

Management response to “External Evaluation of Aspects of IUCN’s Governance”, Final Report, Universalialia, November 2015

Approved by the IUCN Council during its 88th meeting, April 2016, decision C/88/7

Context

IUCN’s governance structure is composed of a Council of 33 members, with subsets made up of Standing Committees, a Bureau and temporary working groups and task forces. The roles of each body are described in varying degrees of detail in the Union’s Statutes, IUCN’s Regulations, decisions of the Council and in the Council Handbook.

In November 2015, Universalialia, a Canadian consulting firm commissioned by IUCN’s Council to review its governance delivered a report “External Evaluation of Aspects of IUCN’s Governance”. On the basis of over 50 interviews, a written survey, and an analysis of both IUCN and external sources or documents, Universalialia came up with 15 key findings, and a list of 6 Recommendations.

The IUCN Council warmly welcomed Universalialia’s report, its extremely pertinent findings and very useful recommendations. The Council wishes to congratulate its author, Mr. Charles Lusthaus, for his professional and diligent work, and his dedication to improving IUCN’s governance. The report constituted the basis of six months of intense work of the IUCN Council leading to an impressive package of reforms of rules and Council practices. The Council hopes to have demonstrated its ability to transform itself, committed as it is to effectively implement its role to set strategic direction for the Union and exercise oversight.

The governance reform process described here below addresses these recommendations yet does not correspond to each one individually. The Council initiated a multi-step process in order to conduct a thorough set of reforms, which are reflected in four major decision instances: the 87th Council meeting in Hainan, China (October 2015); the Governance Task Force (January 2016); the 66th Bureau meeting (February 2016) and the 88th Council Meeting (April 2016).

Hainan Council

At its 87th meeting, in Hainan, China, from 18 to 21 October 2015, the Council discussed a draft of the report, and analysed it in a dedicated “retreat” session with 5 breakout groups, after receiving a briefing by the main author of the report, Charles Lusthaus, of Universalialia.

Two Vice-Presidents, Malik Amin Aslam Khan and John Robinson, subsequently drafted a write-up of these discussions, summarizing the agreed next steps in a table which was intended as guidance for the Governance Task Force (GTF) established by the Council at the recommendation of its Governance and Constituency Committee (GCC).

The GTF was to deliver its recommendations to the Chair of the GCC and the Bureau in January 2016.

The list of GTF members was drawn up to ensure a balanced geographic representation, and to include both 1st term and 2nd term Councillors. The GTF was composed of: Andrew

Bignell, George Greene (Chair), Meena Gupta, Brahim Haddane, Jonathan Hughes, Nilufer Oral, Tamar Pataridze, Simon Stuart and Marina von Weissenberg; and was supported by the Secretariat.

The GTF was requested to review the outputs of the break-out groups and use the recommendations and the findings of the External Consultant's Report as guidance in making its recommendations. Though there was a broad consensus among the break-out groups to maintain the current size of the Council, it was also emphasized that the GTF should have an open mandate to consider all possible options. The GTF was not given formalized ToRs so as not to constrain it to any specific set of actions or to foreclose any possible options including options for the size of Council in the long term.

Governance TF (GTF)

The GTF was convened by the Chair via teleconference on 11 November 2015, then in person for a 2 day meeting in Rolle, Switzerland, on 16 and 17 January 2016.

The GTF examined 4 broad categories of topics covering all the issues raised both in the Hainan Council meeting and in the Universalia report, namely:

1. **Council structure, size and composition**, including recommendations on:
 - delegation of Council decision making authorities to the Bureau and Committees as an alternative model to reducing the overall size of Council
 - ways to fill gaps in qualifications, skills and knowledge on Council
 - establishing clear criteria and processes for election of Council members by Council members for positions of Vice President, Committee Chairs and Bureau members
 - measures to clarify and strengthen accountability of Commission Chairs as members of Council and to mitigate potential conflicts of interest.

Note: The Governance Task Force considered options to reduce the size of Council. However, the Task Force chose to recommend a model of Council - for Bureau and the Council Committees to be delegated more decision making authority and the Council as a whole to be more strategic and exercise high-level oversight – which is a response to questions around effectiveness of the current large Council size. The GTF also considered options to increase the number of appointed Council members in order to increase the diversity of knowledge and skills, but chose instead to strengthen and diversify the membership of Committees, Working Groups and Task Forces.

2. **Effective functioning of Council**, including recommendations on:
 - Council setting of 4-year strategic priorities for its term
 - specifying an annual Council strategy session to address key risks and opportunities facing the Union
 - clarifying the nature and roles of Council Committees, Task Forces and Working Groups
 - appointing a Council Secretary to ensure Council adheres to provisions of the Regulations and Statutes related to Council.
3. **Strategic direction, Union oversight and reviews**, including recommendations on:

- clarifying Council's accountability for setting strategic direction and priorities for the Union including the draft quadrennial Programme for submission to Congress, and the adoption of the annual work plan
- Council oversight of activities and performance of the Union, including Secretariat and Commissions and monitoring One Programme implementation
- adapting the Council policy on evaluation of the Director General
- Council oversight of external reviews.

4. **Transparency and independence of Council**, including recommendations on:

- transparency in making all official Council documents available to donors and the public
- establishment of the position of Council Secretary, similar to the position of Legal Advisor which reports separately to the Director General and to the Council

The GTF submitted its draft package of recommendations to the Bureau (with CC to the Council) on 26 January 2016 with a characterization of and proposed solution for each issue, followed by recommendations in the form of a draft Bureau decision.

The Task Force worked to respond to:

- the Universalia report *External Evaluation of Aspects of IUCN's Governance*,
- the issues identified as priority by the Council at its Hainan workshop (October 2015),
- the issues elaborated through Task Force deliberations.

In order to best operationalize its recommendations, the GTF assigned 3 time frames for decision making and implementation:

Short-Term - enhanced business practices and processes for immediate implementation following Bureau decision

Medium Term – requiring amendments to the Regulations or the Council Handbook, to be decided by Council in April

Long-Term – requiring amendments to the Statutes or directions from the membership, to be decided by the Members' Assembly in Hawai'i.

Bureau

The IUCN Council's Bureau was presented with the package of recommendations at its teleconference meeting on 29 January 2016 and decided to convene a full day in-person meeting (the 66th meeting) at the Union's headquarters on 19 February 2016 to review each recommendation before sending its own set of recommendations to the full Council.

The Bureau endorsed the recommendations both in their content and form, with some changes to the following items:

- Elections of Regional Councillors
 - As a legal requirement would be difficult to enforce, the revised language reflects the fact that through the next call for nominations (in 2020), IUCN Members in every Region will be encouraged to nominate at least one candidate more for Regional Councillor than the number of seats allocated for the Region concerned.
- Composition of the Bureau and mode of designation
 - The Bureau, satisfied with its current composition and convinced that it should remain possible for the President to propose the members of the Bureau to

Council for approval following consultation with Council members, decided not to follow the recommendations regarding the direct election of Bureau members by Council.

- Delegation from Council to Bureau and/or Standing Committees

The principle of delegation of Council responsibility on specific matters is endorsed as well as the concept of final decision for Bureau (removing Council's 'validation' of Bureau decisions), but on matters of strategic importance, and if committees themselves so recommend, final decision rests with the full Council.

- Commission Chairs' accountability and Potential Conflict of interest

The language stipulates that Commission Chairs are in the room during discussions but will abstain from intervening during votes pertaining to their budgets, mandates and programmes.

- Committees, Working Groups and task forces

An additional clause was introduced providing for a "sunset clause" in the Terms of Reference of temporary bodies. The Council will need to make an active decision to renew them.

- Oversight and reviews

- A strategic Risks matrix will be presented annually to Council including major changes in IUCN's operating environment
- The Secretariat is to provide a proposal for an improved transparency policy based on best practices of other similar organizations.

The Bureau requested the Legal Adviser to prepare the amendments to the Regulations required to implement the package of reforms.

88th Council Meeting – Gland, 11-13 April 2016

Immediately prior to the Council meeting, the 67th meeting of the Bureau of the Council reviewed the amendments to the Regulations required to implement the **Enhanced practices and reforms of IUCN's governance** approved in February. Based on legal advice, the Bureau made an important modification removing the notion that the Bureau could take final decisions on certain matters without a possibility for the entire Council to review them. In light of Article 49 of the Statutes which provides that the Bureau acts "on behalf, and under the authority of the Council between meetings of the Council", the Bureau therefore maintained the requirement that all decisions of the Bureau be validated by Council through a no-objection procedure. However, faithful to the purpose of the initial GTF proposal that a more empowered Bureau was to enable the Council to effectively exercise its strategic direction and oversight role, the Bureau revised Regulation 57 to allow the Council to extend the range of matters on which the Bureau would be entitled to act upon by modifying the Rules of Procedure of the Bureau.

At its 88th Meeting, the full IUCN Council reviewed and adopted the Bureau's proposal with the following comments and/or modifications:

- The wording of Regulation 57 was modified in order to refer to the specific matters assigned to it by the Council as provided for in the list annexed to the Rules of Procedure of the Bureau on which the Bureau will be entitled to decide directly;
- The wording of Regulation 56*bis* was modified in order to specify that the Secretary to Council is to provide 'independent advice' to Council, thereby reflecting one of the

initial purposes of formalizing the position in the Regulations, namely that the Secretary should be able to work in confidence with the Council;

- While maintaining the annual appraisal, specifying that the Commission Chairs reported to the President, the annual closed session to discuss the performance review of each Chair was removed as it was felt inappropriate and beyond common practice for certain board members to be evaluated by their peers. The wording of Regulation 78 (b) was modified to specify the protocol by which the Chairs were required to refrain from participating in the discussion and recusing themselves from voting on the Commission budgets and the draft Commission mandates.

It should also be noted here that at the time Council considered the enhanced practices and reforms of IUCN's governance, it had the benefit of the report with results of the Union wide consultations held in the context of the **Framework of Action to Strengthen the Union**, a Council-led process leading to concrete steps to raise IUCN's profile, leadership and influence within and beyond the conservation community, and to strengthen IUCN as an effective Union, including its membership, governance and structure. (Cf. Council document C/88/12.6/1) The synergies between this process and the External Evaluation of certain aspects of IUCN's governance have strengthened the legitimacy of the steps taken by Council as described in the present document 'Management Response'.

The decisions of the 88th Council meeting formally constitute the Management Response to the *"External Evaluation of Aspects of IUCN's Governance"*.

Reference documents: Decision C/88/7 (and annexes) of the 88th Council meeting, April 2016

Decision C/88/7 of the IUCN Council, 88th Meeting, 11-13 April 2016

The IUCN Council,

1. *On the recommendation of the Bureau of the IUCN Council (decision B/67/2) which was based on the recommendations of Council's Governance Task Force established pursuant to Council decision C/87/29 (October 2015);*
2. *Noting that the Bureau decided to apply a small number of enhanced practices and reforms with immediate effect, on a pilot basis, in order to enable their testing and allow Council at its 88th meeting to focus on the substantive issues it must decide for the Hawai'i Congress and on the enhanced practices and reforms of IUCN's governance for the medium and long-term;*
3. Approves the enhanced practices and reforms of IUCN's governance; (**Annex 2**)
4. Decides to modify the Council Handbook to reflect the enhanced practices and reforms of IUCN's governance presented in Annex 2 to this decision, subject to the adoption of amendments to the Statutes by the 2016 Congress referred to hereafter in paragraph 12 and the adoption by Council in second reading of the amendments to the Regulations referred to hereafter in paragraph 5, and requests the Director General to issue the revised version of the Council Handbook by the end of December 2016;
5. Approves, in first reading, the proposed amendments to the Regulations required to implement the enhanced practices and reforms of IUCN's governance (**Annex 3**), and invites the IUCN membership to comment in conformity with Article 101 of the Statutes;
6. Decides to table the proposed amendments, modified as the case may be following the consultation of IUCN Members, for adoption in second reading at an additional meeting of the Council to be held by telephone in July/August 2016, in order for the amendments to become effective before the 2016 Congress;
7. Endorses an initial set of qualifications/skills/knowledge areas for Council¹ and recommends the next Council (2016-20) to take it into account when approving the profiles for the elective positions;
8. Approves, on the proposal of the Director General in consultation with the President, the appointment of Luc De Wever as Secretary to Council;
9. Approves the Strategic Planning and Reporting Framework (**Annex 4**) and requests the Director General and Commission Chairs to further develop and present the planning and reporting tools that enable Council to fulfil its planning, monitoring and oversight functions;
10. Approves the revised Transparency Policy of the IUCN Council (**Annex 5**);
11. Endorses the "Management Response" to the External Evaluation of Aspects of IUCN's Governance (Universalia, November 2015) (**Annex 6**);
12. Approves the Council motion to amend Articles 46 and 50 of the IUCN Statutes (**Annex 7**);
13. Expresses its deep appreciation and gratitude to the Chair and members of the Governance Task Force, and the Secretariat, for the excellent work.

¹ See section A1.1 of Annex 2 to this decision.



Enhanced practices and reforms of IUCN's governance

Approved by the IUCN Council during its 88th Meeting, April 2016, decision C/88/7

A. Council structure, size and composition

| Council Qualifications, Skills and Knowledge | Timing ¹ |
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| A1.1. Define the gaps in qualifications, skills and knowledge to be filled such as strategic communications, fundraising, finance, information technology, and reach and influence into international finance, business and economic sectors. | MT |
| A1.2. Strengthen the qualifications of elected Councillors through: 1. Early notice to the IUCN membership of the qualifications, skills and knowledge required for the next election; 2. Stronger list of qualifications in the call for nominations for all Council positions including filling gaps needed by Council. | MT |
| A1.3. a) Use the possibility to include external individuals in Council committees , working groups and task forces in order to bring in needed skills and knowledge as provided for in Regulations 59 and 60. b) Use the possibility to invite these individuals to participate as observers with the right to speak in the Council plenary. (See also D1.4 hereafter) | MT |
| A1.4 Strengthen capacities and knowledge of IUCN for newly elected Councillors including through: - More substantive learning opportunities about the roles, responsibilities and processes of Council at opening Council retreat - Mentoring of new Councillors by 2 nd term Councillors. <i>[The above reforms (A1) respond to recommendation 2 of the Universalia report]</i> | MT |
| Strengthening Global Representation | |
| A2. The next "Call for nominations" (for the elections at the 2020 Congress) provides guidance to IUCN Members encouraging them to nominate for each Region at least one more candidate than the number of seats allocated for the Region concerned in Article 39 of the Statutes. The purpose is to provide the global membership with real democratic choice and to demonstrate that elected Councillors have a global role in governing the affairs of the Union as opposed to representing regional interests. | MT |
| Councillor Election to Council Positions | |
| A3.1 The Council Handbook will clarify that, in conformity with Regulations 45, 57 and 59 respectively, the Vice-Presidents, the Chairs of the standing committees of the Council and the Regional Councillors members of the Bureau may be appointed by consensus decision | MT |

¹ (ST) = Short-Term - enhanced business practice for immediate implementation as per decision B/66/2 of the Bureau of the IUCN Council of 19 February 2016; (MT) = Medium Term – requires change in the Regulations or the Council Handbook as decided by Council in April 2016; (LT) = Long-Term – requires modification of the Statutes or directions from the membership, and thus to be decided by the Members' Assembly in Hawai'i (September 2016).

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| of the Council on the proposal of the President following consultation with Council members. | |
| Delegation to Bureau | |
| <p>A3.2. In order to enlarge the range of issues on which the Bureau could act upon with the view to empowering the Council to effectively discharge its strategic direction and oversight functions, Regulation 57 and the Rules of Procedure of the Bureau (Annex IV to the Council Handbook) will be amended to assign additional functions to the Bureau. The list of functions presented in the middle column (yellow colour) of the table attached hereafter as <u>Annex 2</u> will be annexed to the revised Rules of Procedure of the Bureau and may be reviewed and amended by Council from time to time as required. In the spirit of Article 49 of the Statutes, which requires that the Bureau “shall act on behalf, and under the authority of the Council between meetings of the Council”, all decisions of the Bureau will continue to be subject to the Council’s validation through a no-objection procedure in accordance with existing Regulation 58.</p> <p><i>[The above reforms (A3.2) respond to recommendation 4 of the Universalia report]</i></p> | MT |
| Commission Chair Accountability | |
| A4.1 Clarify in the Regulations that the Commission Chairs report to the President (not the Council itself, as Commission Chairs are part of the Council). | MT |
| A4.2. Clarify in the Regulations that between sessions of the Congress the Commissions report to the Council through the Commission Chairs | MT |
| A4.3. Better oversight by Council of the work of the Commissions through strengthened annual performance reporting by the Chairs to the Council on outputs, outcomes, impact and resources raised against the Commission’s work plan approved at the beginning of each term. This is to be integrated into the overall Union monitoring and reporting framework. (See C1.) | MT |
| A4.4. Strengthen the annual performance evaluation of each Commission Chair to be conducted by the President in the presence of the Director General. | MT |
| A4.5 Conduct once a year a session of Council, with the Director General, to discuss the performance of the Commissions . | MT |
| <i>[The above reforms (A4) respond to recommendation 3 of the Universalia report]</i> | |
| Commission Chair Potential Conflict of Interest | |
| A4.6. All Commission Chairs remain on Council as full members. To avoid possible conflicts of interest, amend the Regulations to require each Commission Chair to recuse themselves from Council discussion and decisions concerning their Commission’s operation Fund and to apply the same protocol to Council’s approval of the draft Commission mandates to be proposed by Council to Congress. By this, it is understood that each Chair is present and make their presentation as appropriate ahead of the President opening the Council discussion on the matter of their Commission’s budget and draft mandate but that they then refrain from intervening in the general discussion. When the discussion is concluded, the President will invite them to respond to the comments made, following which the President will invite the Council to take a decision. The Chairs of the Commissions will recuse themselves from voting. | ST/ MT |
| A4.7. Council is to commission a quadrennial external review of the Commissions including their mandates , as part of the quadrennial “External Review of IUCN’s governance” (see hereafter C4.). The purpose will be to ensure necessary renewal of | MT |

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| existing Commissions and broader renewal of Commissions or other network mechanisms to meet the knowledge generation, expert and Programme delivery needs of the Union. These will have to be done well before the date fixed for filing nominations for Commission Chairs, and possibly mid-way into the 4 year inter-sessional period. | |
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B. Effective Functioning of Council

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| Council Strategic Priorities | Timing |
| B1. Council to develop and approve strategic objectives and priorities for its work, to be adopted at the latest at the second meeting of the Council of the term, together with a 4-year work plan and a proper monitoring mechanism to be reviewed and adjusted, as required, on an annual basis. | MT |
| Council Procedures and Methods | |
| B2.1. Agenda preparation for each Council meeting starts with strategic guidance and priority setting by Council at the end of the previous meeting and subsequently involves the Chairs of the subsidiary bodies of the Council. The President and Director General finalize the draft agenda for Council approval. The agenda indicates (with a colour code) which items constitute strategic direction, oversight or fiduciary responsibility of Council. | ST/ MT |
| B2.2. The mode of Council and subsidiary body meetings/work should go beyond the face-to-face meetings and involve more and improved means for online communication and meetings of smaller groups (with the cost-effectiveness properly analysed). | MT |
| B2.3. Apply a diverse range of meeting methods leading to strategic decision-making and adequately support the Chair (President, Vice-Presidents). | MT |
| <i>[The above reforms (B.2.1 & B.2.2) respond to recommendation 4 of the Universalia report]</i> | |
| Council Secretary | |
| B2.4. Appoint and formalize in the Regulations the function of ' Secretary to Council '. This function provides independent advice and support to the President and Council. Give the Council Secretary the authority to ensure that Council adheres to the provisions in the Statutes and Regulations related to Council. The purpose is to specify in the Regulations that the Senior Governance Manager has the responsibility to service the Council. Following the retirement of the current incumbent, the Director General will appoint the Secretary to Council after consulting the Council and the President with regard to the proposed candidate. | MT |
| Committees, Working Groups, Task Forces – Types, Delegation and Reporting | |
| B3.1. Clarify the nomenclature regarding Council subsidiaries as follows: i) standing committees formed by Council are called Committees ; ii) limited-life bodies formed by Council are Working Groups and submit their report with draft decisions for approval by the Council or the Bureau; iii) limited life bodies formed by a Council Committee are Task Forces and submit their report with draft decisions for approval by the Committee. The membership of the Committees, Working Groups and Task Forces may be drawn from both within IUCN and outside IUCN in accordance with Regulations 59 and 60. | MT |

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| <p>B3.2. In order to clarify the role of Committees, the Terms of Reference of the Committees will be amended to assign and delegate specific functions for which the Committees are given responsibility. The list of functions for which the Committees have responsibility and may propose decisions is presented in the right hand column (green colour) of the table attached hereafter as <u>Annex 2</u>. As with any delegated authority, the Council can always withdraw or modify that delegation.</p> | <p>MT</p> |
| <p>B3.3. Amend the Statutes in order to make the Governance and Constituency Committee mandatory in the same way as the Finance and Audit Committee and the Programme and Policy Committee.</p> | <p>LT</p> |
| <p>B3.4 The Committees of Council, and if necessary the Working Groups of Council, will meet on the first day of Council prior to plenary sessions of Council. The recommendations and proposed decisions of the Committees and Working Groups within their responsibilities (Annex 2) will be circulated to Council members prior to the Council plenary sessions. The Committees or Working Groups may specify issues that they wish to see debated by the full Council or the Bureau.</p> | <p>ST/ MT</p> |
| <p>Councillors and Bureau members will have until the close of business on the first plenary day of the Council meeting to express a desire to reopen the debate regarding any proposed decisions from the Committees and Working Groups. In all other cases, the Council will adopt the proposed decisions of the committees and working groups without debate.</p> | |
| <p>Committees and Working Groups may also hold meetings (either physically subject to the Council-approved budget or electronically) between meetings of Council. Recommendations and draft decisions resulting from these meetings shall be sent to Council or the Bureau (as appropriate) electronically for decision.</p> | |
| <p>B3.5. The terms of reference of the Working Groups and Task Forces should be carefully reviewed by the Governance and Constituency Committee (both those already in existence and any that may be formed in the future) to ensure that the line between governance and management is not blurred.</p> | <p>MT</p> |
| <p>B3.6. Council is to review each WG and TF with a view to reducing the number and incorporating as many of them within existing standing committees; and ensuring that those that are not incorporated into such a committee have a clearly limited duration related to the tasks that they need to fulfil. The terms of Reference of Working Groups and Task Forces shall include a “sunset clause” specifying the duration of their mandate and requiring a specific decision of the Council or the relevant Council Committee to renew or extend their mandate.</p> | <p>MT</p> |
| <p>Strategic Sessions of Council</p> | |
| <p>B4. Once a year the Council as a whole will schedule a dedicated strategic session (half a day) to scan the operating environment in which the Council finds itself and discuss strategic issues including the positioning of the Union and its long term viability. It will document actions to be taken as a result of these discussions and keep these actions under review.</p> | <p>MT</p> |

C. Oversight and reviews

| Strategic Direction and Oversight of the IUCN Programme and Affairs of the Union | Timing |
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| <p>C1. Council will exercise its responsibility for the oversight of all of the affairs of the Union through a comprehensive and coherent “Planning and Reporting Framework”. (Cf. Annex 1 hereafter) The Director General develops and presents to Council the planning and reporting tools that enable Council to fulfil its planning, monitoring and oversight functions.</p> <p><i>[The above reforms (C1) respond to recommendation 6 of the Universalia report]</i></p> | MT |
| <p>C2.1. Ensure that Council's Policy and Programme Committee engages early and plays a lead role in shaping the development of the quadrennial IUCN Programme and taking decisions on the quadrennial programme and the annual work plan. For the Programme this should begin with a full ‘strategy session’ midway through the quadrennium in order to agree priorities and develop a first draft that enables Council to set strategic priorities for the draft Programme for the next quadrennium.</p> | MT |
| <p>C2.2 Amend the Statutes which currently limit Council’s role with regard to Council decision making on the draft IUCN quadrennial Programme to be submitted to Congress by the Director General. A new Article 46 (c) <i>bis</i> should be added in the Statutes which would enable Council to: provide strategic direction in relation to the development of, and to approve the quadrennial draft IUCN Programme for submission to the Congress.</p> | LT |
| <p>C3. Ensure Council, through the PPC, oversees implementation of the One Programme Charter policy including the use of a range of Programme delivery models and mechanisms to leverage capacities and resources of IUCN Members and Commissions and increase IUCN’s reach, influence, and impact in achieving the Programme results. In addition to reporting on the Secretariat’s responsibilities under the One Programme Charter, the annual report will progressively include data on IUCN Members’ implementation of the One Programme Charter as KPI and data collection systems are being developed, and IUCN Members’ engaged over time in fulfilling their reporting requirements.</p> | MT |
| External Review | |
| <p>C4. Ensure that Council commissions an external review of IUCN’s governance at least every four years, to be delivered in time to inform a Council ‘strategy session’ at mid-term. The Terms of Reference and scope of the external review shall be established by Council. They shall include the review of the IUCN Commissions as described in A4.7 above. The Management Response to the external reviews of IUCN’s governance shall be made by the Council with the understanding that with regard to the Commissions, the responsibility for the Management Response shall be shared between Council and the Director General. Provision for review should be included in the IUCN budget.</p> | MT |
| <p>C4.1 This “External Review of IUCN’s governance” shall be distinct from the “External Review” that focuses on IUCN Programme implementation and is commissioned by the Director General every four years for delivery towards the end of each quadrennium. The Director General will consult the Council and be advised on the draft Terms of Reference taking into account the Director General’s responsibility for the implementation of the IUCN Programme as per Article 79 (b) of the Statutes and the Council’s role of approving and reviewing the IUCN Programme. The Council will be informed of the Management</p> | MT |

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| <p>Response to the “External Review” drawn up by the Director General on the understanding that the Council will add its comments on the recommendations of the External Review that might address IUCN governance aspects.</p> <p>C4.2 Include an item in the Agenda for the April 2016 Council meeting for Council to consider the 2015 External Review of IUCN and contribute to the management response regarding recommendations affecting the governance of IUCN.</p> <p><i>[The above reforms (C4) respond to recommendation 1 of the Universalia report.]</i></p> | ST |
| Director General Performance Evaluation | |
| <p>C5. Develop a new Regulation 48 (c) (v) to clarify that the President and Vice-Presidents comprise the evaluation committee of the Director General.</p> <p>C6. Amend Council decision C/76/5 and the Council Handbook in order to specify that Council establishes performance objectives and the President and Vice Presidents assess the performance on an annual basis instead of biannually, and for the results to be reported to Council annually in a closed meeting.</p> <p>C7. Council to agree the performance objectives for the Director General at its April 2016 meeting.</p> <p><i>[The above reforms (C5) respond to recommendation 1 of the Universalia report]</i></p> | <p>MT</p> <p>ST</p> <p>ST</p> |
| Oversight of Strategic Risks | |
| <p>C8. Maintain a risk matrix enabling Council to fully address the range of strategic risks faced by the Union, based on inputs from the Council’s Committees, to include possible changes in the external and internal operating environments. The “Strategic Risk Matrix” synthesising major risks is presented each year to Council by the Director General.</p> <p>C9. The “Strategic Risk Matrix” is distinct from the “Risk Register” which the Head of Oversight has been submitting to the FAC, with the understanding that henceforth the FAC will report to Council the <u>top 10-15 risks with its assessment of their impact and probability.</u></p> <p>C9.1 The Council is yet to clarify what the “Governance Compliance Inventory” should contain in addition to the reports on legal liabilities which the Legal Adviser has been submitting to the FAC, and who should present it to Council.</p> | <p>MT</p> <p>MT</p> |

| Annex 1: Strategic Planning and Reporting Framework for the Union | | | | |
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| Purpose: to enable Council to carry out its strategic direction setting and oversight roles effectively and efficiently | | | | |
| Colour code: green = programmatic, blue = governance, red = financial, purple = evaluation | | | | |
| Union Planning Documents | Monitoring & Reporting | Delegated authority | Focal Point | Frequency |
| IUCN Quadrennial Programme | Outputs and Impacts Report | Council | DG | Annually and at the end of the quadrennium |
| Commissions Annual Work Plans | Outputs and Impacts Report | PPC then Council | Commission Chairs | Annually and at the end of the |

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| Congress Resolutions and Recommendations | Implementation Status Report | PPC annually Council end of Quad. | DG | Annually and at the end of quadrennium |
| Annual Work / Business Plan | Programmes & Projects Status Report | PPC and FAC then Council | DG | Semi-annually (PPC/FAC) Annually (Council) |
| DG Annual Objectives (process specified in C5-C7) | Objectives | Council / President | N/A | Annually |
| Annual Budget | Management Accounts - quarterly | FAC Council | Chief Finance Officer | Quarterly (Chair FAC & Treasurer) Annually (Council) |
| One Programme Charter (under development as specified in C3) | Strength of the Union Indicators | Council | Global Director UDG | Annually |
| Council Quadrennial Work Plan | Key Tasks Reporting | Council | N/A | Annually and at the end of quadrennium |
| Strategic risk matrix (process specified in C8) | Risk matrix updates | Council | DG | Annually |
| (Current) Risk Register (process specified in C9) | Risk Register Updates | FAC / Council | Head of Oversight | Semi-annually |
| Governance Compliance Inventory (process specified in C9) | Governance Compliance Inventory Updates | Council | ? | Semi-annually |
| Evaluations | External and Internal Evaluations | Council (external) DG (internal) | Head of Evaluation and Monitoring | Various |

D. Transparency and independence

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| Council Transparency | Timing |
| D1.1. Revise the Council Transparency Policy in order to incorporate the principle of transparency as the default position whereby the IUCN Council makes official meeting documents freely available, unless there is a valid reason to classify specific documents differently (confidential, deliberative etc.) taking into account best practice of comparable | MT |

| | |
|--|-------------------------------|
| <p>international organizations and cost implications.</p> <p>D1.3. Specify that contact information of Council members (iucn.org addresses) shall be posted on IUCN's website.</p> <p>D1.4. Update the Council Handbook to be consistent with the revised policy.</p> <p>D1.5. Use the possibility set forth in Article 45 of the Statutes to invite observers to its meetings, as appropriate.</p> <p><i>[The above reforms (D1) respond to recommendation 5 of the Universalia report]</i></p> | <p>ST</p> <p>MT</p> <p>MT</p> |
| <p>Council Support and Independence</p> | |
| <p>D2. Establish a Council budget line in the IUCN budget and develop Terms of Reference and criteria for use, with the budget to be decided annually.</p> | <p>MT</p> |

ANNEX 2:

Proposed scheme of distribution of responsibilities between the Council, the Bureau, the Council's Standing Committees (FAC, GCC, PPC) and the Congress Preparatory Committee (CPC).

| Council | | Bureau | | Standing Committee (GCC, PPC, FAC or CPC) | | |
|--|---------------------------|---|------------------------|---|----------------------|-----------|
| Responsibility | Article | Responsibility | Article | Responsibility | Article | Committee |
| Admitting new IUCN Members where there are objections | Stat 6, 9, 46h; Reg 8, 18 | Determining dates and venue of the World Congress | Stat 23 | Informing existing Members of applications for IUCN Membership | Stat 8 | GCC* |
| Handling IUCN Membership suspensions and expulsions | Stat 13d | Proposing amendments to Rules of Procedure of the WCC | Stat 29c | Recognizing Regional and National Committees | Stat 46g Reg 61, 63b | GCC |
| Filling vacancies for President, Treasurer, Councillors and Commission Chairs | Stat 43 Reg 47 | Admitting new IUCN Members with no objections | Stat 9, 46h; Reg 8, 18 | Transferring IUCN Members between Categories | Stat 46h Reg 21 | GCC |
| Giving rulings on policy | Stat 46a | Appointing Councillor from the State where IUCN has its seat | Stat 38e Reg 45b | Approving legal personality of and procedures for National and Regional Committees | Stat 69, 71 | GCC |
| Reporting on and making recommendations to the Members of IUCN and the Congress on any matter relating to the activities of IUCN | Stat 46c | Inviting observers to Council meetings | Stat 45 | Approving the staff rules | Stat 81 | FAC |
| Approving annual programme and budget and monitoring performance | Stat 46d, 79b, 88f Reg 2 | Adopting and publicizing important statements on important issues concerning the objectives of IUCN | Stat 46b | Approving sources of income that are not considered 'high profile risk' and refer those that are to Council | Stat 87 | FAC |
| Reviewing the work, activities and terms of reference of the Commissions | Stat 46e Reg 70 | Approving the DG's annual report, including the finances | Stat 46f, 83 | Commenting on the financial accounts | Stat 88c | FAC |
| Electing Vice-Presidents | Stat 46i Reg 45c | Appointing Commission Steering | Stat 46l, 67 Reg 46, | Establishing procedures for indemnification | Stat 92 | GCC |

| Council | | Bureau | | Standing Committee (GCC, PPC, FAC or CPC) | | |
|---|-----------------------------|--|--------------------------------------|--|-----------|-----------|
| Responsibility | Article | Responsibility | Article | Responsibility | Article | Committee |
| | | Committees | 73, 73bis | of IUCN by any National or Regional Committee | | |
| Appointing and evaluating work of DG | Stat 46j, 79a | Appointing the Legal Advisor | Stat 46n Reg 45d, 87 | Obtaining legal status in countries | Stat 98 | FAC |
| Nominating candidates for President, Treasurer and Commission Chairs | Stat 46k Reg 32, 33, 34, 35 | Appointing the Election Officer | Stat 46p; Rule 15, 20, 74 Reg 28, 29 | Authorizing and scheduling time for meetings held in conjunction with the World Congress | Rule 4 | CPC |
| Appointing Deputy Chairs of Commissions | Stat 46l Reg 46, 73 | Establishing fees for participation in IUCN events | Stat 47 | Inviting non-Members States and organizations as observers to the World Congress | Rule 8 | CPC |
| Selecting the appointed Councillor | Stat 46m; Reg 45a | Authorizing leave of absence from Council | Stat 64 | Defining the terms of reference of the Credentials Committee | Rule 21 | CPC |
| Reporting on decisions that substantially affect the Programme and Budget | Stat 46o, 88f | Convening Regional Conservation Fora | Stat 68 | Opening World Conservation Forum sessions to the public | Rule 30 | CPC |
| Appointing the World Congress Preparatory Committee and a Motions Working Group | Stat 46p | Commenting on Quadrennial draft financial plan | Stat 88e | Giving speaking rights to observers at the World Congress | Rule 40 | CPC |
| Performing other functions conferred by World Congress or Statutes | Stat 46q | Establishing endowment funds | Stat 90 | Communicating candidates for election to the IUCN Members | Rule 75 | CPC |
| Exceptionally taking decisions that are the prerogative of the World Congress | Stat 48 | Consulting on the draft agenda of the World Congress | Rule 45 | Conferring privileges to Honorary Members and Patrons | Reg 44 | CPC |
| Electing Committees and working groups and determining their terms of reference | Stat 50 Reg 59, 60 | Setting the deadline for submission of motions | Rule 49 | Receiving reports of the dissolution of National and Regional Committees | Reg 64bis | GCC |

| Council | | Bureau | | Standing Committee (GCC, PPC, FAC or CPC) | | |
|--|-----------|---|--------------|---|--------------|-----------|
| Responsibility | Article | Responsibility | Article | Responsibility | Article | Committee |
| | | | | (must always be included in the GCC's written reports to Council) | | |
| Maintaining confidentiality of closed meetings | Stat 58 | Approving the template for submitting motions | Rule 54b(x) | Agreeing use of IUCN's name and logo by National and Regional Committees | Reg 65 | GCC |
| Appointing a member of Council as the IUCN Council Global Oceans Focal Person. | Reg 45bis | Deciding the dates for e-voting on motions | Rule 62a | Receive reports of National and Regional Committees (must always be included in the GCC's written reports to Council) | Reg 66d | GCC |
| Suspension or expulsion of Council members | Stat 65 | Establishing groups for setting of dues Cat. A. and proposing Membership dues Cat. B/C. | Reg 22,23 | Authorizing National and Regional Committees to carry out activities in the name of IUCN | Reg 67b | GCC |
| Proposing creation, abolition or subdivision of a Commission | Stat 74 | Setting the deadline for candidates for election as Regional Councillors | Reg 38 | Handling appeals from people denied membership of Commissions | Reg 75 | PPC |
| Assigning responsibilities to Commissions | Stat 75f | Receive written synthesis of Councillors self-assessments from the Vice-Presidents | Reg 48c(iii) | Receiving notice from Commission Chairs of people who will receive Commission awards | Reg 76 | PPC |
| Receive the reports of the Commission Chairs | Stat 77 | Making Council awards for outstanding service to conservation | Reg 43 | Providing any instructions and policy guidelines to the DG with respect to receiving grants, donations and other payments | Reg 88b, 89b | FAC |
| Receiving reports of the DG | Stat 84 | | | Approving requests by the DG to designate | Reg 92d | FAC |

| Council | | Bureau | | Standing Committee (GCC, PPC, FAC or CPC) | | |
|--|---|----------------|---------|--|---------|------------|
| Responsibility | Article | Responsibility | Article | Responsibility | Article | Com mittee |
| | | | | unrestricted funds for special purposes not foreseen in the financial plan | | |
| <i>Provide strategic direction in relation to the development of, and approve the Quadrennial draft IUCN Programme</i> | Statute 88e and add new 46 (c) <i>bis</i> | | | | | |
| Requesting mail ballots of the IUCN Membership | Stat 94 | | | | | |
| Amending the Regulations | Stat 101 | | | | | |
| Responding to Members proposing amendments to the Statutes | Stat 104 | | | | | |
| Proposing amendments to the Statutes | Stat 105a, 106 | | | | | |
| Proposing Council motions to the World Congress | Rule 49, 52 | | | | | |
| Filling vacancies on Council when no candidate is successfully elected by the World Congress | Rule 78b, 79, 79 <i>bisb</i> , 80 | | | | | |
| Approving memoranda submitted on behalf of Members or observers for the World Congress (?) | Rule 86d | | | | | |
| Delivery of the One Programme | Reg 2 <i>bis</i> | | | | | |
| Establishing criteria for the qualities required for the positions of President, Treasurer and Chairs of Commissions. | Reg 31 | | | | | |
| Recommending candidates for Honorary Membership | Reg 41 | | | | | |

| Council | | Bureau | | Standing Committee (GCC, PPC, FAC or CPC) | | |
|--|-----------|----------------|---------|---|---------|------------|
| Responsibility | Article | Responsibility | Article | Responsibility | Article | Com mittee |
| Recommending candidates for Patrons | Reg 42 | | | | | |
| Adopting and amending the Council Handbook and Performance Tools | Reg 48bis | | | | | |
| Challenging the Chair's rulings on points of order | Reg 51 | | | | | |
| Receiving and amending the minutes of Council meetings | Reg 52 | | | | | |
| Receiving and ratifying the decisions of the Bureau | Reg 58 | | | | | |
| Withdrawing recognition of National and Regional Committees | Reg 64 | | | | | |

Proposed amendments to the IUCN Regulations

Approved by the IUCN Council in first reading during its 88th Meeting, April 2016, decision C/88/7

| Existing provisions of the Regulations | Amendments (with track changes) proposed by Council | Proposed new text of as amended (all track changes 'accepted') |
|--|--|--|
| Part V – The Council | Part V – The Council | Part V – The Council |
| | <p><i>Insert a new subtitle and provision as follows:</i></p> <p><u>Council's strategic objectives and priorities</u></p> <p><u>Regulation 44bis</u></p> <p><u>At the latest at the second ordinary meeting following the World Conservation Congress, the Council shall approve strategic objectives and priorities for its work, together with a work plan and a proper monitoring mechanism to be reviewed and adjusted, as required, on an annual basis.</u></p> | <p><u>Council's strategic objectives and priorities</u></p> <p>Regulation 44bis</p> <p>At the latest at the second ordinary meeting following the World Conservation Congress, the Council shall approve strategic objectives and priorities for its work, together with a work plan and a proper monitoring mechanism to be reviewed and adjusted, as required, on an annual basis.</p> |
| <u>Duties of Council Members</u> | <u>Duties of Council Members</u> | <u>Duties of Council Members</u> |
| [...] | [...] | [...] |
| <i>Insert a new provision (v) in Regulation 48 (c):</i> | <i>Insert a new provision (v) in Regulation 48 (c):</i> | <i>Insert a new provision (v) in Regulation 48 (c):</i> |
| Regulation 48 | Regulation 48 | Regulation 48 |
| [...] | [...] | [...] |
| (c) Consistent with all the duties assigned to them under the Statutes, Rules of Procedure and Regulations of IUCN, the Vice-Presidents shall: | (c) Consistent with all the duties assigned to them under the Statutes, Rules of Procedure and Regulations of IUCN, the Vice-Presidents shall: | (c) Consistent with all the duties assigned to them under the Statutes, Rules of Procedure and Regulations of IUCN, the Vice-Presidents shall: |
| [...] | [...] | [...] |

| | | |
|---|---|--|
| | <u>(v) together with the President, constitute the evaluation committee of the Director General.</u> | (v) together with the President, constitute the evaluation committee of the Director General. |
| Part V – The Council | Part V – The Council | Part V – The Council |
| | <i>Add a new subtitle and provision as follows:</i> | <i>Add a new subtitle and provision as follows:</i> |
| | <u>Secretary to Council</u> | <u>Secretary to Council</u> |
| | <u>Regulation 56bis</u> | Regulation 56bis |
| | <u>With the approval of the Council, the Director General in consultation with the President shall appoint a member of the Secretariat staff as the Secretary to Council who shall be responsible for providing independent advice and support to the Council and the President in the exercise of their duties as defined in the Statutes, the Rules of Procedure and the Regulations. The Secretary to Council shall ensure that the provisions of the Statutes, the Rules of Procedure and the Regulations related to the Council and its subsidiary bodies including the Bureau are adhered to.</u> | With the approval of the Council, the Director General in consultation with the President shall appoint a member of the Secretariat staff as the Secretary to Council who shall be responsible for providing independent advice and support to the Council and the President in the exercise of their duties as defined in the Statutes, the Rules of Procedure and the Regulations. The Secretary to Council shall ensure that the provisions of the Statutes, the Rules of Procedure and the Regulations related to the Council and its subsidiary bodies including the Bureau are adhered to. |
| <u>Functions and Composition of the Bureau</u> | <u>Functions and Composition of the Bureau</u> | <u>Functions and Composition of the Bureau</u> |
| Regulation 57 | Regulation 57 | Regulation 57 |
| The Bureau shall act on behalf of Council on any matters that Council may assign to it and any matters that may arise under Article 46 (b) to (p) of the Statutes. | The Bureau shall act on behalf of Council on any matters that Council may assign to it <u>from time to time</u> and any matters that may arise under Article 46 (b) to (p) of the Statutes. <u>In addition, the Bureau shall decide directly on those specific matters assigned to it by the Council as provided for in the list annexed to the Rules of Procedure of the Bureau. The list shall be reviewed from time to time by Council and may be modified.</u> | The Bureau shall act on behalf of Council on any matters that Council may assign to it from time to time and any matters that may arise under Article 46 (b) to (p) of the Statutes. In addition, the Bureau shall decide directly on those specific matters assigned to it by the Council as provided for in the list annexed to the Rules of Procedure of the Bureau. The list shall be reviewed from time to time by Council and may be modified. |
| (a) The Bureau shall consist of the President as Chair, two Vice-Presidents, the Treasurer, one Commission Chair, two Regional Councillors, and the Chairs of the Programme and Policy Committee, the | | |

| | | |
|--|---|---|
| <p>Finance and Audit Committee and the Governance and Constituency Committee. [...]</p> <p>(b) The Commission Chairs shall elect their representative to the Bureau at the beginning of the term of Council and again at midterm, it being understood that any such representative who served for the first half of the term will be re-eligible at midterm.</p> <p>(c) The two Vice-Presidents and two Regional Councillors shall serve only through the first half of the term, and for the second half of the term shall be replaced by Councillors from other Regions and the two other Vice-Presidents.</p> <p>(d) Should a vacancy occur, the Council shall appoint a replacement.</p> <p>(e) The Council shall define the rules of procedure of the Bureau.</p> | <p>[...]</p> | <p>[...]</p> |
| <p><u>Committees and Working Groups</u></p> <p>Regulation 59</p> <p>Committees and working groups may be established by the Council. A committee shall be a temporary or standing body with terms of reference more limited than those of the Council. A working group shall be a temporary body with a specific and limited mission. In general, the subject matter of a committee or working group shall not be within the mandate of a Commission. The terms of reference, leadership, composition and duration of committees and of working groups shall be</p> | <p><u>Committees, and Working Groups and Task Forces</u></p> <p>Regulation 59</p> <p>(a) Committees and working groups may be established by the Council. A committee shall be a temporary or standing body <u>including but not limited to the standing committees referred to in Article 50 of the Statutes</u>, with terms of reference more limited than those of the Council. A working group shall be a temporary body with a specific and limited mission <u>which shall submit its report to Council, as the case</u></p> | <p><u>Committees, Working Groups and Task Forces</u></p> <p>Regulation 59</p> <p>(a) Committees and working groups may be established by the Council. A <u>committee</u> shall be a standing body including but not limited to the standing committees referred to in Article 50 of the Statutes, with terms of reference more limited than those of the Council. A <u>working group</u> shall be a temporary body with a specific and limited mission which shall submit its report to Council, as the case may be, with recommendations. A <u>task force</u> shall be a</p> |

determined by the Council. Once established, working groups or task forces may alter their composition provided this has no adverse impact on the approved budget. The Council may only delegate authority to any committee to act on its behalf for specific purposes, when the majority of the members of the committee are members of the Council.

may be, with recommendations. A task force shall be a temporary body established by a committee and shall submit its report to the committee, as the case may be, with recommendations.

- (b) In general, the subject matter of a committee or working group shall not be within the mandate of a Commission. The terms of reference, leadership, composition and duration of committees and of working groups shall be determined by the Council and, in the case of task forces, by the committee concerned. The terms of reference of working groups shall explicitly require a new decision of the Council or, in the case of task forces, of the committee concerned, in order to renew or extend their mandate. Once established, working groups or task forces may alter their composition provided this has no adverse impact on the approved budget.
- (c) The Council may only delegate authority to any committee or working group to act on its behalf for specific purposes, when the majority of the members of the committee or working group are members of the Council.
- (d) The committees, and if necessary the working groups, will meet prior to the plenary sessions of the Council. The committees and working groups will transmit their recommendations and proposed decisions to the Council prior to the Council plenary sessions, specifying the issues, if any, they wish to see debated by the full Council. Council members will have until the close of the business on the first plenary

temporary body established by a committee and shall submit its report to the committee, as the case may be, with recommendations.

- (b) In general, the subject matter of a committee or working group shall not be within the mandate of a Commission. The terms of reference, leadership, composition and duration of committees and of working groups shall be determined by the Council and, in the case of task forces, by the committee concerned. The terms of reference of working groups shall explicitly require a new decision of the Council or, in the case of task forces, of the committee concerned, in order to renew or extend their mandate. Once established, working groups or task forces may alter their composition provided this has no adverse impact on the approved budget.
- (c) The Council may only delegate authority to any committee or working group to act on its behalf for specific purposes, when the majority of the members of the committee or working group are members of the Council.
- (d) The committees, and if necessary the working groups, will meet prior to the plenary sessions of the Council. The committees and working groups will transmit their recommendations and proposed decisions to the Council prior to the Council plenary sessions, specifying the issues, if any, they wish to see debated by the full Council. Council members will have until the close of the business on the first plenary day of the Council meeting to express a desire to reopen the debate regarding any

| | | |
|---|--|--|
| | <p><u>day of the Council meeting to express a desire to reopen the debate regarding any proposed decisions from the committees and working groups. In all other cases, the Council will adopt the proposed decisions of the committees and working groups without debate.</u></p> <p>(e) <u>Committees and working groups may also hold meetings (either physically subject to the Council approved budget or electronically) between meetings of the Council. Recommendations and proposed decisions resulting from these meetings shall be sent to the Council or the Bureau, as appropriate, electronically for decision.</u></p> | <p>proposed decisions from the committees and working groups. In all other cases, the Council will adopt the proposed decisions of the committees and working groups without debate.</p> <p>(e) Committees and working groups may also hold meetings (either physically subject to the Council approved budget or electronically) between meetings of the Council. Recommendations and proposed decisions resulting from these meetings shall be sent to the Council or the Bureau, as appropriate, electronically for decision.</p> |
| <p>Part VII - The Commissions</p> <p>[...]</p> <p><u>Commission Operations</u></p> <p>Regulation 78</p> <p>(a) Each Chair, assisted by the Steering Committee, shall lead the activities of the Commission. The Chair is entitled to act in the name of the Commission and may delegate specified responsibilities to the Deputy Chair, to members of the Steering Committee or to other members of the Commission.</p> <p>(b) Consistent with Article 60 of the Statutes, the Chairs of the Commissions, when exercising their duty under Article 46(d) of the Statutes, shall refrain from participating in the discussion and voting on the</p> | <p>Part VII - The Commissions</p> <p>[...]</p> <p><u>Commission Operations</u></p> <p>Regulation 78</p> <p>[...]</p> <p>(b) Consistent with Article 60 of the Statutes, the Chairs of the Commissions <u>respective Commission Chair</u>, when exercising their duty under Article 46(d) of the Statutes, shall, <u>after presenting to Council their</u></p> | <p>Part VII - The Commissions</p> <p>[...]</p> <p><u>Commission Operations</u></p> <p>Regulation 78</p> <p>[...]</p> <p>(b) Consistent with Article 60 of the Statutes, the respective Commission Chair, when exercising their duty under Article 46(d) of the Statutes, shall, after presenting to Council their proposal on the Commission</p> |

| | | |
|---|---|--|
| <p>Commissions Operation Fund.</p> <p>(c) The President and each Commission Chair, in the presence of the Director General, shall undertake an annual appraisal of the performance of each Commission and its Chair in relation to the annual work plan and the mandate of that Commission.</p> | <p><u>proposal</u> on the Commission Operation Fund <u>for their respective Commission</u>, refrain from participating in the <u>subsequent discussion</u>, <u>unless the President rules otherwise</u>, and <u>recuse themselves from voting on this matter</u>. <u>The same protocol will be followed for the Council decisions concerning approval of draft Commission mandates</u>.</p> <p>(c) <u>The Commission Chairs are accountable to the President</u>. The President and each Commission Chair, in the presence of the Director General, shall undertake an annual appraisal of the performance of each Commission and its Chair in relation to the annual work plan and the mandate of that Commission.</p> | <p>Operation Fund for their respective Commission, refrain from participating in the subsequent discussion, unless the President rules otherwise, and recuse her or himself from voting on the matter. The same protocol will be followed for the Council decisions concerning approval of draft Commission mandates.</p> <p>(c) The Commission Chairs are accountable to the President. The President, in the presence of the Director General, shall undertake an annual appraisal of the performance of each Commission Chair in relation to the annual work plan and the mandate of that Commission.</p> |
| | <p><i>Insert a new provision:</i></p> <p><u>Regulation 78bis</u></p> <p><u>The Commissions are accountable to the Council between sessions of the Congress. In line with Article 77 of the Statutes, the Commissions through the Chairs present an annual report to the Council on outputs, outcomes, impact and resources raised against the Commission's work plan approved by Council at the beginning of each term.</u></p> | <p>Regulation 78bis</p> <p>The Commissions are accountable to the Council between sessions of the Congress. In line with Article 77 of the Statutes, the Commissions through the Chairs present an annual report to the Council on outputs, outcomes, impact and resources raised against the Commission's work plan approved by Council at the beginning of each term.</p> |

Strategic Planning and Reporting Framework

Approved by the IUCN Council, 88th Meeting, April 2016, decision C/88/7

As requested by the Bureau of Council¹, the Secretariat has reviewed the proposed Strategic Planning and Reporting Framework and produced an annotated table ([Annex 1 hereafter](#)) showing which reports are currently available, which are under development and where further discussion is warranted.

Based on ongoing planning, monitoring and reporting work, the Secretariat will refine interessional and annual planning and reporting (programme and financial) to better emphasize results and impact while demonstrating implementation and progress against the Sustainable Development Goals. Reporting on the One Programme Charter will aim to show Members' contribution to the IUCN Programme and implementation of the Resolutions and Recommendations.

Starting in 2017, the Programme and Project Portal will be the IT solution for project planning, management and reporting. The Portal will deliver a comprehensive portfolio monitoring platform, which will track delivery, compliance, results and expenditures. Results and impacts will be recorded and rolled up from individual projects to show global progress against the indicators of the IUCN Programme 2017-2020 and the Sustainable Development Goals. The Programme and Project Portal will initially be used by the Secretariat and future updates will enable reporting functionality for Members.

The emphasis on results and impacts related to the Sustainable Development Goals represents a fundamental shift in the way that IUCN plans and reports on its work as position's IUCN as a key leader for a significant portion of the SDGs. This will allow IUCN to draw on publicly available datasets to demonstrate its contribution to the SDGs

New planning and reporting work has started in the areas of DG's objectives, the Council workplan, a Strategic Risk Matrix and refinement of reporting under the Risk Register.

Noting that "C9.1 The Council is yet to clarify what the "**Governance Compliance Inventory**" should contain in addition to the reports on legal liabilities which the Legal Adviser has been submitting to the FAC, and who should present it to Council,"² this has not been included in the annotated table.

¹ Decision B/66/2 of the Bureau of the IUCN Council, 66th meeting, 19 February 2016

² See section C9.1 of Appendix 2 of Bureau decision B/66/2

Annex 1: Annotated Strategic Planning and Reporting Framework

| Council requirement | Report | Type | Delegated authority | Focal point | Frequency | Status | Additional work required |
|--|--|---------------------------------|------------------------|-----------------------------|-------------------------------|--|--|
| Intersessional (quadrennial) Programme | Intersessional Programme | Planning document | Council | DG | Every four years | Normally produced every four years | Increased emphasis on results & impact, alignment with SDGs, use of Project Portal |
| | Outputs, (results) and Impact report | Monitoring & reporting document | Council | DG | Every four years | Normally produced in DG report to WCC | Increased emphasis on results & impact, alignment with SDGs, use of Project Portal |
| Commission planning and reporting | Commissions' workplans | Planning document | PPC, then Council | Commission Chairs | Annually and every four years | Normally produced annually and every four years (often jointly with Secretariat) | Refinement of planning tools to meet Commission needs |
| | Output, (result) and Impact | Monitoring & reporting document | PPC, then Council | Commission Chairs | Annually and every four years | Normally produced annually | Align Commission Reports in Council to annual reports |
| Congress Resolutions and Recommendations | Congress Resolutions and Recommendations | Planning document (WCC output) | Council | DG | Every four years | Normally produced – Proceedings of the World Conservation Congress | Could be more aligned to Programme workplan |
| | Implementation status report | Monitoring & reporting document | PPC, then Council | DG | Annually and every four years | Normally produced annually | Could be more aligned to Programme reporting |
| Annual workplan and Budget (combines two requirements) | Annual workplan and budget | Planning document | PPC, FAC, then Council | DG, Chief Financial Officer | Annually | Normally produced annually | Ensure alignment of plans to SDGs |
| | Programme and Projects Status Report | Monitoring & Reporting document | PPC, then Council | DG | Annually | Normally produced, covering progress against global results and priorities | Align reporting to global results, targets and indicators; align to SDGs |
| | Management accounts | Monitoring & reporting document | FAC, then Council | DG, CFO | Quarterly (proposed) | Normally produced twice per year | Decide whether to move to a quarterly report |

| Council requirement | Report | Type | Delegated authority | Focal point | Frequency | Status | Additional work required |
|---------------------|-----------------|-------------------|---------------------|-------------|-----------|----------------------------|--------------------------|
| One Programme | Annual workplan | Planning document | Council | DG | Annual | Normally, planning for One | Enable planning through |

| | | | | | | | |
|-------------|----------------------------------|---------------------------------|----------------|------------|--------|---|---|
| Charter | | | | | | Programme engagement included in Annual workplan | the Project Portal |
| | Strength of the Union indicators | Monitoring & reporting document | Council | DG | Annual | Normally, included in Annual Report to Council by the Secretariat | Refine One Programme Indicators; enable reporting by Members through Portal |
| Evaluations | Report on Evaluations | Monitoring & reporting document | Council and DG | Head, PM&E | Annual | Normally produced annually or on demand | Clarify reporting expectations |

Other organizational planning and reporting

| Council requirement | Report | Type | Delegated authority | Focal point | Frequency | Status | Additional work required |
|--------------------------------|---|---|---------------------|-----------------|----------------|---|---|
| DG's Performance | DG's annual objectives | Planning document | Council | DG | Annual | Starting in 2016 | |
| | Report on DG's annual objectives | Monitoring & reporting document | Council | DG | Annual | Starting in 2017 | |
| Council planning and reporting | Council quadrennial workplan | Planning document | Council | Council | Annual | Starting in 2017 at first Council meeting | Produce a workplan |
| | Key tasks reporting | Monitoring & reporting document | Council | Council | Annual | Starting in 2018 | Assign responsibility for tracking and coordinating preparation of a report |
| Strategic risk | Strategic risk matrix (in DG's report to Council) | Planning document + Monitoring & reporting document | Council | DG | Annual | Starting in 2016 | TBD |
| Risk Register | Risk register & updates | Planning document + Monitoring & reporting document | FAC, Council | Head, Oversight | Twice per year | Normally produced | Identify top 10-15 risks |



The IUCN Council's Policy on Transparency

Approved by the IUCN Council at its 73rd meeting (decision C/73/15¹, November 2009), modified at its 83rd meeting (C/83/9, May 2014) and at its 88th meeting (C/88/7, April 2016)

1. The work of the Council shall be conducted with transparency, where information is made freely and proactively available to IUCN Members, and to its stakeholders and the public, with specific exceptions clearly articulated below. Supported by relevant Resolutions of the IUCN World Conservation Congress², the IUCN Council recognizes that **transparency and accountability** are of fundamental importance to achieving IUCN's mission which is "to influence, encourage and assist societies throughout the world to conserve the integrity and diversity of nature and to ensure that any use of natural resources is equitable and ecologically sustainable", and are critical for enhancing good governance.

At the same time, the IUCN Council endeavors to strike an appropriate balance between, on the one hand, the need to ensure transparency and, on the other hand, the need to preserve the integrity of its own deliberative processes by facilitating and safeguarding the free and candid exchange of ideas among its members, and to protect the confidentiality of certain information.

2. In accordance with this necessary balance, the IUCN Council's Transparency policy is based on the following **Principles**:

- Maximizing access to information
- Setting out a clear list of exceptions to safeguard the deliberative process and protect certain confidential information
- Providing clear procedures for making information available.

3. The **Policy**

The IUCN Council allows access to all information pertaining to its work or that of its Bureau, provided it does not fall under the list of exceptions (Hereafter in Point 4).

4. The **Exceptions**

- (a) Deliberative information: the IUCN Council, like any board, needs space to consider and debate, away from public scrutiny. It generally operates by consensus, and it needs room to develop that consensus. During the process it seeks, and takes into account, the input of many stakeholders; but it must preserve the integrity of its own deliberative processes by facilitating and safeguarding the free and candid exchange of ideas among its members.

Therefore, the IUCN Council does not provide access to:

- Information including emails, notes, letters, draft reports, or other documents exchanged during the course of its deliberations and that of its Bureau,

¹ Follow-up to paragraph 1 (b) of [Resolution 4.009](#) of the 2008 IUCN World Conservation Congress.

² [Resolution 3.002](#) of the 2004 IUCN World Conservation Congress; [Resolution 4.009](#) of the 2008 IUCN World Conservation Congress.

committees, working groups and task forces to the extent this information is not included in official Council/Bureau documents bearing the IUCN Council/Bureau document code;

- Financial information and other corporate administrative matters prepared for, or exchanged during the course of the deliberations of the IUCN Council's Finance and Audit Committee to the extent this information is not included in official Council documents;
- Information subject to attorney-client privilege such as the reports and legal opinions of the IUCN Legal Adviser and the reports of the Head of Oversight.

(b) The IUCN Council does not allow access to information whose disclosure could cause harm to specific parties of interests such as: personal information including staff records, appointment, selection and evaluation processes, the proceedings of the Ethics Committee of Council, or information provided in confidence.

5. Implementation aspects of the Policy

The **decisions** of the Council and its Bureau, adopted during meetings or by electronic means between meetings, as well as **all documents approved, annexed to or referred to in these decisions** are posted on IUCN's public website within six weeks from the date they were taken. IUCN Members will receive proactive notice by electronic communication.

Summary minutes of the Council meetings are posted on IUCN's public website following their approval in accordance with Regulation 52. The summary minutes of the Council and the decisions of Council/Bureau meetings will record the individual voting results whenever a vote by roll call is required for a decision or when a member of the Council or the Bureau requests their vote to be recorded.

To keep the financial cost of translation reasonable, only the text of the decisions will be posted in the three official languages of IUCN. Summary minutes and documents approved, annexed to or referred to in Council/Bureau decisions will only be available in the language in which they have been submitted to the Council/Bureau.

6. **Official Council documents** distributed for discussion or consideration (decision) by the IUCN Council or its Bureau, bearing the IUCN Council/Bureau document code, are publicly **available after the end of the Council/Bureau meeting** concerned, once they have been finalized. They are normally posted on IUCN's public website, in the language in which they have been submitted, at the time of publication of the Council/Bureau's decisions resulting from the Council/Bureau meeting concerned.

7. The following official Council documents are **posted in the Union Portal accessible to all IUCN Members before the Council meeting** in order to enable Council members to consult with relevant internal/external stakeholders in advance of the Council meeting:

- The Draft Agenda of the forthcoming Council meeting
- The Draft IUCN Programme for the next term
- The draft IUCN Work Plan and Budget for the following year
- Draft policies or policy guidance prepared for Council's decision.

The IUCN membership will receive proactive notice of the availability of these documents.

The Draft Agendas of Council meetings will be made available in the three official languages of IUCN. The other documents listed above will be made available in the language in which they have been submitted to the Council.

8. Information that is publicly available under this Policy and is not on IUCN's public website will be made available upon request. Requests must be made by email to the IUCN Secretariat (membership@iucn.org) and specify the titles or document codes of the document(s) concerned. Documents (in pdf format) will only be communicated by email.



WORLD CONSERVATION CONGRESS 2016
1–10 September 2016, Hawai'i, United States of America

**Proposed amendments to the IUCN Statutes:
Enhanced practice and reforms of IUCN's governance**

Action Requested: The World Conservation Congress is invited to CONSIDER the amendments to the Statutes proposed by the IUCN Council under Article 105 (a) of the IUCN Statutes in the context of Council's initiative to improve IUCN's governance.

MOTION

The IUCN World Conservation Congress,

Adopts the following amendment to the IUCN Statutes:

- i) Amend Article 46 of the IUCN Statutes by inserting a new paragraph (c) as follows and renumber all subsequent paragraphs accordingly: (existing text, if any, to be removed in ~~strike through~~; proposed new text *in blue italics*)

The functions of the Council shall be *inter alia*:

[...]

- (c) *to provide strategic direction in relation to the development of, and to approve the quadrennial draft IUCN Programme for submission to the Congress;*

[...]

- ii) Amend Article 50 (a) of the IUCN Statutes as follows: (existing text, if any, to be removed in ~~strike through~~; proposed new text *in blue italics*)

- (a) The Council may appoint committees and working groups, including but not limited to the Programme and Policy Committee, ~~and~~ the Finance and Audit Committee *and the Governance and Constituency Committee*, and in any such appointments it shall seek to reflect the geographic and other diversity of IUCN.

[...]

EXPLANATORY MEMORANDUM

1. Further to the "External Evaluation of Aspects of IUCN's Governance" (Final report, Universalia, November 2015) which it had commissioned in 2015, the IUCN Council initiated a number of reforms and enhanced its practices with a view to strengthening its role to set strategic direction for the Union and provide oversight as required by Article 37 of the Statutes. The External Evaluation and Council's Response to its recommendations can be viewed [here](#).
2. Some of the reforms led to amendments of the IUCN Regulations, others to a revision of the Council Handbook, the Rules of Procedure of the Bureau of the IUCN Council or

decisions of the Council e.g. to approve an updated Planning and Reporting Framework and revised Transparency Policy of Council. The decisions of the 88th Council meeting (April 2016) in this regard can be viewed [here](#).

3. The IUCN Council will report with more detail on the scope and expected results of these reforms in its Report to the 2016 World Conservation Congress: see Congress document WCC-2016-1.5/1.

Amendment to Article 46 of the IUCN Statutes

4. One of the main instruments for the IUCN Council to set strategic direction for the Union is through the development of the IUCN Programme for the following 4-year term.

The current IUCN Statutes define as one of the functions of the Congress “to consider and approve the programme and financial plan for the period until the next ordinary session of the World Congress” [Article 20 (e)] and further that the “Director General shall [...] submit to each ordinary session of the World Congress for approval, a draft programme and financial plan for the period until the next ordinary session of the World Congress, together with the comments of the Treasurer and the Council”. [Article 88 (e)]

At least since the last term, the IUCN Council has, through its Policy and Programme Committee, engaged early and played a lead role in shaping the development of the quadrennial IUCN Programme, working together with the Secretariat in providing a first draft for the IUCN Programme of the next term for consultation with all IUCN Members online and through the Regional Conservation Forums, and taking Members’ input into account, and deciding on the final draft to be forwarded to the Congress for adoption. From the next term onwards, the IUCN Council will begin with a full ‘strategy session’ midway through the quadrennium, i.e. in 2018, in order to agree priorities and develop a first draft that enables Council to set strategic priorities for the draft Programme for the next quadrennium.

In line with the current practice and in order to consolidate Council’s role to set strategic direction with regard to the IUCN Programme, it is proposed to include it explicitly in Article 46 of the Statutes which defines the functions of the Council.

Amendment to Article 50 of the IUCN Statutes

5. Based on experience, the Council considers it good practice to work with three standing committees: the Programme and Policy Committee, the Finance and Audit Committee and the Governance and Constituency Committee.

Both the Programme and Policy Committee and the Finance and Audit Committee have been mentioned in Article 50 (a) of the IUCN Statutes as essential for its work.

The IUCN Council would also like to see the Governance and Constituency Committee listed in this regard and proposes to amend Article 50 of the IUCN Statutes.