a proper succession planning is in place. This process needs to be engaged in a constant way so that any surprises can be handled smoothly and professionally. As the process is sophisticated and demanding, this could be prepared by the Bureau.

5.3.5 Variable performance of commissions

Commissions are composed by experts to provide advice on IUCN's conservation projects and to allocate resources among them, As such, they a key governance structure. Their performance is critical to the credibility of the Union. There is a significant degree of variability in the performance of the Commissions and no formal governance mechanism to hold them accountable. For example, Council survey respondents, when asked to rate the effectiveness of the Commissions rated the Species Survival Commission (SSC) and World Commission on Protected Areas (WCPA) as performing at a level of 2.71 and 2.66 out of 3 respectively, while the Commission on Education and Communication (CEC) and the Commission on Ecosystem Management (CEM) were rated lower (rated as 2.06 out of 3). The Management view of Commissions similarly rated SSC and WCPA as being the higher performing commissions (2.61 and 2.39), compared with CEC (1.42), and the World Commission on Environmental Law (WCEL) as being less effective (*refer to Figures 44 and 45 in Annex 8*).

5.3.6 Monitoring & evaluation

Monitoring impact is essential to oversight, which is an essential Council role. This could be significantly deepened and improved by proactively requesting that specific KPIs be designed into the information architecture, for example. In addition to monitoring the impact of projects, this could also include tracking aspects of secretariat culture, since talent is a strategic asset. In the absence of a deep understanding by council of IUCN's culture and impact, there is a loss of motivation and support.

5.4 Group Dynamics

Dynamics are fundamentally linked to the governance culture. In this aspect, it is necessary to consider areas of dysfunction at the level of group dynamics within the Council. More than half of survey respondents feel that responsibility is a strong value; however, accountability and moral authority are perceived as weaker values.

Differences in opinion and constructive dissent helps to enrich governance. While the diversity of Council members is an asset for the richness of discussion, this is only true where differences in opinion can be effectively exchanged, allowing for a critical view of assumption, which is essential for the development of an effective strategy. In the absence of psychological safety that allows constructive dissent, the Council runs a real risk of sharing common views and heuristics, undermining its governance effectiveness. We recommend a concerted effort to build trust, ensuring a Council culture in which a concerted effort is made for an issues-based exchange of informed views.

5.4.1 Low-energy council meetings

There seems to be low engagement by Council members in meetings, as demonstrated by only 20% of respondents characterizing these as highly energizing. Long presentations take up time and miss opportunities for meaningful exchange. The focus is lost as a result, with council members spending too much time on operational issues, as demonstrated by the qualitative data of the survey findings, such as the following comment (extracted from the survey):

"Council needs to assume (and allocate much more time) to the bigger strategic and directional decisions as well as holding Secretariat accountable to adherence to corporate policy and high level operational KPIs. Currently it spends a lot of the time getting into managerial and technical details."

We recommend ensuring presentations are kept to a specific number of slides, and that sufficient time is dedicated to discussion.

Chairing of council meetings often falls short in terms of fostering productive dynamics and time management needed to cover the agenda. As a result, meetings often descend into discussions of operational issues and at times derail into unproductive conflict. This contributes to low energy and disengagement by Council members during meetings, due to frustration that the agenda is not covered at that discussions are not more productive. We recommend that the Council meeting Chair implement more disciplined time management, and aim to facilitate discussions that drive toward decisions emerging from the views expressed, where possible.

5.4.2 Lack of "One Voice"

Council members often express that they are the voice of the members (by region) but they should be the IUCN voice inside the membership. In this way, many Council members feel that they have a duty to regional members instead of to the Union as a whole. Council members are expected to take "a global view of the role of the Union in achieving its mission", while also contributing their regional perspectives "to promote the work of IUCN in the regions," according to the Council Handbook (art. 14). Also, "elected Councillors have a global role in governing the affairs of the Union as opposed to representing regional interests" (art. 14). While debate and constructive dissent are to be encouraged during discussions, a unified view of related to IUCN's strategy, mission and role may be lacking, as evidenced by the diversity of views expressed in the survey responses related to IUCN's mission, strategy and role. This may potentially undermine its ability to communicate effectively and contribute to confusion and frustration at the Union level. We would recommend a one- to two-day Council working session to align on mission, strategy and role followed by commitment to the One Voice principle.

5.4.3 Little impact by Council on IUCN organizational culture

Healthy corporate culture is essential for long-term organizational viability, and as such should be within Council's scope of influence. However, Council seems to have little impact on IUCN organizational culture. It is important that Council has access to regularly assess (via information obtained from leadership as well as internal management data), whether there is congruence between IUCN's stated mission and the shared organizational norms that determine how things get done. One important data point to understand organizational culture is how members of management interact with each other at formal and informal occasions, such as Council meetings, site visits, training forums, events, and informal gatherings. By interacting with IUCN's other employees, for example, during site visits, Council presentations, and organizational events, Council members can deepen their understanding of both the culture and talent. The Bureau could prepare a systematic process thereof.

Areas of governance failure: mitigating IUCN's risk

Our view is that there are several areas of vulnerability, which are putting IUCN at risk of governance failure across four areas:

- i. **Technical risks: exposure arises** from a lack of competence to fully understand the risk exposures of the organisation and to effectively monitor performance and impact at Bureau and Council level. This area is not at a critical level but requires professional work from the Bureau and as follow up by the Council.
- ii. **Strategy:** absence of strategic alignment within and across governance bodies lead to a failure to make a focused choice regarding the direction IUCN should take now and in the future, based on a considered assessment of both developments in the external environment as well as internal resources and capabilities; This area is critical.
- iii. **Relationship** between governance bodies of the Union, notably between Council and the Secretariat management; this area is critical as these bodies are not in a productive, genuine and aligned relationship with a strong professional basis and clarity of roles.
- iv. Risk of **outright fraud, or other misbehaviour by members of Council with potential reputational impact** resulting from ethical misconduct or conflict of interest through their influence on Council decisions which may benefit them or their organizations either directly or indirectly; and, risk of mishandled decision-making linked to misunderstood or mishandled conflict of interest by Councillors . This area is critical.

We will look at each of these dimensions in turn to assess the nature of the risk and its components, the basis upon which we make these claims, as well as recommendations to mitigate the risk. In the following section, we outline the critical issues we have identified, as well as our basis for making each claim and the proposed actions we recommend to address the issue. Our recommendations to address each of the issues raised are made on the basis of the insights gained through benchmarking best practice as well as our experience in conducting governance reviews with other organisations.

5.5 Technical Risk

Technical risk is the probability of undesired results occurring due to incomplete, incompetent or simply poor execution of a technical risk process required for effective governance. Extraordinary risks do occur more frequently than expected and preparation is essential as well as a detailed agreement on risk appetite (how much are we willing to take of each risk). Typical risks may include operations, financial, health and safety, cyber, culture. Technical risks may increase due to factors such as lack of accountability, lower levels of dedication among people, incomplete understanding of strategic design or use of information, or dominance by specific individuals (*refer to Annex 3*). It is important to be conscious of this risk and to actively assess it.

5.5.1 There is a lack of risk thinking at the Council level.

Risk thinking is core to the responsibility of Council, as is setting risk appetite across risk dimensions. The Council has identified inadequate risk thinking at Council level (*refer to Annex 8, section 5.1.1*) as being an issue. In addition, the Council lacks expertise and focus in risk management, which is essential for its role of oversight. Currently, the only place where risk is considered is within the Finance and Audit Committee. Budget planning is discussed in FAC while the work plan is in PPC. The role of the Bureau in risk preparation and oversight of risk management is unclear. One recommended action is that the Bureau take a more proactive and focussed role in this essential process. Another way to mitigate risk is structural independence of oversight; for example, the head of Oversight could have a dual reporting line to the DG and the chair of the FAC.

5.6 Strategy

Strategic failures and blind spots can also pose serious problems for governance bodies. Such blindspots can be the result of failing to anticipate disruptive trends. We acknowledge the attention devoted to strategic planning, as part of the governance reforms, including notably Annex 4 to Council decision C/88/7 (Strategic Planning and Reporting Framework), approved by the IUCN Council, 88th Meeting, April 2016, decision C/88/7). There has been indeed an effort to systematise and embed strategic processes within the organisation, as documented in this decision, including critical areas such as the DG's performance, council planning and reporting, strategic risk analysis. While progress has been made, work remains to be done – notably in the area of alignment around strategic priorities. We acknowledge that the IUCN Programme provides the framework for planning, implementing, monitoring and evaluating the conservation work undertaken by the Commissions and the Secretariat with and on behalf of IUCN members. However, strategy extends beyond planning and implementing to include a deep analysis of the organisational position vis-à-vis other organisations.

IUCN's lack of strategic capability was highlighted as being a key organizational weakness, as demonstrated by some of the survey comments below.

Insufficient time is allocated to the other (non-administrative) functions, i.e. policy making and strategic direction-setting.

There is a lack of commitment and effort from the great majority of Councillors to engage and discuss strategic directions, threats and opportunities for the organisation, with some preferring (or only able) to delve into the minutiae of IUCN management and the Director-General's responsibilities

In certain issues, there has been progress on Council related to IP and some governance elements but Council has not been strategic, nor really assisted with fundraising or setting the future stage for IUCN in terms of making it relevant in the world today.

All the key indicators for biodiversity and ecosystems are going in the wrong direction. We have tended to focus on the wrong strategic priorities at times. Protected area policy has been progressive, albeit with the caveat that many are still under threat and being poorly managed. We are losing the battle to save nature by any measure.

IUCN have been very effective, but I believe this is despite rather than because of Council. Councillors say they want to engage more in discussing strategic directions, but cannot seem to do this practically. Few Councillors (other than Commission chairs) bring ideas to Council or take responsibility for initiating or leading discussion in Council.

To address this, we recommend mapping the organisation's external context together with the internal capabilities, allowing a more focused approach to how it makes its unique contribution and achieving impact (refer to **Annex 10** for a detailed discussion of the board's strategic-making role).

5.6.1 There is a high degree of fragmentation within the governance bodies.

In light of the high degree of commitment among its Council and Management, the fact that 50% of Council member responses to the survey responding that IUCN has been either average or poor in having impact, and 45% of Management responding that this has been either average, poor or very poor, could be interpreted as reflecting a degree of frustration. The fragmented nature of the responses also indicate a lack of alignment, which is undermining a productive governance culture. In some cases, there are perceived factions forming across different lines, in some instances described as North/South, OECD/non-OECD. In addition, several qualitative comments indicated that discussions at Secretariat, Committee and Council level are sometimes dominated by specific individuals such as the DG or the President. This fragmentation makes strategic alignment difficult and results in potential lack of ability to effectively create and implement strategy, a key risk.

5.6.2 Renewing and updating membership engagement

Disagreement related to the responsibilities of the Union toward the Members creates issues for strategic planning. The resulting confusion around representation, power distribution, respective roles and financial responsibilities make it difficult to formulate a coherent strategic plan). For example, in the survey, many Councillors expressed a view that they are the voice of the Members (by region). A number express that their duty is to Members in their region instead of to the Union as a whole. While they do indeed have a fiduciary duty to members, their mandate as IUCN council members is to act in the Union's best interest. This leads to fragmentation of discussion along regional lines when it comes to discussion such as resource allocation or membership admission, inhibiting constructive discussion toward an agreed prioritization and unified course of action.

At the membership level, a number expressed their dissatisfaction with the membership model, including the representation and voting during Congress and the barriers to participation for those members lacking the resources to attend meetings (despite the financial support, the time and human resources dedicated is considerable). 74% of Council members and 65% of Management members feel that there is a need to rethink the principles and structure of IUCN's membership for the future of IUCN (number of members, principles for selection, services to different groups of members).

The distribution of votes means that in some cases, NGOs of minimal size and impact on IUCN's mission carry large weight in comparison to larger members. This results in an imbalance between members' power, with

the voice of national governments sometimes not being sufficiently represented. Financial responsibility between Members and Council is another area where there is disagreement. Management more often takes the view that IUCN's role is not to financially support members, while Councillors are less unified in this view. Another question is whether members should be financially supporting IUCN. There is division within both Council and Management in this regard. Strategy requires that an organization make a clear choice as to where to allocate resources, based on its perceived mission and role, relative to other organizations. An additional point of disagreement centres on whether members, for example, should rely on the Union to advocate on their behalf. Within the management team, there is disagreement as to whether it has an advocacy role or not again, indicating the lack of a clear mandate in this regard. Making strategic alignment a priority would allow for a clear and coherent vision on IUCN's obligations toward its members, and allow for greater cohesion among Council members.

At the heart of this tension lies a fundamental governance question: is the membership model in its current form still relevant to IUCN's mission and purpose, or could it be updated to better support and further the Union's goals? IUCN's membership model is essential to determining what IUCN's responsibility is to its Members.

IUCN Council and Secretariat management are in agreement with the need to change current practices, and there is a clear requirement for the organization to reinvent itself. Many members also express the need to shift to a different model of representation. However, there is divergence regarding what direction this organizational evolution should take. IUCN's founding purpose was clearly to represent its members, when it was founded in 1948. This view continues to be held by many of the members, though some express the wish for a better segmentation of the programme of activities corresponding to greater demonstrable impact on member priorities. On the other hand, this view is less firmly held among Secretariat management. Increasingly, there is a general recognition that IUCN's *raison d'être* has moved beyond acting solely on behalf of its members. While we recognise the importance of representativeness to IUCN's core values, the current membership is based on a model of regional representation which may be less adapted to mission completion than another segmentation linked to impact.

Alternative membership models might include (but are not limited to) the following:

- Categories based on combination of both region and organisation rather than solely by regional representation. Categories could be based on IUCN's statutes: NGOs, INGOs states, etc. or potentially states, NGOS (both national and international), and academia. Differentiated voting weights could help to consolidate and align viewpoints and voices, to mitigate against fragmentation and promote greater constellation around a few poles to allow for more productive exchange.

- Allocation of two council seats per region. The success of this model would depend on effective and fluid coordination and communication between national and regional committees, to ensure integration of members' voices between the national and regional levels. This could be envisioned through the promotion of a more systematic form of exchange at the regional level, allowing for aggregation of views. However, adequate measures would need to mitigate against the risk of dominance of the discussion by larger members. We would recommend a deep strategic analysis of members, their contribution to IUCN's mission and their alignment with IUCN's strategy, as a basis for reflection regarding how to best structure the model for council representations for members. We also recommend the inclusion of independent members potentially on council.

A deep strategic analysis of IUCN's membership model and what value it is providing (as well as how members are contributing value to IUCN) will help to define the best-suited membership model, upon what basis representation should be considered, and how representation should be balanced with efficiency. We would recommend conducting a comprehensive analysis of the membership models possible, and how these respectively meet strategic requirements. There is a possibility to change structures, and to do this more frequently as organization adapts, via electronic voting. There is no need to wait for a physical meeting of the Congress for structure changes and the organization can adapt faster in order to reinforce itself.

5.6.3 Lack of Ownership of Strategic Thinking

We have observed insufficient ownership when it comes to strategic thinking at the level of Council and Secretariat management. During the poll conducted at the Jeju Council meeting in October 2018, 74% of council members who responded rated the council as either average, poor or very poor in terms of its ability to challenge strategic thinking and co-creating the strategy with management. This leads to a lack of strategic

clarity, with no clear vision for the future, little focus on strategy thinking and design at Council level and management, and little collaboration between council and management in this regard. The Bureau could play a more strategic role in preparing and constructing strategic options to be considered in a systematic and sophisticated process, by council in productive relationship to management.

One of the positive notes emerging from the survey responses is a high level of agreement that IUCN has the ability to have a strong alignment around a clear strategy, demonstrating a willingness to work together. There is a certain level of recognition of the organization's role in influencing and advocacy – with governments, businesses and other stakeholders, which may be due to IUCN's historical role in advocacy. However, there is less alignment around where IUCN should be directing its efforts to secure its immediate and near-term priorities. Management places relatively greater importance on raising funds than Council, and relatively less on mobilizing the public to support nature conservation.

5.7 Relationships between IUCN governance bodies

The quality of relationships between the governance bodies of the IUCN is an area of concern. Principles of healthy relationship should be the foundation of interaction upon which the bodies who make up IUCN's governance systems, i.e. its secretariat (HQ and regional / national offices), council, bureau, commissions, standing committees, regional committees, national committees, members and donors. To this end, clarity and complementarity of roles between these bodies are essential, and should be characterized by the following dimensions:

- Transparency of roles, processes and structures of the different bodies
- Clear accountability within the system
- Clear demarcation of responsibility - absence of overlaps at parallel level of decisions

The relationships between IUCN's different governance bodies in many cases lack transparency and accountability, as well as clear distinctiveness between roles. This leads to duplication of efforts and a lack of accountability, as well as undermining trust between many of the bodies. Effective relationships between the following bodies are essential for strong governance of the Union:

- Council (including regional and national committees) and Secretariat (HQ and regions)
- Bureau- Council
- Bureau-Secretariat
- Commissions with the rest of the Council
- Standing Committees with the rest of the Council
- Members-Council-Secretariat
- Donors-Council-Secretariat

The result is inefficiency of decision-making, overlap of roles, and a distrust between bodies. The lack of accountability is also a potential source for members' disengagement, as well as a tendency for donors to distance themselves.

5.7.1 Relationship between Council and Management

The relationship between IUCN's council and its management both at the individual and group level characterized by a high degree of tension and mistrust. This lack of trust is undermining the organization through a number of destructive impacts to the organization, including difficult interactions and tense relationships. In response to the following question: "Do you think management feels safe to elevate difficult issues to the Council?", only 3% of respondents replied "Yes, absolutely". A lack of psychological safety at an organizational level is highly problematic. A major risk that we see is that Management does not feel safe to alert the council to potential areas of concern it sees to the organization. We recommend that a process be put in place to ensure respectful interactions are maintained in the case of difficult relationship, to ensure that interactions remain professional and non-personal, and to adhere to highly professional standards. This may require facilitation in order to rebuild trust, and re-establish the foundation for healthy relationships. Clarity, respect and professionalism of sensitive processes such as nomination and performance review is essential.

Qualitative data from the survey indicate that Council members are getting involved in operational issues which are outside the scope of their mandate, as demonstrated by the following comments made:

- *“Some Councillors are going too much into the Operational role,”*
- *“Confusion between the governance role of Council on the roles and responsibilities of the Secretariat.*
- *“Not everybody understands how IUCN governance works. There is a lot of micro-management which creates much (and often unnecessary) work. This can create pressure and tensions.”*

While a deeper involvement on sensitive and complex processes should be expected from the Bureau, ad hoc involvement of council members (for example in issues related to secretariat staffing) can be seen as dysfunctional. Greater clarification, respect and accountability of delineated roles and responsibilities would help to resolve this tension.

5.7.2 Members’ disengagement

There is a diversity of views regarding the best model of governance for IUCN. While 40% of Council feels that **members** should be driving IUCN’s organizational direction, 44% of management sees **Council** as the body responsible for this function. As such, there is a clear division between these two bodies regarding how governance responsibility within IUCN is perceived. The current lack of a mutual understanding on where governance responsibility lies is natural, given this difference in perception.

A number of Members feel that their interests are not being actively considered, that there is a lack of tangible benefits of IUCN membership and/or that the Secretariat is unresponsive when they do send requests. There is a degree of frustration, which is demonstrated by the following survey comments made by Members:

- *There is little opportunity for members to interact with the Secretariat or the Council, other than via national/regional Councilors. Many Councilors are not regularly in touch with the membership; thus, we often feel that IUCN operates independently of the members. The Council is, in reality, supposed to be supporting the Union, which IS the membership. Furthermore, the Secretariat does very little to support national and regional committees. These committees are doing the work of IUCN and working hard to engage members, recruit new members, and retain existing ones. Having no support from Headquarters is a shame*
- *Members cannot exert their full role and influence.*
- *Disposent de part leur position d'informations clés qui leur donne une longueur d'avance sur le conseil et les membres; en communiquant l'information à quelqu'un, on a toujours un pouvoir sur la personne Améliorer le partage de l'information et clarifier les responsabilités dans les prises de décisions*

Also, regional and national offices sometimes fail to sufficiently coordinate with members in their regions or countries. A number of regional offices lack budget and resources to be able to proactively engage with members. A number of members have expressed the view that the implementation of projects at the regional level is competing for resources with their own efforts. Many members may not have sufficient knowledge or be empowered enough to respond to this type of competition for resources. One of the survey comments from a Member demonstrates this perceived lack of coordination.

No clear links and interactions among global and regional governing bodies and the national committees and the members of different commissions. Commissions work differently and relate to national experts independently this causing conflicts and image and reputation problems for the Union.

Another issue is that while some members applaud the democratic decision-making, others believe it should be more proportional to size, i.e. that smaller or less impactful NGOs should not have the same decision-making power as larger or more impactful ones. One of the comments from a Member survey respondent illustrates this perception of a lack of proportionality when it comes to Member representation.

IUCN has many members who do not have fieldwork or who do not generate useful information for membership. We identify them as ghost organizations that only seek support from the Secretariat to attend the World Conservation Congress. Our organization works in the field and generates information. We consider that organizations like ours should have more weight in decision-making and access to the benefits of being a member. We also consider that the cost of membership is differentiated in proportion to the level of development of each country.

Improving the strategic clarity of the Union's core purpose, and the corresponding revenue and service model, will help to ensure greater alignment of governance structures, power distribution, as well as to set expectations correspondingly.

5.7.3 Relationship between Council and Standing Committees

Standing committees are the Council bodies mandated to take ownership for analyzing and assessing their respective area of responsibility, and to report back to Council an overview of the status of this area, as well as any areas of potential concern. It is important that Council views the work done by the Standing Committees as the highest level of quality and integrity, and to trust its findings. Respondents rate the relationship between Council and its Standing Committees as appropriate, for the most part – with a small minority expressing disagreement. This seems to be a relationship that is working well for the most part, helping to improve Council's effectiveness in exercising its oversight mandate.

5.7.4 Variable performance of IUCN Commissions

Since Commissions mobilize experts in different areas of resource, their performance is of critical importance to the Union's governance. There is considerable variability in the way that different Commissions' effectiveness is perceived; when asked to evaluate their performance out of 3, scores ranged from 1.42 for Commission on Education and Communication (CEC) to 2.61 for the Species Survival Commission. Introducing stronger accountability in commission performance requirements could be considered to achieve more consistently high levels of Commission performance

5.7.5 Relationship between Bureau, Committees and Secretariat

The relationships between the following bodies have been characterized by varying levels of dysfunction:

- Council with Secretariat: this is discussed in 5.7.1.
- Within Council:
 - Council with Bureau: The qualitative data from the survey findings indicated a lack of transparency within the Bureau, and a perception that the Bureau has undue influence within the decision-making process of the council. Processes do not clearly specify that the Bureau is specifically expected to prepare for council discussions.
 - There is also a view that Council members, in particular standing committee members, are not consistently held accountable to responsibilities included within their role of strategic support and oversight to the Union as a whole. The result is insufficient engagement by many councillors on issues which are critical to the organization's future, as well as a feeling by secretariat that the demands placed upon them by the council are onerous. This may be further exacerbated by the voluntary nature of the role of councillor, and the nominations process which does not always systematically assess the capabilities or level of dedication to IUCN. Also, within the secretariat, many have expressed the view that committee chairs are frequently unresponsive or in some cases lacking respect in their interactions with staff.
- Council and Secretariat with Members: qualitative survey findings indicated that there is no formal contact or forum for Members to meet and exchange with the IUCN Council and President. Additionally, Members reported a lack of responsiveness on the part of Council to Members' communications. These dysfunctions are illustrated by the survey comments from Members below:

- *As the contact point for one of the Framework partners (removed to preserve anonymity), I would like to point out one issue: We - as Framework partners - do not have any formal contact or Meeting place with the IUCN Council and the IUCN President. Such contact would be useful and should also be in the interest of the Council/the president.*
- *I would also like to see more responsiveness from the Council in relation to members' issues and concerns. As an example, on at least two separate occasions in the past 18 months, membership committees in east and southern Africa sent formal communications to Council and on neither occasion did Council respond or even formally acknowledge receipt of these communications.*

- **Council and Secretariat with Commissions:** While in general, the work of Commissions is well respected across the organization, as well was the way that the Secretariat, Council and Commissions work together to implement the One Programme, qualitative survey data indicated a degree of competition in some cases between the Secretariat and Commissions. Also, there is potentially insufficient structural accountability by Commissions to Council. Commission Chair report annually to whole Council. Linking performance of the Commission, based on specific criteria, to evaluations of Commission Chairs, but also Commission members, would help to improve accountability.

5.7.6 Revolving door between Secretariat & Council

As discussed above, Council is mandated with oversight and strategic role, while Secretariat is responsible for operations. These distinct roles and responsibilities have not always been respected. This blurring of boundaries is further exacerbated by former Secretariat employees who immediately took up Councillor positions, upon terminating their employment with the Secretariat. There is currently no mandated time period between ending employment at IUCN secretariat and becoming an IUCN councillor. This leads to situations in which councillors are sometimes perceived as lacking independence and/or intervening into matters which are within the jurisdiction of the IUCN Management.

5.8 Integrity

Integrity is also key to effective governance. Fraud is a major area of risk, which can undermine the organization's reputation and mission. Elements of fraud include material false statement, a knowledge that the statement was false when it was uttered, reliance on the false statement by the victim, and damages resulting from the victim's reliance on this false statement. The major areas of exposure include corruption, misappropriation of assets, and financial statement fraud. There are a number of red flags which organizations need to monitor and pay close attention to, including timing differences, concealed liabilities, and improper disclosures. It is therefore important to put into place appropriate fraud detection techniques as well as a whistleblowing program, and an action plan for when fraud does occur. Building a values-based culture along with building a positive working environment, including education and reinforcing values are key to reinforcing the organization's ability to fight against fraud. Effective oversight structures are essential to preventing against fraud and reinforcing a high level of integrity.

5.8.1 Lack of independent ethics oversight

The IUCN Council's ethics committee is comprised of the president vice presidents (Art. 42 of the IUCN Council handbook). It is responsible for consideration and administration of all matters relating to the Code of Conduct and for assisting the council in implementing the provisions of Article 65 of the IUCN Statutes and all other statutory provisions relevant to the ethical conduct of Council members. Part V of the Code of Conduct contains detailed provisions for the implementation of the Code and includes an Annex defining a "Procedure for dealing with issues submitted to the Ethics Committee for consideration and decision". The Secretary to Council acts as the Secretary to the Ethics Committee (Art. 43). The composition and process lacks sufficient structural independence and the capability to manage conflicts of interest of Council members or other potential cases of ethical misconduct of Council members appropriately.

Within IUCN, the lack of an independent ethics body raises the risk of ethical misconduct not having proper oversight. Over half of respondents indicate being aware of ethical misconduct at the senior staff level. 70% of councillors reported being aware of misconduct more generally within IUCN. This is a critical area for concern, as it presents a significant organizational risk for the organization if unaddressed, including legal action but also reputational damage, talent attraction and staff retention. Council members seem to lack sufficient

knowledge and dedication around potential and perceived conflicts of interest within IUCN. In addition, while there are mechanisms for fraud detection, strengthening these would help to safeguard against the risk of misconduct going unreported, as well as contribute to further reinforcing the organizational culture of integrity.

Recommendation: We recommend the creation of an ethics and conduct body comprised of independent, non-voting members, education on conflicts of interest norms and standards, as well as a complete interest registry made public. In order to respond effectively in cases where misconduct occurs, and to contribute toward a culture in which employees, Members and Councillors are empowered to report cases of misconduct, we recommend a third-party (or external or independent) Ethics Hotline that safeguards anonymity and data security. A whistleblowing policy that protects the rights of individuals who report ethical misconduct of any kind is also an important measure to help build a culture that is serious about detecting fraud.

6. Conclusions and Recommendations

We are highly aware of the areas of governance failures which can have destructive consequences. Our report seeks to highlight key vulnerabilities of IUCN's governance, and the risk this poses to the organization, with a view to helping raise awareness and build the case for improvement. Clarifying the nature of the council's role and reinforcing its strategic view going forward is fundamental. Fundamental to this is its relationship with members, as well as with donors. An in-depth analysis to critically re-examine IUCN's membership, what value it delivers to its members, but also how members are contributing to the union, will be an important strategic reflection to undertake; the outcome of this thinking will inform the nature of the governance reforms regarding the nature of representation. Clarity around this will go a long way in resolving the centralization-decentralization tension that we observed.

Reinforcing structures and processes to support effective Council discussion and decision-making, will help foster more productive discussions. Essential to this is greater structural independence of the ethics function, to prevent conflict of interest and mitigate against the risk of ethical misconduct. Ensuring highly professional nominations and evaluation process - notably the DG's succession process - is also key to ensure both continuity and renewal in the organisation's leadership. Greater accountability by individual bodies and members, will help to bolster the consistency of performance, and again raise the quality of discussions and decision-making. Critical to any improvement is rebuilding trust between council and management, and using this as the basis to instigate a culture change in the organization.

We hope that our recommendations will be implemented to help reinforce IUCN's governance, as it works to fulfil its mission which is more important than ever, and to build its resilience to overcome the risks it now faces.

Drawing upon our analysis of the survey findings (*refer to **Annex 8***), which details the issues identified and possible solutions, we have summarized our recommendations in two tables: Table 1 provides recommendations structured around the 4 pillars of governance effectiveness, again summarizing the key issues as well as recommendations to respond to the issue identified. Table 2 lists the key risks and issues, with the corresponding recommendations.

Table 1: IUCN Recommendations structured around 4 Pillars of Governance Effectiveness

Pillar	Issue	Recommendation	
6.1 People	6.1.1 Council composition / dedication of councillors	6.1.1 Nominations process to stress expectations regarding time spent on Council work, including time spent engaging outside of meetings.	
	6.1.2 Lack of preparation by council members	6.1.2.a Council (this could be a task force for example) could conduct a detailed skill and personal attribute mapping at the council level to assess what skills, competence and expertise are needed at council level, to help build alignment of skills with strategic direction, value added to the current board composition, as well as cultural fit with the board and training/improvement needs.	
		6.1.2.b Communicate expected preparation norms in councillor job description, including time and commitment involved and performance indicator / evaluation standards.	
		6.1.2.c Draft clear job descriptions of role of IUCN Councillor, aligned with the strategic and oversight goals of the Council, and the roles & responsibilities, including performance indicators and independent evaluation, conducted externally.	
	6.1.3 Lack of sufficient evaluation at the individual councillor level	6.1.3.a A council charter would help in clearly articulating the responsibilities of each Council member, the culture expected on the council and all governance bodies, inclusive of values of accountability and responsibility, and the process for a regular (annual or bi-annual) assessment against objectives (which should be specified in council members' contracts.)	
		6.1.3.b Write job descriptions of desired profiles, customized by type of Council member, role, what they need to achieve and how they are adding value.	
		6.1.3.c Evaluation of individual members to be conducted by a third party, and any performance gaps addressed by the Governance & Constituency committee within the limitations of the structures.	
		6.1.3.d The FAC ToR should explicitly articulate the role and responsibility of the committee with regard to its: its expectation of the external auditors; its relationship with the internal auditor function; its role in overseeing the full range of audits conducted within the organisation; disclosure of financial and related information; as well as any other matters that the FAC feels are important to its mandate or that the council chooses to delegate to it.	
	6.2 Information Architecture	6.2.1 Meeting information / Council papers	6.2.1.a Systematically ensure papers for council meeting are available at least 2 weeks before council meetings on the council portal.
		6.2.2 Insufficient involvement of Council in information design.	6.2.2.a Bureau to determine what strategic questions and risks are vital and ensure that the information package contains the relevant data and sufficient analysis, allowing for an effective discussion centred on strategic support and oversight.
6.2.3 External information incomplete		6.2.3.a Bureau should determine what external information should complement internal information in the Council papers, to better inform strategic thinking as well as its ability to assess strategic risk	

		6.2.3.b It is also important for Council members to develop their own channels of external information, and a method to scan these regularly, to ensure they have an external perspective of their own on issues of potential strategic relevance to the union.
6.3 Structures and Processes	6.3.1 Council agenda not sufficiently structured or focused on strategic priorities	6.3.1.a Final meeting agenda circulated three to four weeks in advance of council meetings in order to allow adequate time for meaningful consultation, proposals of items by council members for final inclusion and approval.
		6.3.1.b Maximum of 30% of meeting time allocated to management presentations, to allow sufficient time for discussion (hold maximum number of slides (e.g. 7) and time to each presentation (e.g. 7minutes) with more materials potentially in appendix or in information package).
	6.3.2 Committee meeting structure allows too little time for proper reporting by standing committees to the council	6.3.2.a Hold Standing Committee and Bureau meetings 4 to 6 times per year, at least twice by electronic/ web conference and twice in person before Council meetings.
		6.3.2.b Prepare podcasts and/or reports of critical management issues, so that committee and bureau members can prepare beforehand.
	6.3.3 Perceived lack of neutrality in the DG evaluation process	6.3.3.a Establish clear metrics upon which DG will be evaluated. Conduct the evaluation professionally and anonymously, via an evaluations committee.
	6.3.4 Perceived lack of transparency regarding DG succession / renewal	6.3.4.a. Proactive and transparent process for DG succession and renewal process to be undertaken as a regular activity of the Bureau. Succession planning for critical leadership positions and identification of qualified pool on both an emergency basis and over the longer term, also by the bureau.
	6.3.5 Variance in performance of commissions	6.3.5.a Consider introducing stronger accountability in commission performance requirements, including systematic reviews of individuals involved in leadership of Commissions.
6.3.6 Monitoring & evaluation	6.3.6.a Professionalize monitoring and evaluation of IUCN's strategic process.	
6.4 Group dynamics	6.4.1 Low-energy council meetings	6.4.1.a Chair to maintain greater discipline of Council discussion, to ensure its strategic focus, to surface areas of difficulty and concern, as well as to drive a professional, disciplined and productive council culture, as well as to manage meetings with discipline.
		6.4.1.b Feedback to the Chairman via an evaluation or other should be prepared by the council on a yearly basis, and provided by the chair of the Governance and Constituency Committee.
		6.4.1.c Council meetings to be temporarily co-chaired with VPs taking it in turn (e.g. 1 VP per half-day) or by another facilitator to increase council meeting efficiency immediately
	6.4.2 Lack of "one voice"	6.4.2.a While Council members are encouraged to engage in constructive dissent during meetings, after the decision has been taken, Council members need to be aligned and to actively support this decision.
6.4.3.b Council to make use of any site visits, presentations, or other Union events, to deepen their understanding of both the culture and talent. The Bureau to prepare a systematic process thereof.		

		6.4.3.c Council members should seek input from the senior leadership team, including asking for information to better understand cultural dimensions of the organisation, such as employee survey results, internal audit reports, reward and performance management systems, and organisational measurement systems.
		6.4.3.d The Council needs to determine, through a process of iterative conversations with management, the shared norms that IUCN aspires to have and identify the gaps within the existing culture.
	6.4.3 Little impact by Council on IUCN organizational culture	6.4.3.a Council to make use of any site visits, presentations, or other Union events, to deepen their understanding of both the culture and talent. The Bureau to prepare a systematic process thereof.
		6.4.3.b Council members should seek input from the senior leadership team, including asking for information to better understand cultural dimensions of the organisation, such as employee survey results, internal audit reports, reward and performance management systems, and organisational measurement systems.
		6.4.3.c The Council needs to determine, through a process of iterative conversations with management, the shared norms that IUCN aspires to have and identify the gaps within the existing culture.

Table 2: Recommendations to mitigate IUCN’s risk of organizational failure

Risk	Issue	Recommendation
6.5 Technical	6.5.1 Lack of risk thinking at bureau and Council level	6.5.1.a Professionalize risk thinking and building capabilities at the Council level, to mitigate technical risks. The Bureau could take an extended role in risk oversight preparation, developing a more considered view of risk appetite, for example.
		6.5.1.b Modify reporting lines to strengthen independence of oversight: Head of Oversight to have a dual reporting to the head of the FAC and the DG.
6.6 Strategy	6.6.1 Fragmentation within the governance bodies	6.6.1.a A facilitated process amongst governance bodies with a goal to build alignment around the IUCN strategy, and focused on allowing for sufficient attention to external developments as well as potential future opportunities and threats emerging from the external competitive landscape would be useful to conduct on an ongoing basis. This should be prepared by the bureau in interaction with management.
		6.6.1.b Develop a more extensive continuing education program for councillors regarding the strategic process, including deepening understanding of the strategic role required of council members. These could be designed both as online and offline sessions (refer to Annex 6 for a proposed education program).
	6.6.2 Renewing and updating membership engagement	6.6.2.a Based on outcome of strategic planning process, the Bureau should conduct a comprehensive analysis of the membership models possible, and how these respectively meet strategic requirements.
		6.6.2.b Conduct an analysis of the membership model best adapted to IUCN’s strategy; consider adoption of a more agile process to adapt membership model to IUCN’s strategic changes in the future.
	6.6.3 Lack of Ownership of Strategic Thinking	6.6.3.a Building the Council’s strategic muscle through facilitated strategy sessions, to build understanding and alignment around strategic priorities. Use of online tools could help alleviate cost impact. The Bureau should be deeply involved in the strategy process and the preparation for the Council.
		6.6.3.b Detailed description of strategic function in Councillor’s job descriptions should be developed and part of an education process.
6.6.3.c Further education strengthening the emphasis on Council’s strategic role and building strategic capabilities during the onboarding process.		
6.7 Relationships between IUCN governance bodies	6.7.1 Relationship between IUCN Council and Management	6.7.1.a Process to ensure respectful interactions are maintained in the case of difficult relationships: following an established process will help to ensure that interactions remain professional and non-personal, and to adhere to highly professional standards. This may require facilitation in order to rebuild trust and re-establish the foundation for healthy relationships. Clarity,

		respect and professionalism of sensitive processes such as nomination and performance review is essential.
		6.7.1.b IUCN Secretariat to interview members with regard to their communication and information needs, with a view to enhancing formal and informal information flows between IUCN Secretariat HQ and regions.
	6.7.2 Members' disengagement	6.7.2.a Through interviews with select members, a concrete proposal of different membership models could be developed to better understand how these would contribute to enhanced member engagement.
		6.7.2.b Develop more proactive communication plan to improve transparency and coordination between regional and national offices with members in their regions or countries, for more proactive engagement.
	6.7.3 Relationship between council and standing committees	6.7.3.a Introduce committee-specific performance standards into Council member job descriptions, and ensure accountability to these standards is done regularly and transparently.
	6.7.4 Variable performance of commissions	6.7.4.a Introduce stronger accountability in commission performance requirements – at both body and individual levels.
	6.7.5 Relationship between bureau, standing committees and secretariat lacks transparency	6.7.5.a Accountability strengthened through clear performance indicators and evaluation procedure for standing committee members, as well as council members more broadly, conducted externally.
		6.7.5.b Greater transparency of bureau's own processes and discussions and reporting back to council for decision-making.
		6.7.5.c Nominations process which systematically assesses subject matter expertise for the scope of work of the committee, as well as emphasis on understating of the role and dedication of the individual candidate during the onboarding process (refer to skill map in Appendix 11).
		6.7.5.d Discipline regarding reporting lines and appropriate channels of communication between Secretariat and Bureau & standing committee members.
	6.7.6 Revolving door between Secretariat & Council	6.7.8.a Require a minimum of a 2-year "cooling-off period" for secretariat employees who wish to become Councillors.
6.8 Integrity	6.8.1 Insufficient degree of independence in ethics oversight	6.8.1.a An Ethics and Conduct body (committee for example) that is comprised of independent, non-voting members and which has processes that engages IUCN on an elevated awareness of potential conflicts of interest and ensures that incidents can be dealt with promptly and securely in a confidential and professional way. IUCN should have transparency on the work of this body.
		6.8.1.b Education on conflicts of interest norms and standards, as well as more sophistication on processes to observe, including a complete interest registry made public (including links to individual disclosure of interest forms).
		6.8.1.c A third-party (or external or independent) Ethics Hotline that allows the safeguarding of anonymity, with data stored securely and access to data username/password protected. This should be included in the councillor code of conduct.
		6.8.1.d A Whistleblowing policy that protects the rights of individuals who report ethical misconduct of any kind.