



# Council Handbook and Performance Tools

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## Foreword

Issues of IUCN's governance have been a topic of debate in the Union since the mid-seventies. Concerns over governance issues led to the decision in the 1994 General Assembly to undertake a thorough review of the Statutes, Regulations and Rules of Procedure for World Conservation Congresses. The revised body of laws addressed many of the areas of concerns and for ten years has served the Union well.

After 1996, the momentum for governance reform shifted to Council. The role of Council, the Commissions, the Director General, the Secretariat, and the shape and format of the World Congress itself began to be re-examined. Both external and internal reviews concluded that the governance structures of IUCN, and particularly its Council and Commissions, were no longer adequate in their present form to serve the Union in meeting current and future conservation challenges.

The 2000–2004 Council decided that it was time for action. It appointed an Interim Committee on Governance at its first meeting in Amman in 2000, and in the following year a Governance Task Force was appointed and mandated to examine the governance structures of the Union, consult broadly with Members and other key constituents, and to make recommendations to Council for reform.

The Task Force noted from the start that while the Congress is the supreme decision-making body in IUCN, it is in fact Council that is at the heart of the Union's governance system. Council is entrusted with overseeing the implementation of the Congress' decisions for the relatively long periods between meetings of the Members' Assembly. It was clear to the Governance Task Force that IUCN's Council was not measuring up to that challenge. The Task Force identified a range of problems affecting the efficiency and effectiveness of Council's work.

Council concluded that it must streamline its functioning by making more effective use of Bureau as the Council's Executive Committee. If Bureau were to, on behalf of Council, take up the bulk of Council's fiduciary responsibility and routine oversight and management, this would enable the Council to focus on the strategic leadership of the Union and on strengthening its policy-making role, both of which had been neglected.

Council also acknowledged that newly elected Councillors come to Council without a clear understanding of the roles they are to play. To address this, the Governance Task Force developed this *Handbook and Performance Tools* for Council members, which was accepted by Council at the 58<sup>th</sup> Meeting of Council, June 2003.

I believe that in the years of Councils to come, the Handbook will prove to be an invaluable guide in helping Councillors to better understand the role they are expected to play, to better appreciate the duties and responsibilities they take on in becoming a member of Council, and to better perform their tasks as Council members. In turn, it is expected that future Councils will improve the Handbook as needed.

The Council has taken a bold and innovative step in preparing and approving this work. I am proud that the Council has so courageously accepted the challenge to improve itself. I commend the *Handbook and Performance Tools* to present Council members, to those who seek election to Council and to all future members of Council of IUCN.

*Yolanda Kakabadse,  
President, IUCN (1996-2004)*

# 1. Introduction

The IUCN *Council Handbook and Performance Tools* provide guidance for Members on the role, composition and structure of Council, the role of the President and Vice-Presidents and individual Council members, along with suggestions on ‘best practice’ in carrying out Council responsibilities. The Handbook draws on the governance work of past Councils and the experience of present Councillors to guide new members in becoming effective Councillors. It does not seek to cover every aspect but to focus on those issues that Councillors themselves have found most important and challenging.

The Handbook also provides innovative tools for self-assessment of Council’s performance and evaluation of the performance of the Director General. It gives advice on managing the selection process for the Union’s chief executive officer, and provides the terms of a Performance Commitment by Councillors, so that members can understand from the outset what Council will require of them.

Work on this Handbook has been carried out by the Governance Task Force created within Council in 2001 and chaired by Lynn Holowesko. The first draft was written by Johan Holmberg. It was reviewed by Nicholas Robinson as Legal Adviser at the time and most recently by Giuseppe Zaccagnini as current Legal Adviser. Secretariat support was coordinated by Nancy MacPherson, Head of the Monitoring and Evaluation Unit. Peter Hulm was editorial adviser, with proof-reading by Deborah Murith and design by Nikki Meith.

This Handbook is based on material published in Reference Guides by the Consultative Group on International Agricultural Research (CGIAR) with assistance from the National Center for Non-profit Boards (NCNB) in the United States.\*

It should be noted that the Handbook does not replace any of the provisions of the Statutes, Rules and Regulations. Wherever an inconsistency may occur, the Statutes, Rules and Regulations shall govern.

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\* These guides come in seven volumes: Volume 1: The Role, Responsibilities, and Accountability of Center Boards of Trustees; Volume 2: The Role of the Board Chair; Volume 3: Creating a Well-Balanced Board; Volume 4: Building Effective Board Committees; Volume 5: Choosing a Director General: the Search and Selection Process; Volume 6: Evaluating the Director General: the Assessment Process; Volume 7: Board Self-Assessment.

## 2. The Role and Basic Responsibilities of the IUCN Council

### 2.1 The Role of the IUCN Council

The boards of non-profit organizations play a number of crucial roles, including functional, legal and symbolic roles. The IUCN Council operates within a similar context in contributing to the success of the Union.

With the purpose of facilitating communication about Council's role in IUCN, the Council, at its 73<sup>rd</sup> Meeting in November 2009, has defined the primary role of Council, within the boundaries of the current IUCN Statutes, as follows:

1. Set strategic direction and policy guidance for the work of the Union in line with decisions of the World Congress;
2. Provide oversight and general control of the performance of the Union as a whole and of the Director General, encouraging coherence among its component parts;
3. Fulfil its fiduciary responsibilities to the Members of the Union and render account to them on the achievement of the Union's objectives;
4. Determine policy, guidelines and statements on important issues and communicate these to IUCN and the world community.

The establishment of Council as a "component" of IUCN is mandated by the Statutes, Part IV, Article 15 (b). Additionally, Part VI, Article 37 provides that "subject to the authority of the World Congress, the Council shall have responsibility for the oversight and general control of all the affairs of IUCN".

Council is charged with functional and fiduciary responsibilities that require its involvement in oversight activities, the assignment of certain tasks to staff, and ongoing evaluation and management. Council, therefore, needs among its members people with relevant experience, expertise, and dedication. In addition, a structure and a process are required that enable Council to discharge its responsibilities and to access the information that will enable it to carry out these tasks.

Council also functions in a symbolic role – one that is hard to measure but critical to the credibility of IUCN and its work. Through a variety of means, primarily its wide geographical representation and a reputation for objectivity and competence, Council conveys important assurances to the wider community of stakeholders, including donors, partners, beneficiaries, Member organizations and others, that the work of the Union is sound. The goodwill of external stakeholders and the reputation of IUCN rest with Council as well as with staff and the Commissions.

It is necessary that Council function effectively in each of these dimensions. It is the role of Council to ensure organizational continuity, to provide a level of oversight that ensures IUCN's programmes advance the mission of IUCN, to oversee the implementation and administration of policies within the parameters of the guidelines established by the World Conservation Congress, and to ensure effectiveness and accountability to IUCN Members, donors and others.

Council also commits to apply its authorities and respect those of the Director General, and to maintain an effective relationship with the Director General and Secretariat staff. At its 73<sup>rd</sup> Meeting, Council requested the Director General and Secretariat staff to work to the same purpose, through:

- A shared sense of partnership, trust and mutual support;
- Clarity of and respect for the respective authority and responsibilities of Council and the Director General;
- Maintaining the highest professional and ethical standards;
- Review and update the evaluation policy in consultation with Council.

Successful functioning of Council requires the participation of competent Members who recognize and carry out their responsibilities, are adequately informed, do their homework, and work as a team under effective leadership. Council must be composed of individuals with appropriate membership affiliation and scientific, managerial or policy expertise, who are willing and able to make their influence and knowledge available to the wider group. To maintain organizational integrity and to guarantee that the actions of Council are in the best interests of IUCN, Council Members need to understand and abide by their collective and individual responsibilities to avoid conflict of interest. Council Members are required by the Statutes to serve in their individual capacities and not as representatives of particular organizations or authorities, while bearing in mind that they represent the IUCN membership between Congresses<sup>1</sup>. The policies and practice of Council must reinforce this obligation.

Council Members are expected to focus on their role in the governance structure of IUCN, always keeping in mind the overall mission of the Union, in addition to the Statutory requirements indicated in Annex II.

## 2.2 Basic Responsibilities of Council

The mandate of the Union is wide and multifaceted. The responsibilities outlined in this section have broad application to the work of Council and should be viewed as the basis for good practice.

Council is charged with interpreting policy established by the World Conservation Congress, and with monitoring the performance of IUCN's management in carrying out that policy. Fifteen specific Council responsibilities are discussed below in three categories – its institutional role, its oversight responsibility with regard to the good functioning of the organization, and best practices to improve its operations.

*The first responsibilities relate to Council's institutional role:*

### 2.2.1 SCHEDULE AND CONVENE THE WORLD CONSERVATION CONGRESS

Under the Statutes (Article 23) the Council determines the date and venue for convening IUCN's main policy-setting body, the World Conservation Congress

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<sup>1</sup> Article 61 provides that “[n]o member of the Council may vote on any matter in which that member or a close relative has any legal or financial interest”; and Article 62 provides that “members of the Council shall serve IUCN in their personal capacities and not as representatives of their respective States or organizations”.

(after considering the suggestions of Members, usually delivered through the Director General). It appoints a Preparatory Committee, Election Officer and a Resolutions Working Group in preparation for Congress (see Regulations Paragraphs 28 and 29). Most of the administrative work for the Congress is carried out by the Preparatory Committee, made up of Council members and a representative of the host government and supported by the Secretariat. Council can call an extraordinary session of the World Conservation Congress if it considers this necessary (Article 25 (b)).

Council nominates the IUCN President, Treasurer and Chairs of Commissions for election by Congress after considering the proposals of the Members. IUCN Members may also make nominations for President directly to the World Conservation Congress in accordance with Article 27 of the Statutes. The Regulations provide for Council to establish criteria for the qualities required for these posts (Paragraph 31 of the Regulations), and set a limit of not more than two nominations for President or for Treasurer (Paragraph 32). At the same time, Council is required to ensure that nominations for President take account of the background of the current Director General and reflect the diversity of IUCN (Paragraph 33).

#### **2.2.2 MAKE RECOMMENDATIONS TO IUCN MEMBERS AND CONGRESS**

According to Article 46 (c) of the Statutes the functions of the Council are also to report and make recommendations to the Members of IUCN and the World Conservation Congress on any matter relating to the activities of IUCN. Council is the only component of IUCN that in addition to IUCN Members, can submit motions for a decision by Congress.

#### **2.2.3 REVIEW AND AMEND IUCN REGULATIONS**

Council may amend the Regulations, as set out in Articles 101–103 of the Statutes.

#### **2.2.4 ADMIT MEMBERS AND TRANSFER MEMBERS FROM ONE CATEGORY TO ANOTHER**

This is one of the functions laid down in Article 46 of the Statutes. The Regulations (Paragraphs 7 through 21) govern applications, the admission process and transfers between membership categories. Council also considers objections to applications. An applicant is required to submit a written statement that it endorses the objectives of IUCN (set out in Articles 2 and 3 of the Statutes). When applications have been challenged, the challenge has usually been on the question of whether applicants do in fact subscribe to IUCN's mission. The Council's Constituency Committee makes recommendations to Council on these issues.

The Council's decision on admission can be appealed to the World Conservation Congress under Statutes Article 10.

#### **2.2.5 RECOGNIZE NATIONAL AND REGIONAL COMMITTEES**

This function is also laid down in Article 46 of the Statutes, with the practical implications set out in Part VI of the Regulations (Paragraphs 61 to 68 inclusive). In practice, much of this work is also the responsibility of the Constituency Committee. Council has a duty to consult with these Committees and their members. Council can authorize Committees to undertake activities in the name of IUCN (Regulation 67 (b)). In turn Committees are required to send a report on their activities to the Director General and the Council once a year (Regulation 66 (d)).

*The following responsibilities concern Council's duty to ensure the smooth functioning of the Union between World Congresses.*

#### **2.2.6 GUIDE IUCN IN ITS MISSION AND PURPOSE**

It is the responsibility of Council to determine and safeguard the mission of IUCN within the parameters established by the World Conservation Congress, and to use the mission as a guide for planning, setting priorities and allocating resources. Mission statements are not static and may need to be reviewed and revised periodically to reflect changes in IUCN's global operating environment. These statements provide the framework within which policy and programmes are conducted and help to motivate Council members to give the time and attention needed for IUCN and its programmes to succeed.

It is important that all Council members understand the mission and purpose of IUCN, and that Council has the opportunity to periodically review and reassess the mission of IUCN. Council may find it appropriate to propose to the World Conservation Congress modifications in IUCN's current mission statement.

#### **2.2.7 INTERPRET IUCN POLICY AND SET GUIDELINES**

Though the World Conservation Congress is the highest policy-making body of IUCN, as specified in the Statutes Article 20 (a), it is the duty of Council "within the general policy of IUCN laid down by the World Congress, to give rulings on policy and to determine complementary policy guidelines" (Article 46 (a)).

This means that Council has an important role to interpret IUCN policy though not to make policy except where matters of urgency arise between World Congress meetings. Council can also propose policy to Congress for approval based on submissions by the Commissions or other components.

In practice, Council has the responsibility between the sessions of the World Conservation Congress every four years in supporting the ongoing needs of management, offering guidance in solving problems as they arise, and establishing short-term policy guidelines for the Union. These may be for scientific, governance- or programme-related policies as well as in finance, audit and human resources matters. Council is also often involved in shaping policy guidelines on relationships between IUCN and other institutions.

#### **2.2.8 HIRE AND OVERSEE THE WORK OF THE DIRECTOR GENERAL**

One of the major responsibilities of Council is to hire and evaluate the performance of the chief executive officer (see Article 46 (j) of the Statutes and Sections 8 and 9 of this Handbook). The role of Director General is particularly important in an international organization such as IUCN, where the members of Council are based all over the world and the logistical challenges of meeting as a group limit the number of Council meetings that can be held. Council relies on the Director General to undertake the day-to-day management of IUCN (pursuant to Article 79 of the Statutes) and to put forward issues to Council for consideration.

It is the responsibility of Council to conduct the search for and hire the best qualified person as Director General. Once he or she is hired, Council must establish with the Director General a process for setting goals and measuring performance on an annual basis (see Section 9).

It is also important that Council conducts itself in a way that supports, rather than undermines, the work of the Director General. Ordinarily, it would not be appropriate for Council to become involved in the day-to-day operations of the Secretariat. There is a fine but necessary line between policy-interpretation and management, and both Council and the Director General must recognize and respect that line.

It is the duty of Council to oversee the work of the Director General (Article 46(j)). Council must ensure that the Union's records are in good order and the annual external audits of the finances have been completed when it reports on its stewardship to the World Conservation Congress.

#### **2.2.9 OVERSEE THE EFFECTIVE MANAGEMENT OF FINANCIAL RESOURCES**

Council carries a fiduciary responsibility for the sound financial management of IUCN (Articles 46 (f) and 83). Day-to-day financial affairs are conducted under the management of the Director General (see Articles 78 and 79), but Council should place prudent limits on IUCN's financial activities and create a system of checks and balances that leads to a high standard of financial accountability. The consistent observance of a high standard is entrusted to one of the standing committees of Council, the Finance and Audit Committee.

To meet its obligations to exercise financial supervision, Council needs full, clearly presented financial information on a regular basis. The Director General is obligated to provide this information. Orientation of Council members should include a presentation on the financial reporting system of IUCN since it is easy to misread financial statements or to fail to see significant details or trends. Council and Secretariat staff need to collaborate on the development of sound financial reporting systems.

A critical role for Council in meeting its fiduciary responsibility is to review and comment upon the annual external audit. The audit is carried out at the request of the Director General as required by the Statutes to assure Council that the financial affairs of IUCN are in order. The accounts are then circulated by the Director General to Members of IUCN with any comments that Council may wish to make (Article 88 (c)).

#### **2.2.10 OVERSEE HUMAN RESOURCES POLICIES AND ISSUES**

Because IUCN is established as an international association of governmental and non-governmental Members, it is particularly important that Council ensures that adequate policies are in place governing employment, compensation, grievances and appeals. Activities need to conform to local and/or international standards in this regard and be negotiated in a way that preserves the reputation of IUCN for prudence and fairness. Policies governing these activities must be reviewed regularly and any arising difficulties brought to the attention of Council, through its Governance Committee.

*Though not laid down expressly by the Statutes, three further roles for Council can contribute to the effectiveness of the Union. These are:*

#### **2.2.11 ENSURE EFFECTIVE ORGANIZATIONAL PLANNING**

Planning is an integral part of the work of the Secretariat, but Council must also be an active participant in the planning process and in subsequent assessments of the

extent to which plans have been implemented. Although the Secretariat will play a large part in crafting planning documents, Council needs to be engaged in the process so that it is encouraged to use these plans as a guideline to setting priorities and allocating resources. A key component of this responsibility is active engagement in the development and assessment of the IUCN Programme (see Programme and Policy Committee in Section 3.6).

#### **2.2.12 MONITOR AND EVALUATE PERFORMANCE**

An important corollary to planning is the regular monitoring and evaluation of the work of IUCN. It is the responsibility of Council to stay informed about programmes and activities, to receive and review evaluation results, and to ask questions relating to the relevance, effectiveness, efficiency and impact of IUCN's work. The monitoring evaluation process should be ongoing and should have as its aim the continuous improvement of the Programme and activities of the Union. Council must create a climate of inquiry that is open and fair, and must avoid an atmosphere that is perceived by Secretariat staff, Commissions and IUCN Members to be negative and risky for them, lest it lead to the concealment of problems and issues that Council and management should tackle.

#### **2.2.13 ASSIST IN MOBILIZING RESOURCES**

Members of Council need to assist in the process of identifying and securing resources for IUCN. As senior and well-respected individuals within their spheres of influence, they should be willing to open doors and support the ongoing resource mobilization activities of the Secretariat. Although day-to-day promotion of fund-raising is primarily the responsibility of the Secretariat, Council members should be ready to assist in particular cases.

*The final set of tasks for Council relates to its own performance:*

#### **2.2.14 ENSURE EFFECTIVE PRACTICE IN COUNCIL**

Council will succeed in meeting its responsibilities by incorporating good practices in its work and sustaining these practices through ongoing internal reflection and improvement. To be effective, Council must organize and conduct itself so as to ensure that it functions successfully, including:

- respecting the statutory legal framework within which IUCN operates, in particular respecting the sovereignty of State Members;
- identifying suitable new candidates for Council membership, as provided by the IUCN Statutes, to fill vacancies or appoint additional Councillors;
- ensuring that members are appointed to Council positions in keeping with their experience and competence, for example Committee Chairs;
- maintaining cordial working relations with other Council members;
- maintaining good working relations with the Director General;
- maintaining good external relationships;
- creating appropriate committees to handle the workload (see Section 6 and Annex I);
- making effective use of the Bureau;

- holding Council meetings in appropriate locations and with sufficient frequency;
- ensuring adequate availability to Council of pertinent information for discussion and decisions;
- enabling the active participation of all Council members at meetings; and
- ensuring the availability to Council of sufficient Secretariat staff and financial resources to enable Council to do its work.

#### 2.2.15 ASSESS ITS OWN PERFORMANCE

Because Council is so critical to the success and effectiveness of IUCN, regular assessment of its performance should be included in the intersessional external review process. Council should also undertake regular self-assessment to fine-tune its practices and make adjustments to enable better performance. Such self-evaluation would instil more confidence among the Council membership and support growth and change elsewhere in the Union. Section 7 and Tool 5 go into more detail on this subject.

## 3. Council Composition and Structure

### 3.1 Diversity and Balance

To maintain a sufficiently broad perspective in policy-making, Council should strive for diversity and balance in its composition. This balance can be largely achieved through the voting process at the World Conservation Congress. However, through the subsequent appointment of up to five additional Councillors, Council can address any remaining imbalances. Members should be drawn from developing countries and developed nations, including donors, in line with this principle. IUCN needs from Council members an understanding of the cultural, socio-political and institutional settings and demands in developing regions to which much of IUCN's work is directed. It equally requires knowledge of best practices of relevant institutions, programmes and management that will advance the work of IUCN. Such expertise is unlikely to be found in every candidate for Council.

In addition, given the dynamic economic and scientific context of its work, IUCN needs to maintain a range of ages and perspectives on Council. Gender aspects are similarly important to the organization, and Council should actively recruit female members as may be necessary to ensure balance in its composition. It is equally important that members are as broadly representative of the IUCN membership as possible. Finally, it is desirable that private sector perspectives be represented on Council.

Furthermore, Regional Councillors are expected to reside in the region they represent with a view to being able to liaise easily with IUCN Members of that region.

### 3.2 Professional Skills and Experience

Council should be composed of a mix of professions, skills and experiences. Every possible effort should be made to maintain a balance of scientific, managerial, State and NGO experience, with, in addition, an understanding of IUCN's history, structure, vision and mission.

**Technical expertise.** The Commission Chairs are members of Council and provide the Council with supplementary technical and scientific expertise in their respective disciplines. They are generally of such standing in their fields as to command the respect of external constituencies and Secretariat staff. They contribute to the deliberations of Council based on the expertise of their expert networks.

**Management.** Council should have a number of members whose background is primarily in areas of financial and corporate management to bring these important perspectives to the work of Council. The Statutes provide that one member must be the Union's Treasurer (Article 38).

**Knowledge of IUCN.** Council should also include members with experience and knowledge of the IUCN system and perspectives from different regions. Some of these individuals may serve in leading capacities in IUCN Member organizations, and they bring to Council views from the worldwide membership of IUCN.

**Appointed Councillors.** The Statutes (Article 38(f)) enable Council to appoint up to five additional Councillors, chosen on the basis of qualifications, interests and skills not already represented on Council by elected Regional Councillors.

### 3.3 Language Skills

The official languages of IUCN are English, French and Spanish (Statutes, Article 100). At Council meetings interpretation is provided at all plenary sessions in these three languages, and official IUCN documents are published in these languages.

However, extensive interpretation services are expensive. Committee sessions are mostly conducted in English without interpretation. Discussions during Council breaks and at social events take place primarily in English. A Councillor without at least good conversational ability in this language will feel at a severe disadvantage. The desirability of proficiency in English is reflected in the Guidelines for Nomination of IUCN Councillors (Tool 1).

### 3.4 Term Limits

Limits to the terms that Councillors can serve enable the membership to renew and revitalize the Council and elect a body that is responsive to the evolving needs of IUCN. Without term limits, the process of replacing Council members could become needlessly personal and political.

Councillors can serve for no more than two consecutive terms in the same office (Article 42). Re-election to a second term is not automatic. The performance of an individual as a Councillor should be considered by IUCN Members before renewing a Councillor's term, as should the need to achieve and maintain an appropriate mix in terms of disciplines, nationality, region, age, experience and gender.

### 3.5 Meetings

The frequency, location, and conduct of meetings are important ingredients to an effective Council. Meetings should be held with sufficient frequency to enable Council to discharge its responsibilities effectively. The Statutes prescribe that the Council must meet at least once a year (Article 51), and the practice has been to meet twice each year. The Rules of Procedure for Council Meetings are given in Paragraphs 50-56 of the Regulations. These provisions are complemented by Council's Rules for Decision-making to be found at Annex II.

### 3.6 Standing Committees

To ensure that sufficient attention is given to the major areas of Council's work, the following four Standing Committees have been created: Constituency Committee, Programme and Policy Committee, Finance and Audit Committee, and Governance Committee. Depending on needs, Council may decide to alter the structure or the mandates of the standing committees. Roles of the four existing Standing Committees have been as follows:

The **Constituency Committee** serves to advise Council on matters relating to the development and engagement of the Union's membership, related structures and Commissions. It is also responsible for recommendations to Council on membership admissions, recognition of National Committees, and policy guidelines for the provision of support to Regional Councillors participating in membership

development in their respective regions. It also monitors outstanding membership dues on behalf of Council.

The **Programme and Policy Committee** advises Council on all aspects of IUCN programmes and projects, taking into account decisions adopted by the World Conservation Congress. It also reviews evaluation results and makes recommendations to Council on IUCN policies related to programme activities. Because of the magnitude of its task, the Programme and Policy Committee is the largest of the standing committees of Council.

The **Finance and Audit Committee** helps Council maintain accountability with respect to financial management practices. Auditing is concerned with monitoring compliance with controls. Finance activities take a forward look at budgets, financial planning, and funding prospects. The Committee is also responsible for recommending policies to Council relating to financial management.

The **Governance Committee** serves to advise Council on matters relating to the effective and efficient governance of IUCN and on any reforms needed to achieve it. This includes improving IUCN's principles of good governance and working closely with IUCN Members, Commissions and the Secretariat to prioritize and fully implement governance-related Resolutions adopted at the World Conservation Congress. The Committee will also advise on Human Resources policy. The Committee will work in close collaboration with all other Committees established by Council. Therefore members of the Governance Committee would also be expected to participate in the other Council Committees. The Governance Committee will convene prior to each ordinary meeting of the Council.

Council should bear in mind geographic balance as well as a balance of expertise when establishing committees. To provide for sufficient performance review and adequate membership rotation, standing committee assignments should be reconsidered at midterm on the basis of self-assessments (see Tool 5). All Standing Committees must have formal written terms of reference that are approved and periodically reviewed by Council. The Council decisions on the terms of reference for the four main committees are appended to the Handbook as Annex I.

### 3.7 Ad Hoc Committees

From time to time, Council may create *ad hoc* committees to handle important matters of a one-time or transitory nature. A prime example is the Preparatory Committee for the World Conservation Congress. Another is a Search Committee for a new Director General, or a Council Nominations Committee prior to each World Congress (it would be the responsibility of this Committee to assist in the process of identifying suitable candidates for the Council to be elected at the forthcoming Congress, using the guidelines adopted by Council for this purpose). Recommendations for building effective committees are elaborated in Section 6.

### 3.8 The Bureau

- (a) According to (revised) Regulation, 57 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 Finance and Audit Committee, the Constituency Committee and the Governance Committee.

- (b) The Commission Chair shall be elected to the Bureau by the Commission Chairs at the beginning of the term and again at midterm, it being understood that any one person who was elected at the beginning and served for the first half of the term will be re-eligible at midterm.
- (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.
- (d) Should a vacancy occur, the Council shall appoint a replacement from among its members. The Council shall define the rules of procedure for the Bureau.

The revised paragraphs (a) and (c) have become effective as from the beginning of the second half of the term 2009-2012, i.e. on 1 January 2011.

At its 73<sup>rd</sup> Meeting (November 2009) Council also approved Terms of Reference and Procedures for the Bureau of Council (decision C/73/15.3.a), specifying that Council should ensure fair geographical and gender distribution in Bureau. The Bureau's Terms of Reference and Procedures are to be found as Annex IV of the present Handbook.

## 4. The Role of the President, Vice-Presidents and the Director General

### 4.1 The Role of the President

Though the Statutes say little about the position of the President compared with that of the Director General, the role of the President of IUCN is of particular importance to the effectiveness of both IUCN and Council. Presidents, usually distinguished conservationists in their own right, are often called upon to represent IUCN to the outside world in controversial issues, to open doors for the organization to high-level representatives of other bodies and governmental authorities, to present the case for conservation and IUCN at global conferences, and to increase IUCN's visibility among non-conservationists by lending their credibility to the Union's cause.

The President may be nominated by Council or by Members for election by the World Conservation Congress (see Section 2.2.1 of this Handbook). However, Council is expected to set out criteria for the qualities required in a President (Regulations Paragraph 31). The requirement in Article 42 of the Statutes, limiting Council members to two consecutive terms in any office, applies to the President as well. The Regulations (Paragraph 47) provide that in the case of a vacancy in the Presidency, Council will fill the position from among the Vice-Presidents.

The President, or a Vice-President standing in for the President, can call a special meeting of Council at any time during the World Conservation Congress as well as whenever necessary (Statutes Article 51). The President usually chairs the Congress (Article 26) and Council meetings (Article 52), and presides over the Bureau (Paragraph 57 of the Regulations). The President plays a major role in setting up Council Committees (see Section 6.3). The same rules regarding commitment and performance that govern individual Councillors also apply to the President.

But perhaps the most critical demand on the President is to develop a positive working relationship with the Director General, who should be able to feel confident enough to bring issues to the President for advice and counsel. Both the President and the Director General should view their mutual relationship as a partnership, and see their mutual effectiveness as linked to the quality of their working relationship.

The President's prime duty is to be an effective Chair of Council and show leadership in the Council's discharge of its Statutory functions. Just as the Director General is responsible for the effective management of IUCN operations and programmes, the President is responsible for the productivity and conduct of Council. The President establishes a model for Council's relationship with the Director General and Secretariat staff, and encourages productive and respectful relationships among Council members. The President helps to focus the Council's attention on the policy and governance needs of the Union by shaping appropriate agendas for Council meetings, ensuring that Council members have the information they need to fulfill their oversight responsibilities, and conducting Council meetings and discussions in a way that leads to constructive decision-making and planning.

Given the international nature of IUCN's work and the logistical challenges of bringing together Council members from distant locations for meetings, the

President should review carefully the leadership and effectiveness of Standing Committees, and how information is communicated between meetings of Council. It is particularly difficult to balance the demands of efficient decision-making with the desire to involve the full Council in this function. The President should ensure that appointments to committees and task forces within Council are made as democratically and transparently as possible, taking also into account the expertise required for the specific tasks. Section 9, on the review of the Director General's performance, suggests that the President should take the lead in defining the assessment process and making clear the parameters of the evaluation.

Within the Union, the President participates on committees, works closely with the Secretariat, and consults as appropriate on Union-wide initiatives. Since the President also plays an important role as an ambassador and representative of IUCN in building relationships with Members as well as with governmental and private sector organizations of importance to IUCN, the President's activities can be particularly significant in relation to programme development and resource mobilization.

## 4.2 The Role of Vice-Presidents

Council can nominate up to four Vice-Presidents from among its members (Article 46 (i) of the Statutes). It is required to pay due regard to geographical distribution and gender balance in its choices. Vice-Presidents can assist the President in many functions, both in Council and in the World Conservation Congress. Nominations to the office of Vice-President can also serve to publicly recognise the services which a member can provide for IUCN outside the Union.

According to Regulations, 57 two Vice-Presidents shall serve on the Bureau through the first half of the term, and for the second half of the term shall be replaced by the two other Vice-Presidents.

The Vice-Presidents assist the President in managing the work of Council, in particular in improving its transparency and accountability, serving as a nominating committee for Bureau and Council committee elections, evaluating Councillors' self-assessments, dealing with inter-Councillor conflicts and other matters at the request of the President (Regulation 48(b)).

## 4.3 The Role of the Director General

The Director General is not a member of Council and may not vote, but he/she is entitled *ex officio* to attend meetings. As the chief executive of IUCN, the Director General presents proposals on management and is expected to give Council the information essential to deliberations as well as to enlighten its members about the operations of IUCN and provide a link between Council and Secretariat staff. In this role, the Director General may be supported by other senior staff from the Secretariat.

## 4.4 Basic Duties of the Director General

It is the responsibility of the Director General to manage the IUCN Secretariat and relations with the Union at large (Article 79 (d) of the Statutes) through:

- programme management, including strategic and operational planning, organizing and coordinating activities, and evaluation;

- financial management, including financial planning and budgeting, fund raising, resource allocation, monitoring and auditing;
- human resource management, such as setting salary scales and benefits, conducting performance appraisals, and hiring professional and support staff;
- information management, including the maintenance of communications, computer services, Web site and library resources;
- administration of HQ, regional and country offices, including operational procedures, and maintaining the infrastructure; and
- external relations with governments, particularly of host States of offices and events, with donors, other conservation organizations and other institutions.

The Director General is also Head of the Secretariat for the World Conservation Congress (Statutes Article 79 (g)).

The Director General plays a significant role in contributing to the effectiveness of Council. He or she has access to information of value to Council deliberations and is responsible for providing such information to Council on a timely basis. Between Council meetings, the Director General also facilitates communications between management and Council, and assists Council committees in the performance of their functions. In this respect, a positive relationship with the President can play a significant part in the Director General's effectiveness.

Council reviews the performance of the Director General under its Statutory obligations in Article 46 (j). An Assessment Process is described in Section 9. It emphasizes that the Assessment Process must assure the Director General of the Council's support in the Union's future development and encourage him/her in developing action plans for future growth.

## 5. Individual Responsibilities of Council Members

### 5.1 Statutory Responsibilities, Liability and Accountability

Councillors have a “fundamental obligation to serve IUCN with diligence and integrity” (Statutes, Article 59). They must disclose any potential conflict of interest, cannot vote on matters where they or their close relatives have any legal or financial interest, and cannot receive any remuneration from IUCN other than reimbursement for costs incurred in the discharge of their duties (Articles 60, 61 and 63).

Members of Council serve in a personal capacity, not as representatives of their States or organizations (Article 62). Council members representing Regions may contribute a regional perspective but are expected to give precedence to the best interests of IUCN. Council has put its faith in the individual member’s capacity to serve well as a member, not as a representative acting under instruction. Without this distinction, the autonomy of Council would be lost and artificial divisions would arise.

The Statutes provide for the suspension (and, subject to IUCN Members’ mail ballot confirmation, expulsion) of a member, including a Councillor, if he or she acts “in a manner seriously inconsistent with that member’s duties” (such action has to be taken by a two-thirds majority of the votes cast (Article 65)). If warranted, Council can also authorize legal action against an expelled member to recover any IUCN assets taken or damaged by that individual.

A member’s position on Council may be declared vacant if that person is absent from three consecutive meetings of Council without having been given leave of absence, i.e. provided good justification approved by Council (Article 64).

Councillors are protected against the risk of legal liability by the Statutes, which specify that “IUCN shall indemnify members of Council, to the extent permitted by law, against claims arising from the normal exercise of their functions” (Article 93).

### 5.2 Commitment

As IUCN takes steps to improve the effectiveness and efficiency of its governance system, it seeks to ensure that members of Council perform at optimum level. The Performance Tools adopted define the criteria and expectations of IUCN for its Councillors and asks Councillors to formally acknowledge, i.e. in writing, that they understand what is being asked of them and agree to exercise their best efforts to live up to these demands (Tools 2 and 3).

All Councillors will be invited to sign a Performance Commitment, by which they undertake:

- to participate fully in the work of Council, e.g. by attending scheduled meetings and responding promptly to requests for comments and input;
- to serve on a voluntary basis;
- to abide by IUCN codes of conduct and duties of care (diligence), loyalty, respect, transparency and confidentiality as defined in the Statutes;
- to comply with all applicable laws and regulations of IUCN;

- to remain accountable to the constituency of IUCN – its membership; and
- to acknowledge that Council has the right to suspend and expel a Councillor who does not meet the performance commitment subject to Article 64 and Article 65 of the Statutes.

The President should from time to time remind Councillors of their Performance Commitment to ensure that it remains viable and valid for them.

### 5.3 Basic Duties of Councillors

A member of Council must meet certain standards of conduct in carrying out his or her responsibilities. These are detailed in Tools 2 and 3. The duties outlined below describe a foundation on which a Council member can build a conscientious approach to individual service and to the work of the Council.

The **duty of reasonable care** describes the level of attention and competence expected of a Council member. To fulfil this duty, members must exercise the same care that an ordinarily prudent person would exercise for their own personal business in a like position and under similar circumstances. Ways in which to show due diligences are to prepare for meetings, attend meetings and participate in discussions by asking questions and offering advice.

The **duty of loyalty** embodies a standard of faithfulness to the organization. This fundamental responsibility is to give undivided commitment to IUCN when serving as a Council member. In practice this means that a member must avoid conflicts of interest and should never act for personal gain or for the benefit of another organization at the expense of IUCN.

The **duty of respect** requires members to be faithful to the mission of IUCN. While members may exercise their own reasonable judgement concerning how IUCN should best meet its mission, they should act in a way that respects the central goals of the Union. In addition, members should understand and act strictly in accordance with the Statutes and policies that govern IUCN operations. Council members should equally be respectful of the personal and professional integrity of Secretariat staff and of their fellow members.

The **duty of transparency** requires members to carry out their responsibility in a general spirit of openness and transparency. While the Council may meet in executive session to discuss sensitive matters, the general rule shall be that its meetings are open to staff, that written material submitted to and considered by the Council, including its minutes, may be made available on request to IUCN Members and other stakeholders such as donors and consultants.

The above is not inconsistent with the **duty of confidentiality** which calls for members not to disclose to outside parties the internal deliberations of the Council, including written and electronic correspondence. Members should be able to freely express themselves to other members on IUCN business matters without fear of being quoted to third parties.

## 5.4 Basic Principles

In ensuring that Council achieves its purpose and fulfils its responsibilities, it is generally accepted that a member can:

- delegate authority to the Bureau and standing committees of Council, so long as he or she monitors the performance of these bodies;
- rely on information provided by other Councillors with relevant expertise; and
- receive reasonable reimbursement of costs incurred in conducting Council business, if approved in advance (see Council Policy on the Reimbursement of Travel Expenses to Councillors at Annex III).

Poor performance by Council or major difficulties in the Secretariat can have significant repercussions on IUCN's standing and the goodwill of external stakeholders toward the Union. Thus, Council members should recognise their accountability and responsibility to oversee and promote the mission and good reputation of IUCN.

## Common Frustrations

It may be useful to look at some of the common frustrations of board members of other non-profit organizations in order to understand clearly what a Council governance model needs to take into account. *The Non-profit Handbook* highlights the following:

- a) Which ‘hat’? Because board members often wear more than one ‘hat’, many find it difficult to determine which one to wear, and when. When board members are also chairpersons of committees, for example, they sometimes find their thinking split between doing what is best for the organization as a whole and what is best for the committee in particular. Consequently, board meetings can seem to be more about advancing individual group interests and/or personal opinions rather than thinking strategically about the future of the organization.
- b) What role? This problem is a variation on “which hat?” Despite all that has been written on the subject, most board members receive little or no orientation regarding the scope and mandate of their role as a board member. Although volunteer position descriptions are often prepared for committee members and chairpersons, rarely do board members have a clearly outlined set of expectations available to them.
- c) Who’s got the time? Because of the multiple roles most board members have, many find that there simply is not enough time to fulfil all of their duties adequately. Many board members may have paid employment responsibilities. The 80/20 rule seems to apply here; twenty percent of the people attempt to do 80 percent of the work, and it seems more common than not for board members to be overcommitted. The result is that something has to give, and it is usually some of the board commitments that are often less tangible or more frustrating.
- d) Why am I here? Board members join in order to make a real difference but sometimes find that their experience falls short of their expectations. Partly because of lack of role clarity, boards can sometimes get caught up with issues that are non strategic. Examples include the time consuming discussions around minutiae of budgets or personal obsessions with particular issues. The work of the board is to ensure the fulfilment of the organization’s mission. Those board members who joined to do that level of work will find anything less to be frustrating and disappointing.

Source: Daniel Connors, Tracy: *The Non-profit Handbook: Management*, Third Edition. John Wiley & Sons, New York, 2001, page 660.

## 6. Building Effective Committees

### 6.1 The Nature and Role of Standing Committees

Committees are a valuable mechanism to help Council be more efficient, active and knowledgeable, and distribute work evenly among members. Committee work engages all members in regular activities that:

- extend their responsibilities beyond participation in full Council meetings;
- channel their unique perspectives, experiences and talents into areas useful to Council and to IUCN;
- broaden members' understanding of IUCN, its strengths and challenges; and
- reinforce members' satisfaction in permitting them to make tangible and meaningful contributions to Council's accomplishments.

By developing policy options for Council and recommending actions for its consideration and approval, committees make a critical contribution to the Council's decision-making process. Council should think carefully before reopening issues already discussed fully in committee.

However, individual Council members should make their judgements not only on the basis of committee recommendations but also on their understanding of the issues and their determination of the needs of IUCN.

Committees operate at Council level, not at staff level, and committees of Council – like Council as a whole – should take special care not to be drawn into the day-to-day operations of the Secretariat.

### 6.2 Other Types of Committees

The establishment of committees or working groups is provided for in the Statutes (Article 50) and Regulations (Paragraphs 59 and 60). At present there are four Standing Committees – on constituency, programme and policy, finance and audit, and governance, (see Section 3.6).

*Ad hoc* committees, task forces or working groups have limited mandates, are created for specific purposes and specified periods (for example, the Governance Task Force that has been responsible for recommendations to Council on governance reform, or a Search Committee that manages the search process and recommends a candidate or short list of candidates for Director General). These are disbanded when the need for them no longer exists.

It is customary and useful for each committee to have a specific statement of responsibilities, or charge that spells out its job, its relationship to the full Council, and its role in relation to staff. *Ad hoc* committees also benefit from having clear, written statements of responsibility, agreed by Council, before the committee is established.

At its 73rd Meeting (November 2009) Council approved additional guidance for the implementation of the Regulations Paragraph 59 concerning the *Task Forces*:

1. *Task Forces* are to be established for a specified time period and with objectives specified in Terms of Reference approved by Council;
2. *Task Forces* are to be created for the purpose of any or all of the following:
  - a. considering and making recommendation to a standing committee or Council as a whole on setting strategic directions and policy guidance (e.g. climate change or private sector engagement);
  - b. addressing a particular issue (e.g. gender and biodiversity or genetic modification);
  - c. consulting with membership (e.g. current Governance Committee) or other parties;
  - d. other tasks as decided appropriately by Council.
3. When Council establishes a *Task Force*, it should ask it to draw up and send to Council for information a work plan for the task or time period for which it has been established and, as the case may be, to agree with the Director General the resources and staff time required from the Secretariat in support of the *Task Force's* work. If the Director General is of the view that the required support is not foreseen in the approved budget, Council should be requested to approve the required modifications to the budget.

Committee mandates should be periodically reviewed by the full Council, and appended to the Council Handbook (see Annex I for the current terms of reference for committees).

### 6.3 Size and Composition of Committees

The proper size of a committee depends first on a common-sense assessment of how many people are needed to do its work and also the duty of ensuring broad geographical representation. If a committee is too large, however, a small group of its members may assume too much responsibility, and others may feel underused and uninvolved. If a committee is too small, there may be too few people to get the job done.

In current practice, the President is an *ex officio* member of all committees. Every Council member should serve on at least one Standing Committee, and preferably no more than two. Assignments should be based on an assessment of a member's experience, skills, interests and availability. Information provided by new members as they join Council will allow Council to consider members' preferences and their areas of expertise when making committee assignments.

Periodically an outside viewpoint can add to the productivity of a committee. The Regulations allow the membership of committees and working groups to include expertise drawn from both within IUCN and outside (Paragraph 60).

Committee members should be appointed in a fully transparent and democratic manner by the Council, on the recommendation of the Vice Presidents (Regulation 48(b)(ii)) and taking into consideration the wishes of Council members themselves, and the views of the President and Director General. The Chairs of the committees will be elected for the first half of the term of Council and will be re-eligible for appointment at mid-term (Statutes, Article 50(b)).

## 6.4 Committee Leadership

Committee Chairs need to have a record of experience with, and commitment to service on, Council. Prior membership on the committee is helpful but not essential. The Chairs should give committee leadership careful thought and invest time in familiarizing themselves with their responsibilities if the result is to be an effective committee.

## 6.5 Relationships with Council and Staff

The first obligation of a committee of Council is to provide adequate information to the full Council so that it can review and discuss committee actions and recommendations thoroughly. Council members, in turn, must devote time and thought to studying committee recommendations. Both Council and committees should remember that the full Council is not simply a rubber stamp for committee recommendations. Council always has the option to modify or reject a committee proposal and to refer a matter back to the committee for more work.

Just as committees do not supplant Council, they do not take on day-to-day staff work. The Director General or an appropriate staff member is usually assigned to support the work of each committee or act as its secretary. However, it is important to assess the level of staff support that is actually required by each committee to avoid drawing staff members away from their primary responsibilities. Committee Chairs and Council members should not give directions or assign work to Secretariat staff unless that Staff member has been seconded to work with them.

## 6.6 Job Descriptions for Committee Chairs and Members

### THE COMMITTEE CHAIR

- Sets the tone for committee work, ensures that members have the information and time they need to do their job, and oversees the logistics of the committee's operation. As the committee's liaison to the full Council, the Chair frequently consults with the President.
- Reports to the full Council on committee decisions, policy recommendations, and other committee business. The Chair works closely with the Director General and other staff liaison to the committee.
- Assigns work to committee members, sets meeting agendas, runs meetings, and ensures distribution of minutes and reports to Members.
- Evaluates periodically the committee's accomplishments in relation to its terms of reference and plan of work and identifies areas that need improvement.

### COMMITTEE MEMBERS

- Commit themselves to take an active part in the committee's work, including significant participation in committee meetings and discussion.
- Volunteer for and accept assignments, carry them out thoroughly and on time.
- Stay informed about committee matters, prepare well for meetings, and review and comment on minutes and reports.

- Build collegial working relationships with other committee members to contribute to consensus.
- Participate actively in an assessment of the performance of a committee.

## 7. Council Self-Assessment

### 7.1 The Benefits of Self-Assessment

Serving on Council is an opportunity to contribute skills, experience, knowledge and wisdom to an organization carrying out valuable work. It requires a level of care and commitment, on the part of individual members and Council as a whole, to provide the oversight and evaluation that are required. Given the critical role of Council in the work of IUCN, it is important that Council periodically assess its performance and consider ways in which to strengthen it. Although the process takes time (and for Council meetings time is always at a premium), conducting a periodic review of the Council's performance is a worthwhile investment of resources.

Properly conducted, a self-assessment offers tangible and intangible benefits to the participating Council members and the Director General, to the programmes they are managing and, ultimately, to the mission of IUCN.

Council self-assessment can help to:

- refresh Council's understanding of its role and responsibilities;
- identify important areas of its operation that need attention or improvement;
- measure progress toward existing plans and objectives;
- define criteria for an effective and successful Council;
- build trust, respect and communication among Council members and with the Director General and staff; and
- enable individual members to work more effectively as part of a team.

### 7.2 An Overview of the Process

There are five steps in the proposed process for Council self-assessment:

1. Establish the time frame for the process, including scheduling adequate time at a full Council meeting for a review and discussion of the results.
2. Assign responsibility for coordinating the process to an individual Council member or to an *ad hoc* committee or working group.
3. Distribute a questionnaire for the Council's performance assessment (see Tool 5).
4. Collect, collate and analyse the results.
5. Present the results to the full Council for discussion, and determine a plan of action that will help make the work of Council more transparent and strengthen its performance.

Self-assessment requires the commitment of the Council's leadership. Even if the responsibility for the administration of the process is delegated to another member or a special committee, the Council must take responsibility for the process and communicate its seriousness and value to its members. Because the results of the self-assessment may reveal dissatisfaction with aspects of the Council's operations within the immediate control of the President, the process requires that the

President be open to the suggestions and criticisms of his or her peers. The President should reassure Council members that candour and constructive criticism will be welcome and that confidentiality will be respected.

Evaluation is always challenging. The value of self-assessment is that it is a peer process and reflects the desire of Council members to work together to strengthen their role in the success of IUCN.

### **7.3 Scheduling a Self-Assessment**

The self-assessment process can take several weeks, from distributing questionnaires to compiling and analysing the results. Rarely will all of the questionnaires be returned by the deadline (usually a minimum of two weeks from the date the questionnaires are distributed), and time must be built into the schedule for reminders and late returns. The person or committee assigned to coordinate the process and to collect and analyse results needs to fit these tasks into an undoubtedly busy schedule. In addition, Council members need time to read and reflect on the results before coming together to discuss them.

The frequency of conducting a self-assessment will depend on the needs of Council, as perceived by the President or by individual members, and by the election cycle for new members. Generally, an assessment as outlined in this guide (please see Tool 5) should be conducted at every Council meeting. This allows Council to measure the success of any changes it has undertaken as a result of an earlier assessment, and encourages Council to be forward looking about itself in the context of the anticipated future of IUCN.

The self-assessment may not be as useful when Council membership turnover has been so significant that not enough collective experience exists to measure performance. Generally, however, self-assessment is a good adjunct resource to a larger planning process, since it acknowledges the part an effective Council will play in the ability of IUCN to achieve its mission.

## 8. Choosing a Director General

### 8.1 Ensuring Effective IUCN Leadership

Selecting a Director General is one of Council's major responsibilities. Council relies heavily on the Director General to carry out effectively his/her statutory responsibilities in the day-to-day management of the Union and to determine, with the President, which issues are brought before Council for consideration and approval.

Council depends on the Director General for dynamic, visionary leadership. The Director General looks to Council for authority, direction, advice and support. Both are required for successful operation of the Union.

If the search and hiring process is conducted thoroughly and carefully, it can strengthen IUCN. However, if it is badly flawed, an inappropriate choice can jeopardize the organization for years to come.

It is the responsibility of Council to conduct the search for a new Director General in a way that will attract highly qualified candidates; to hire the best person; and, once the new Director General is hired, to support that person and establish with him or her a process for setting goals and measuring performance on an annual basis (see Section 9).

### 8.2 Preparing for a Leadership Search

#### STRATEGIC PLANNING

The search for a new Director General is most likely to be accomplished with ease and success if an internal planning process is already in place. Planning is the way an organization sets its direction for the future, enabling – even requiring – the organization to assess its strengths and weaknesses, and threats and opportunities, and to develop strategies for dealing with them. A strategic plan will help Council to refine its sense of the leadership qualities and experiences needed in a new Director General.

Council should give time and attention early in the process to the following important questions:

- Where do we want IUCN to be in two, three or five years? What should it look like? What should it be doing or not doing?
- In what areas are we succeeding? Where are we weak?
- What are the critical issues we are facing now and in the next two to five years?
- What changes are urgent and need consideration?
- What are the core values of IUCN?
- What behaviour is expected, taken for granted, rewarded and punished?
- What personal attitudes, values, experiences and work styles fit well with IUCN?

Addressing these questions up-front will yield dividends when critical decisions are being made about the skills and competencies of the potential Director General. If those questions are put aside until the arrival of the new Director General, Council will miss an opportunity to make a strong match between the needs of the Union and the abilities of the new leader. Addressing these questions early in the process will be very beneficial for the screening and hiring stages later on.

## 8.3 Designing an Effective Search Process

### BEGIN EARLY

The hiring process should begin as soon as the announcement is made that the current Director General is leaving. A thorough and satisfactory hiring process can take from six months to a year. If the outgoing Director General is leaving voluntarily, Council should ensure that the Director General's contract provides for at least three months' notice to allow the search process to get well underway without the pressure of an immediate vacancy.

To minimize the disruption of a vacancy, Council should consider several alternatives:

- appoint another staff member as acting Director General during the hiring process;
- appoint an interim Director General from outside IUCN;
- appoint a member of Council as interim Director General; and
- speed up the hiring process.

### ESTABLISH A SEARCH COMMITTEE

Appointing a Search Committee is usually the prerogative of the President or the Bureau, if possible after consultation by email with the full Council. The committee should be in place within a few weeks after the announcement that the current Director General is leaving, as there would normally not be time to await a meeting of the full Council.

There are several factors to consider when establishing a Search Committee:

**Number and composition.** The committee should be small enough to work effectively as a group, while representing a cross-section of Council. Three to five members is a manageable size. It is a good idea to include at least one human resources professional, perhaps as an outside consultant seconded to the committee.

**Tasks.** The committee's tasks should be clarified from the outset. How many final candidates does the committee want to interview and how many should the full Council meet? Does the committee have the authority to update the job description, decide on costs incurred and negotiate salary and other benefits?

**Staffing.** A member of the committee, a qualified consultant, or a staff member from the Secretariat, will need to devote considerable time to the committee's work. Whoever is appointed should be reliable, discreet, and able to devote sufficient time.

**Timeline.** The President and the outgoing Director General should develop a realistic timeline for the process, subject to review and approval by Council. A tentative set of dates for interviews and a final selection meeting should be

established early. The committee will probably want to meet three to four times over the course of the search, and members will need to plan their attendance.

#### USE APPROPRIATE OUTSIDE ASSISTANCE

**Consultant.** Council may wish to engage a consultant to conduct specific tasks during the search process – for example, to provide advice on organizing the Search Committee, to develop a pool of candidates, or to screen, interview and check references. Whatever outside support service is used, Council must take care not to delegate to others its major responsibility – making the final decision on who is hired.

**Specialist advice.** Someone with up-to-date knowledge of human resources should be involved in the hiring process – from Council, the Secretariat’s Human Resources senior staff, or an outside consultant. Search committee members should familiarize themselves with the legal and other personnel issues involved in hiring.

#### REVIEW AND AGREE ON CRITERIA FOR SELECTION

On the basis of the Council’s assessment of the organization’s current needs and future direction, the Search Committee should review and agree on the criteria to be used for selecting candidates for consideration and interview. This list, along with the latest version of the job description, will be used in the Search Committee’s preliminary screening of candidates.

#### UPDATE THE JOB DESCRIPTION

A good job description gives both Council and the candidates clear, accurate and specific information about what will be expected of the Director General. It specifies:

- the general parameters of the position: overall purpose of IUCN, organization, activities, reporting relationships, budget and staff size, salary range and benefits;
- areas of responsibility and specific results for which the person will be held accountable; and
- the qualifications in education, experience and demonstrable skills that are required for the position.

Normally the Bureau, in consultation with the Search Committee, updates the job description. It is important, however, that the full Council understands and approves the terms. The position should not be advertised until an approved job description is in place.

#### ESTABLISH SALARY AND BENEFITS

The Director General's job is both professionally and personally demanding. Recruiting a qualified candidate who can offer the vision, energy and commitment that IUCN needs will require an appropriate and competitive compensation and benefits package. It is therefore essential that up-to-date and relevant compensation and benefits details are available from the for-profit and non-profit sectors. The financial capacity of IUCN and its existing Global Human Resources Policy are other important elements to take into consideration.

#### ADVERTISE THE POSITION/SOLICIT INTEREST

The wider the net is cast, the greater the number of potential applicants who will come forward. Advertising widely – in international, scientific and professional publications – often takes a minimum of two months. Since many of the most likely candidates will not be actively seeking employment, IUCN cannot rely on advertising alone. To ensure a diverse, qualified pool of candidates, everyone involved in the search needs to use networking skills to solicit suggestions and invite applications from people they know. Some candidates may need to be encouraged to apply or to allow themselves to be considered.

#### INVOLVE STAFF

The staff perspective on the needs of the organization is valuable. Because of their daily involvement in the work of IUCN and constant exposure to the internal and external relationships that make up the operating environment of the Union, staff may see factors that might be missed by members of Council. The staff's cooperation will also be essential to the integration and acceptance of the new Director General in their daily work. Their opinions should be solicited in a structured and confidential manner. For example, staff may be encouraged to develop their criteria for selection, and one or two staff representatives may be selected to participate in parts of the search process.

Staff should be kept informed about the overall search process and time frame for making decisions.

#### INVOLVE THE OUTGOING DIRECTOR GENERAL

If appropriate and useful, the Search Committee should use the outgoing Director General's time, knowledge and skills as they are available and needed, but he or she should not be (or be perceived as being) directly involved in the selection process.

#### CONSIDER THE BUDGET AND LOGISTICS

Hiring a Director General is usually a costly process, sometimes in the order of a year's salary, and consideration should be given to an appropriate budget. The Search Committee should determine at the outset how many candidates will be interviewed, and where the interviews will take place. Travel for committee meetings and interviews needs to be realistically determined and carefully budgeted.

## 8.4 Screening Candidates

### REVIEW RÉSUMÉS

If a wide net has been cast, the résumés may be numerous. An efficient, thorough process must be established for members of the Search Committee to screen applications, using the agreed criteria to arrive at a first, or long, list of well-qualified candidates. An outside consultant may usefully assist with this work.

When the field has been narrowed to 10–20 qualified candidates, the Search Committee should make a preliminary ranking of the candidates. This is a good point at which to check with leading candidates to confirm their continued interest in the position. Preliminary references can be sought on those wishing to be considered in order to help the Search Committee members refine their selection.

It is a mistake to allow a candidate known by Council to be unsuitable to move through the selection process.

### CHECK REFERENCES

Written references should be part of the evaluation material that is reproduced and shared with Search Committee members. Such references always need to be supplemented with references from knowledgeable people who are contacted personally.

As the Search Committee narrows its selection of finalists, references become critical. Those conducting reference interviews should keep in mind the following:

- If a candidate has requested that his or her current employers not be contacted, this request must be honoured. At some point in the negotiations, however, the committee will need to ask the candidate to reconsider this request. Many candidates will not want their interest in the position to be made public until they are under serious consideration. The Search Committee must respect this, while considering carefully at which stage its work will be hindered by its inability to check references and discuss the candidatures with others.
- A strategy that can help paint a broad portrait of candidates is to obtain the candidate's permission to speak with references other than those provided. Original references may then be asked to recommend others who have insight into the candidate's qualifications.
- People contacted should represent a variety of perspectives. Ideally, the reference process should include superiors, peers and subordinates, and key people outside the organization who are familiar with the work and reputation of the individual. Bear in mind that the reference interview is designed to deepen one's understanding of the candidate's previous career and to compare the candidate's self-assessment and the committee's impression with the views of others.

Reference calls may be made by several members of the Search Committee, since the work of locating such people and talking to them may be arduous. It is necessary to observe uniformity of approach to ensure that the same information is secured on

all candidates. An outside consultant may therefore be usefully employed at this stage of the process.

## 8.5 Interviewing and Final Selection

### CONDUCT THE INTERVIEW

The Search Committee should return to the criteria developed earlier to determine interview content and design a set of interview questions. It is essential to ask the same general questions of each candidate.

Depending on the circumstances, the amount of time the Search Committee has at its disposal, and the quality of the pool of candidates, the Search Committee may feel comfortable in recommending candidates to Council without a first round of interviews with a preliminary list of candidates.

The committee should refer a number of candidates to Council for final consideration. The Search Committee is not advised to seek a recommendation on a single candidate.

While the interview is important, the Search Committee should not base its decision on a single meeting with the candidate. Multiple visits and multiple perspectives are critical to ensure a valid assessment. Some otherwise excellent candidates may interview badly, and some otherwise poor candidates may interview well.

At least an hour should be allotted for each interview. Two hours is recommended. The Search Committee should set aside time to rate and discuss each candidate after each interview. In addition to interviews with the Committee, final candidates should be scheduled to spend some time interacting with Councillors and senior staff.

The following interview-related factors should be kept in mind:

- Before the interview, the candidate should have received information about IUCN, including the intersessional Programme, budget and the latest Annual Report.
- The interview structure should be designed to put the candidate at ease and elicit the maximum amount of information. It should be decided in advance who will take the lead and open and close the interviews.
- Internal candidates should be screened and interviewed in the same way as those from the outside.
- Social contact, at a meal or other occasion, may provide Council, candidate and staff with an additional opportunity to learn about each other and IUCN. This may be particularly important if candidates need to relocate with spouses and families.

### OFFER THE POSITION

It is usually the prerogative of the President to make the offer of the position to the selected candidate. If the salary range was stated in the job description, the specific salary must now be negotiated. Council should give the President clear limits within which to negotiate. The President should be familiar with the candidate's current level of compensation and benefits before making the offer.

The President also needs to establish and agree with the selected candidate a starting date, and to make plans for orientation and introduction to Council and to staff. Introduction to Council and to staff should take place as soon as the selected candidate accepts the position, even if he or she will not start for weeks or months.

#### DECIDE ON A PERFORMANCE REVIEW PROCESS BEFORE HIRING

Part of the Search Committee's final report to Council should be an outline of the performance review process to be used for the new Director General. This process should be discussed with the incoming Director General before the position is accepted. Everyone must know that there will be a clear, objective and adequate process to evaluate the performance of the new Director General after a suitable time – usually 6–12 months. If a review process existed for the former Director General, it should be evaluated and either changed or continued.

In the first Council meeting after the new Director General has been appointed, the specific details of the review process should be discussed, and the goals and priorities for the immediate future and the coming year agreed by Council and by the Director General (see Section 9 for details of an assessment procedure). A new working relationship with the Director General should be built on clear expectations, mutual respect and trust, and a commitment to the values and goals of IUCN.

## 8.6 Effecting a Successful Transition

#### THE ROLE OF COUNCIL

In the initial transition Council can help the new Director General in several ways:

- Inform the new Director General about the history of IUCN as objectively as possible, so that he or she does not feel trapped by the past, but knows enough either to build on what has been achieved or to take a new course where appropriate. Council has a responsibility both for continuity and change. Where it can point to previous progress, it can help a new Director General feel that he or she is building on prior success rather than starting over.
- Use the Council's connections to put the new Director General in touch with relevant key external resources.
- Establish the ground rules for the working relationship between Council leadership and the new Director General. Of particular importance is to reach a mutual understanding about the most effective way for Council to function in the governance of the Union. One way of doing this is through a regular exchange of views and critiques of Council meetings.
- Do not expect the new Director General to take on too much immediately. Council can help the Director General build his or her credibility by showing sensitivity to the problems of over scheduling and overload.

The first Council meeting after the new Director General has joined will need to examine the performance review process (see above and next section).

## 9. Evaluating the Director General

### 9.1 The Purpose of Assessment

An effective assessment of the Director General encourages dialogue, the exchange of ideas between the Director General and Council, and a search for new opportunities that will guide the Director General as well as the Secretariat and IUCN as a whole. The assessment process seeks three broad outcomes:

1. to clarify expectations between Council and the Director General concerning roles, responsibilities and job performance;
2. to provide insights into the strengths and limitations of the Director General's performance and skills; and
3. to identify appropriate measures required to foster the growth and development of both the Director General and the organization.

The ultimate purpose of assessing the work of the Director General is to ensure that IUCN achieves its goals in the most efficient and effective way. This presupposes that the goals are agreed upon and an annual plan of work is in place by which the Director General's performance can be evaluated. Because goals can change with time and with different circumstances, assessment requires a regular review of IUCN's objectives and a realistic agreement between the Director General and Council on the work to be carried out.

The more immediate purpose of assessment is to appraise the effectiveness of the Director General's performance and thereby to strengthen and support him or her in meeting the challenges of a demanding position. As Council discovers whenever it must search for a new Director General, good executives are not easy to find. And once they are found, they need to be nurtured and encouraged, and their weaknesses need to be identified and addressed.

While turnover at this level is costly to any organization, an inadequate Director General should be replaced as promptly as possible. Both the process of retaining a good Director General and the process of relieving a poor one of his or her responsibilities require a programme of regular assessments in a form agreed by both Council and the Director General.

Undertaking honest, meaningful, strategic assessment of the Director General requires clear expectations about performance and a relationship of trust. Simply hiring a good Director General does not end the Council's responsibility to ensure effective leadership for IUCN. A Council that does not continue to assure itself that the work of the Director General advances the mission of IUCN is neglecting an essential duty.

Assessment requires common sense, understanding of character, and a capacity to differentiate means from ends. While not intrinsically difficult, it is easy to ignore, postpone or avoid in an organizational setting where it is most needed.

The assessment process is a learning exercise. It offers a time to step back from the day-to-day business of Council and the Director General and reflect on how well

these activities are being carried out. It is not meant to be a report card, to assign blame, or to be used just as a basis for setting salary level.

## 9.2 Challenges in Assessing the Director General

Common errors in assessing a chief executive's performance, as noted in other guides, are:

- the halo effect – preoccupation with one outstanding quality;
- *ad hominem* arguments – tendency to rate personality traits above performance;
- lack of objectivity – substituting personal likes and dislikes for objective appraisal of performance;
- a tendency to leniency – reluctance to rate unfavourably;
- a tendency to severity – inclination to rate as unfavourably as possible;
- a tendency to compromise – avoiding judgement by picking the middle ground, rating on average; and
- the 'Dramatic Incident Syndrome' – judgement on the basis of a single incident, ignoring total performance.

Avoiding these traps requires a broad view and an evaluation process based on predetermined and agreed goals and objectives.

## 9.3 Elements of an Effective Evaluation

It is current IUCN practice to establish an Evaluation Committee, led by the President, to carry out the assessment.

The first step is to determine to what extent the operational goals were achieved. This step assumes that goals had been set and that the Director General was fully involved in setting them. Too often in the past neither of these conditions has been met, and the Director General has been left without a clear indication of what Council expected of the Union's chief executive. It is important to account for movement toward long-term goals and to allow flexibility to meet unanticipated challenges. Once the objectives are clear, the first benchmark against which the Director General should be measured is the extent to which these goals have been achieved.

The second step involves measuring the skills that the Director General possesses and assessing whether these are being effectively used. These may be professional/scientific skills, or they may be more general skills of management, public relations, and the social skills of relating effectively to other people.

A third dimension to appraise is personality. Councillors should consider their own biases in assessing personality and reflect on the role that personality plays in the effective functioning of an organization. This must be approached with great care. It is easy to overrate the personal qualities that appeal to us or to underrate those that do not.

Finally, performance should be assessed according to the specific requirements outlined in the job description. In the end, results should be the measure of the Director General's performance – not short-term results at the expense of the long term, but a combination of the two.

Criteria by which any good Director General would want to be judged include:

- achievement of organizational goals, including maintenance of financial viability;
- vision for the future and the capacity to hold that vision while focused on resolving short-term problems;
- organizational and management skills, including the capacity to focus on what is important;
- fund-raising and public relations skills; and
- the capacity to work well with people and to influence them to channel their energies for the benefit of IUCN.

## 9.4 The Role of Staff in Assessing the Director General

It is possible to use staff feedback in the assessment of the Director General. Sometimes, in so-called 360-degree evaluations, Council, staff and the external stakeholders are all involved in the evaluation. This is a challenging model. The process requires careful design and even more careful implementation to assure the Director General of a fair review.

Most evaluations of senior positions include little or no feedback from staff. Often the input from staff is informal and reflects conversations held “off the record” with Council members. In general, Council members should keep their “ears to the ground”, but not actively solicit complaints about the Director General from staff. They should only invite discussion of the Director General’s performance as part of a formal process. The trust and goodwill that must be at the heart of the evaluation process is quickly lost if the Director General feels outflanked.

## 9.5 Things to Keep in Mind

The Director General should be aware that Council will assess his or her performance.

Self-assessment by the Director General is an important ingredient in the assessment process. Self-assessment allows Council to see the way the Director General sees his or her job and provides an opportunity to resolve differences between Council’s and the Director General’s views of the job’s requirements. This process also forces the Director General, who is often overwhelmed by daily demands, to take a broad perspective on his or her performance. Self-assessment should begin with a statement of the responsibilities, expectations and objectives of the job as the Director General sees it, or as they appear in a written annual plan. He or she should then appraise the extent to which these responsibilities have been met, expectations have been fulfilled, and those objectives realized.

Where results have fallen short of expectations, the Director General will likely want to analyse the reasons – personal limitations, wrong allocation of time and energy, unreasonable expectations, unforeseen external circumstances, limited resources and the like. This analysis may lead Council and the Director General to reassess goals, priorities and prospects, paying attention both to long-term goals and short-term objectives, which in turn can provide the basis for the next assessment of the Director General. The Director General may want to use this opportunity to comment on the role of Council in the Union.

Council should be concerned with the overall governance and management of IUCN. Because Council members are a part of that governance, they need periodically to take an honest and hard look at their own performance and how it affects the ability of the Director General to achieve objectives. They, rather than the Director General, may be the cause of management problems. If there are differences of opinion among Council members about the goals and priorities of IUCN, these differences should be reconciled before guidance is given to the Director General. This may be part of a Council self-assessment, as outlined above (Section 7).

Council should at least once a year review where it stands, what progress it has made, what major problems it faces, and how the Director General is performing. Annual reviews of the Director General may be combined with more extensive assessments of governance every three to five years, perhaps in conjunction with external reviews.

The assessment process should both begin and end with open communication with the Director General. Its purpose is to strengthen the organization by improving management. Council should praise good performance as well as identify weaknesses and failures. If staff has been involved in the assessment, they too are entitled to a summary of the conclusions.

## 9.6 Suggested Guidelines for Conducting the Assessment

When undertaking an assessment, the following guidelines can be adapted to suit the particular needs and circumstances of the situation at a given time. What is outlined below is one approach to organizing an assessment of the Director General that engages the full Council at various points. The suggested process includes a set of tools that can be adapted as required.

- Inform the Director General ahead of time of the assessment plan. It should be the duty of the President to work with the Director General to design a procedure that will be most beneficial for all parties. Review the assessment instrument with the Director General so he or she will understand the areas upon which the assessment will be based. This is an opportunity to review the self-assessment process itself and to make adjustments based on the Director General's suggestions or concerns.
- Decide who will lead and participate in the assessment. Usually, an *ad hoc* committee of Council formed for this purpose leads the assessment process. It is also possible to have either all Council members complete an assessment questionnaire or only the committee appointed for this purpose. Staff input can be helpful in the assessment process, but as in hiring, staff must understand that Council will make the final assessment of the Director General's work.
- Translate and distribute the assessment tools. Any questionnaire should be distributed in the official languages of IUCN to the appropriate members of Council and to the Director General (ideally, he or she should have it already). A firm deadline for completion and return of the questionnaire should accompany its distribution.

The normal time frame is about 15 days. A letter from the President defining the assessment process and explaining the importance of individual participation in the assessment helps to generate enthusiasm for the process. To increase the percentage

of Council members who respond and to encourage candour, emphasize that information will be compiled in a composite summary report and that individual responses will be anonymous. As a corollary, Councillors should be asked to bear in mind the duty of confidentiality with regard to these proceedings.

- Tabulate and analyse the assessment results. When the questionnaires are returned, the quantitative and qualitative responses are compiled into a report that summarizes the feedback from participants and interprets the results. The committee then has a discussion with the Director General on the findings and drafts recommendations for Council.
- Present the recommendations and discuss with the full Council. This is an important step, to enable Council members to discuss the assessment and approve the recommendations. Prior to approval of the assessment and recommendations, the Council usually invites the Director General to clarify any outstanding points and respond to the assessment.
- Develop an action plan with the Director General to follow up on the recommendations approved by Council. Normally, the President would carry out this task. An important purpose of this review is to develop action plans for future growth.
- Support improvements in the Director General's performance. The main objective of the assessment process is to encourage improvement and the acquisition of skills and knowledge of importance to IUCN.

# Annex I

## Terms of Reference for Council Committees 2009 - 2012

### Constituency Committee

#### TERMS OF REFERENCE

(as approved by the 72<sup>nd</sup> Meeting of Council on 2-4 February 2009)

#### 1. Preamble

The Constituency Committee of Council serves to advise Council on matters relating to the development and engagement of the Union's membership, related structures and Commissions. It, therefore, keeps under review the implementation of the Constituency Engagement Action Plan and the delivery of its objectives.

The Committee will work in close collaboration and liaison with the other Council Committees.

The Constituency Committee shall convene at the time of each ordinary meeting of the Council and may meet intersessionally as necessary.

The Committee shall promote the concept of the "One Programme".

#### 2. Functions

- (a) Design and provide an Ombudsperson service on constituency issues.
- (b) Provide strategic guidance on the implementation of existing decisions and recommendations, including but not limited to:
  - (i) the Constituency Engagement Action Plan;
  - (ii) recommendations on membership issues from the IUCN External Review and Commissions Reviews;
  - (iii) recommendations from the Global Survey of IUCN Members 2007;
  - (iv) Resolutions adopted at the World Conservation Congress; and
  - (v) Council decisions specifically related to strengthening links between IUCN Constituencies.
- (c) Advise and make recommendations to Council on constituency engagement, including but not limited to:
  - (i) the retention and recruitment of membership;
  - (ii) enhancing IUCN Member and Commission participation and influence;
  - (iii) enabling IUCN Member and Commission engagement in the IUCN intersessional Programme;
  - (iv) the financial implications of engagement mechanisms; and

- (v) revision of membership and Commission related policies and guidelines, as required.
  - (vi) advise and make recommendations to Council on membership dues, collection strategies and practices.
- (d) In the light of the Statutes and Regulations as well as the Membership Policy Guidelines, make recommendations to Council on membership applications, including by:
- (i) recommending for Council approval those applications for membership admission which meet the criteria and for which no objections have been raised; and
  - (ii) recommending to Council an appropriate course of action in relation to the applications for membership admission for which objections have been raised or which do not meet the criteria.
  - (iii) considering an online consultation process for both membership applications and for National and Regional Committees applications.
- (e) Examine applications for officially recognized Interregional, Regional, Sub-regional and National Committees and other regional fora in the light of the Statutes and Regulations as well as the Membership Policy Guidelines; recommend for approval those which meet the criteria.
- (f) Establish an Awards Panel from within its membership to review nominations and make recommendations to Council regarding candidates for the Union's awards and from time to time advise the Director General on other awards for which the Union is invited to submit candidates.
- (g) Review and endorse the work of the Credentials Committee of the World Conservation Congress.
- (h) Receive reports from the Legal Adviser on all issues of relevance to the Constituency Committee.
- (i) Request the Legal Adviser to perform special investigations on matters of interest or concern to constituency issues.
- (j) The Committee agreed to a 30-day turn-around time for feedback on consultations as required.

# Finance and Audit Committee

## TERMS OF REFERENCE

(as approved by the 72<sup>nd</sup> Meeting of Council on 2-4 February 2009)

### 1. Preamble

The Finance and Audit Committee is established by Council to assist it in providing strategic oversight and, within the general policy of the Union laid down by the World Conservation Congress, advising on all matters relating to the organizational management of the Union. The Committee keeps under review the budget, financial management and auditing of and fundraising for the Union. In addition, the Committee oversees the Union's 'oversight' functions including audit and relevant legal issues. It provides guidance to the Director General on the operational management of IUCN, in particular on the financial management and auditing of and fundraising for the Union. The Committee supports the Treasurer in his/her report to the Congress.

The Committee works in close collaboration with the other Committees of Council, in particular Council's Governance Committee and Programme and Policy Committee.

The Committee shall convene at the time of each ordinary meeting of the Council and may meet in between such meetings, as necessary.

### 2. Functions

The Committee shall promote the "One Programme" concept.

- (a) Advise the Council on strategic planning, in particular, the long-term financing strategy of the Union. A special focus is given to:
  - (i) The planning process;
  - (ii) Targets for the broadening of the financial base;
  - (iii) Fundraising strategies to be pursued by the Union, in relation to delivering the IUCN Programme.
- (b) Provide advice on financial oversight, in particular:
  - (i) Approval of the accounting methods and principles and of the annual audited accounts
  - (ii) Approval of the Multi-year Financial Plan and the Annual Budget
  - (iii) Financial Risk Management
  - (iv) Treasury: (Banking, Liquidity, Investments and Foreign Exchange management)
- (c) Advise on the appointment of the Union's External Auditor for approval by Congress.

- (d) Oversee that appropriate financial rules and internal control systems are in place and advise Council accordingly
- (e) Oversee that partnerships instituted between the Union and other institutions are operationally and ethically sound.
- (f) Act as the Audit/Oversight Committee of the Union with the following specific duties:
  - (i) review and comment on the audit plans and scope of the external and internal audit and oversight functions;
  - (ii) review and assess the findings, recommendations and comments contained in the audit reports and management letters issued by the External and Internal Auditors or the Head of Oversight; this includes the review of the annual report of the Internal Auditor and the Head of Oversight;
  - (iii) review the status and monitor the implementation of audit report recommendations;
  - (iv) request the Oversight Unit, in consultation with the Director General, to perform special audits and investigations on matters of interest or concern to the Union;
- (g) Receive reports from the Legal Adviser on all issues of relevance to the FAC, as appropriate.
- (h) Request the Legal Adviser to perform special investigations on matters of interest or concern to the FAC.
- (i) Provide guidance to the Director General on the development of business processes and the systems to support them.
- (j) Establish, when appropriate, sub-committees drawing on outside expertise.
- (k) Prepare the work of the Finance and Audit Committee of Congress.

# Programme and Policy Committee

## TERMS OF REFERENCE

(as approved by the 72<sup>nd</sup> Meeting of Council on 2-4 February 2009)

### 1. Preamble

The Programme and Policy Committee is established by Council to assist it in providing strategic oversight within the general policy of the Union laid down by the World Conservation Congress. The Committee keeps under review the scientific issues and global trends that affect the Union's overall goals, mission and work, and advises on strategy for promoting the Union's Programme and policies. In addition, the Committee oversees progress on implementation of IUCN's Programme. The Committee works in close collaboration with the Council's Governance Committee and Finance and Audit Committee to ensure coordination in these functions. The Committee will promote, as appropriate, consultation with membership on programme implementation.

The Programme and Policy Committee shall convene at the time of each ordinary meeting of the Council and may meet intersessionally as necessary.

The Committee shall promote the "One Programme" concept.

### 2. Functions

In accordance with the IUCN Programme 2009-2012 and the Resolutions and Recommendations of the World Conservation Congress, the Programme and Policy Committee will advise the Council on:

#### (a) Strategic Oversight of Programme and Policy Implementation

- (i) Setting priorities and identifying opportunities for global leadership to be addressed in the IUCN Programme;
- (ii) Review of inter-Commission cooperation and membership engagement to advance elements of the Programme;
- (iii) Approval of the content and approach of the annual or biannual work plan proposed by the Director General;
- (iv) Promoting and oversight of links and partnerships between the Union and other professional organizations;
- (v) Making recommendations to the Council with respect to Programmatic, scientific and policy issues which should be dealt with in the continuing process of strategic planning;
- (vi) Provision of strategic guidance for the implementation of the general policy of the Union, including on scientific and technical issues to be addressed, the fora in which to promote such issues, as well as the Union's advocacy role in these areas;
- (vii) Provision of advice to the Director General upon his/her request on guidelines and rulings on general policy established by Congress;

- (viii) Review of the policies of the Union as appropriate, and advise on updates or gaps as necessary; and
- (ix) Links, as relevant, with other Council committees to ensure that the Programme is implemented within available resources.
- (x) Strategic oversight of the monitoring, evaluation and implementation of WCC resolutions.

## **(b) Oversight of Monitoring and Evaluation of IUCN's Programme**

Within the overall framework of continually assessing the Union's performance, promoting a learning culture for the Union, and providing recommendations for improvements, the Programme and Policy Committee ensures that the Union maintains standards for the relevance, effectiveness, efficiency and impact of the Programme and policy work of the Union. In addition, the Programme and Policy Committee may, from time to time, request evaluations or reviews of selected themes within the Programme.

This Monitoring and Evaluation role of the Programme and Policy Committee includes:

- (i) Receive for approval an annual evaluation plan that covers the planned evaluations in the Union during that year. The Committee should approve or amend the Plan as necessary;
- (ii) Receive the results of planned evaluations which focus specifically on Programme, and will make recommendations to Council based on their considerations of the evaluation results;
- (iii) Ask Council to commission additional or specific evaluations or reviews, if necessary – either external or internal, in order to effectively carry out their monitoring and evaluation role of the Union's Programme;
- (iv) Consider and make recommendations on organizational reviews in as far as they affect the effective delivery of the Union's Programme; and
- (v) Receive and discuss the Progress and Assessment Report for the preceding year.

The purpose or type of evaluations, and the standards to which they will be conducted, are set out in the Union's Evaluation Policy.

## **(c) Support preparations for the World Conservation Congress and other IUCN Congresses**

With respect to preparations for the World Conservation Congress, the Programme and Policy Committee will:

- (i) Advise Council on the mandates and terms of reference to be proposed for IUCN Commissions prior to each World Conservation Congress as provided for by Article 74 of the Statutes;
- (ii) Help to establish the criteria and procedures, including procedures for consultation of the membership, under which the draft Programme for the next intersessional period should be formulated; and

- (iii) Identify issues for Council motions and contribute to their development for consideration by the World Conservation Congress, in order to improve the body of the Union's policy.

The Committee also has responsibility for strategic oversight of other IUCN Congresses.

# Governance Committee

## TERMS OF REFERENCE

(as approved by the 72<sup>nd</sup> Meeting of Council on 2-4 February 2009)

### 1. Preamble

The Governance Committee is established by Council to advise Council on matters relating to the effective and efficient governance of IUCN and on any reforms needed to achieve it. The Committee shall also advise on Human Resources policy.

The Committee will work in close collaboration with all other Committees established by Council. Therefore members of the Governance Committee would also be expected to participate in the other Council Committees.

The Governance Committee shall convene prior to each ordinary meeting of the Council.

The Committee shall promote the concept of the “One Programme”.

### 2. Functions

In accordance with the IUCN Statutes, Rules of Procedure and Regulations, as well as the Resolutions of the World Conservation Congress, the Governance Committee will advise the Council on:

- (a) Improving IUCN’s principles of good governance, including but not restricted to:
  - (i) evaluating IUCN existing governance mechanisms;
  - (ii) consulting with the IUCN membership concerning the adequacy and effectiveness of the existing IUCN mechanisms;
  - (iii) examining the governance systems of other relevant organizations, as needed; and
  - (iv) making recommendations to Council for any revisions to IUCN’s governance mechanisms.
  
- (b) Identifying and prioritizing key governance issues, taking the recommendations of the previous Governance Task Force and the Barcelona Congress Governance Committee into consideration, including but not restricted to:
  - (i) reforms of the motions process (number of sponsors, voting aspects, number of motions, motions from Council, reporting to IUCN Members; IUCN Members reporting, etc.);
  - (ii) reforms in terms of including regional and local authorities in the structure of the Union;
  - (iii) changes to IUCN's statutory regions;
  - (iv) developing and implementing a communications strategy for the governance reform process; and

- (v) clear guidance on eligibility for election to Council.
- (c) Working closely with IUCN Members, Commissions and the Secretariat to ensure that the governance-related decisions of the Barcelona Congress are fully implemented according to any timetables set out in the decisions or, at the latest, by the 2012 Congress.
- (d) Preparing the work of the Governance Committee of Congress, if such a Committee is established.

## Annex II Council's Rules for Motions

Council's Rules for Motions shall be as follows:

- (a) Each motion will be introduced by the Chair (or by a Council Committee Chair, as appropriate).
- (b) At the Chair's request, each motion shall be MOVED and SECONDED before any discussion may take place.
- (c) If the motion is not seconded, it does not come before the Council and shall not be discussed, and Council will proceed to other business.
- (d) If the motion is seconded, then the Chair will call for discussion:
  - (i) The Chair shall recognize all participants who request the floor, within reason.
  - (ii) The Chair will decide the order of speakers, as far as possible, in the order requested.
  - (iii) The Chair may, where appropriate, call speakers alternately for and against the motion.
  - (iv) The Chair may, where appropriate for any given motion, prescribe a time limit for speakers and/or limit the number of interventions.
  - (v) The Chair may call a speaker to order if the speaker's intervention is not relevant to the motion.
  - (vi) The Chair shall hear in the following order:
    - Point of order;
    - Move to postpone debate temporarily or to resume debate; and
    - Move to close the debate and put the main motion to a vote.
  - (vii) Participants may speak only if recognized by the Chair.
  - (viii) A speaker shall not be interrupted by another participant except when the latter:
    - Raises a point of order or a parliamentary inquiry;
    - Challenges a ruling of the Chair; or
    - Withdraws a motion.
- (e) A member of Council may propose an amendment to the motion. The amendment must be seconded BEFORE it may be discussed.
  - (i) If the amendment is seconded, it shall have priority in debate over the original motion.
  - (ii) If the amendment is agreed (see para. (f) below), then the motion as amended becomes the motion under consideration.
  - (iii) If the amendment is rejected, then the debate returns to the motion as it stood before the amendment was moved.

- (iv) The Chair or the Secretariat supporting the Chair will read out the amendment before it is put to the vote.
- (f) Once the Chair has determined that the motion has been debated sufficiently, the Chair or the Secretariat supporting the Chair will read out the motion and call for a vote in the following order:
  - (i) In favour
  - (ii) Against
  - (iii) Abstentions
- (g) In case of a close vote, the Secretariat will count all the votes.
- (h) Once Council has voted on a particular motion, the matter shall not be re-opened for debate at the same Council meeting.
- (i) The Union's Legal Adviser will serve as Parliamentarian to advise the Chair about procedure. Alternatively, and in the absence of the Legal Adviser, the Council may appoint a substitute Parliamentarian. Should any issues arise that are not covered by relevant provisions in the Statutes, Regulations or these Rules for Motions, the Parliamentarian may, at his/her discretion, refer to other standard legal references.

(Note: The motion under discussion will be displayed on a screen using an overhead projector or computer generated image.)

## Annex III

# Policy on the Reimbursement of Travel Expenses to IUCN Councillors

(as approved by the 41st Meeting of the IUCN Council, May 1995 and revised by the 57th Meeting of the IUCN Council, 9-11 December 2002)

### Principles

- Councillors are entitled to claim reimbursement of their travel expenses, as provided for in the annual budget approved by the Council, to support their attendance at meetings of the IUCN Council, its Bureau and Committees, and the Congress.
- In order to maximize the funds available for conservation activities, Councillors are encouraged to seek full coverage or a contribution towards their cost from other sources.
- As a matter of equity, the reimbursement of travel expenses and subsistence costs should be governed by the rules applied to IUCN Staff.

### Coverage of travel costs

Councillors are asked:

- to make their travel plans in reasonable time so as to benefit from reduced-rate tickets. The IUCN Secretariat will make every effort to identify cost effective flights in advance and to propose them to Councillors. When such proposals are made but are not implemented due to a delay in response from the Councillor, IUCN may reimburse only the lower cost that would have been based on advance planning;
- where an air ticket is cheaper in a Councillor's own country, to purchase the ticket and to accept reimbursement by IUCN through bank transfer.

### Coverage of Subsistence Costs

- The current policy provides for a per-diem rate, reviewed every six months, using the UN rates as a reference, and based on nights spent in the location of the meeting. In specific locations, the head of the Secretariat Office may propose to the Director General to modify this amount based on local conditions.
- When meals, refreshments and local transportation are provided, the published per diem rate is adjusted.

- In cases where a Councillor has out of pocket expenses incurred while travelling to and from Council meetings, these may be reimbursed on the basis of actual expenditures, at the discretion of the Director General. This may apply in particular in cases of exceptionally long distance travel.
- Hotel arrangements are usually made by the Secretariat. In cases where members of Council are obliged, due to shortage of accommodation, to stay in a hotel with a cost above what is expected to be normally covered by the per diem, the Director General may pay an adapted per diem for the additional cost of the room, upon specific request of the Councillors concerned, if they deem that the current per diem is insufficient to cover their costs.

### **IUCN cannot reimburse or be responsible for:**

- Additional days spent at the venue of the Council meetings (usually held at IUCN Headquarters) or the Congress before and after the meeting, unless specifically on IUCN business and approved by the Director General in advance.
- Additional costs that may be incurred if the Councillor travels from another location other than his/her residence.
- Any additional expenses incurred over and above the amount provided as a subsistence allowance, as described above.
- Health and accident insurance and insurance of personal belongings. Health and accident insurance and insurance of personal belongings are the personal responsibility of each Councillor.

Should any Councillor not be able to obtain insurance coverage in his/her own country, he/she should seek assistance from the Human Resources Management Group. The premiums of insurance contracted on the Councillor's behalf by the Human Resources Management Group will be the personal responsibility of the Councillor. Requests for exceptions must be submitted to the Director General for approval. Councillors are requested to ensure they are fully covered by insurance before any departure on travel for IUCN business.

# Annex IV

## Terms of Reference and Procedure for the Bureau of Council

### **Mandate of the Bureau**

1. The Council shall establish a Bureau which shall act on behalf, and under the authority of the Council between meetings of the Council. (Statutes Article 49)
2. As provided in Regulation 57, the Bureau shall act on behalf of Council:
  - (a) on any matters that Council may assign to it, and
  - (b) on any urgent matters that may arise under Article 46 (b) to (p) of the Statutes.
3. The primary purpose of the Bureau is to be an instrument for Council to ensure governance decisions are taken in the interest of the smooth functioning of the Union without having to wait for the next Council meeting. This may include urgent matters that require proper discussion and examination and can therefore not be adequately decided by mail ballot of Council, or urgent matters of a more administrative or transactional kind in order to create more space on the agenda of the regular Council meetings for discussion of matters of more strategic importance for the Union.

### **Composition of the Bureau**

4. 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 Finance and Audit Committee, the Constituency Committee and the Governance Committee. 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.

### **Convocation and preparation of meetings**

5. The Bureau shall be convened by the President. The President shall also convene the Bureau at the request of at least one third of the members of the Bureau.
6. With the President's agreement, the Director General or the staff members designated by him/her, shall circulate a draft provisional agenda to the members of Council for their comments and eventual additions, at least four weeks in advance of the Bureau unless urgent circumstances justify a shorter delay.
7. An annotated provisional agenda shall be distributed to the members of the Bureau where relevant together with documents related to agenda items, if possible two weeks in advance of the Bureau.
8. The provisional annotated agenda and all Bureau documents shall also be distributed to all Council members at the same time as their distribution to Bureau. Any comments or proposals from members of Council who are not members of the Bureau, will be shared with the members of Bureau at the latest during the meeting.

9. As the case may be, standing committees of Council shall communicate their recommendations to the Bureau, if possible one week in advance of the Bureau meeting.

### **Meetings of the Bureau**

10. Meetings of the Bureau will normally be held by telephone or the use of Voice over the Internet Protocol (VoIP) technology. Within the framework of the approved budget, the Secretariat will provide adequate technology and, where required, will assist individual members of the Bureau with VoIP. To maximize the economical benefits of VoIP, the members of the Bureau are encouraged to make use of the VoIP as much as possible.

11. The President's convocation of the Bureau will indicate the time of the conference call for each Bureau member. The call shall not begin before 7 a.m. or after 10 p.m. for any member of Bureau in whichever time zone he/she is at the time of the call.

12. Bureau meetings shall be in English. Bureau members shall, if necessary, make provision as appropriate for interpretation.

13. The Regulations regarding quorum, voting and conduct of Council meetings shall apply to Bureau by analogy, with the understanding that in the absence of consensus, the vote shall be taken by roll call. The President shall read the text of draft decisions before they are approved or otherwise present them in such a way that all participants in the meeting of Bureau can take cognizance of them.

14. Decisions of the Bureau shall be made by a two-thirds majority of the votes cast. (Regulation 58)

### **Following the Bureau meeting**

15. The Council shall ratify the decisions of the Bureau as described in Regulation 58, with the understanding that, together with the decisions of Bureau, the draft summary minutes of the Bureau will be forwarded to Councillors.

16. Once ratified, the decisions of the Bureau shall be made available to the Members of IUCN in the official languages of IUCN.

17. As soon as possible after the meeting, the Secretariat shall distribute summary minutes to Bureau members for their comments. Two weeks following their distribution the summary minutes including the comments received from Bureau members will be considered as approved, except for any decisions for which Council members have objected as per Regulation 58, or unresolved issues in respect of the wording of summary minutes, the latter of which will either be referred to the Bureau by mail ballot, or to the next meeting of the Bureau for resolution.

18. The approved summary minutes of the Bureau shall be distributed to all Councillors.

# Annex V

## Nomination to Council for members of Council and members of Secretariat staff

(Approved by decision C/76/40 of the 76th meeting of the IUCN Council, May 2011)

### A. Introduction

In view of issues that arose during the quadrennium that ended with the 2008 Barcelona Congress, and in order to address those issues and otherwise contribute to the integrity, effectiveness and efficiency of the nominations and election process (the “election process” or “process”), the following process has been developed for issue by Council, addressed to various persons and functions involved in that process, including at least the following:

- The Nominations Committee of Council
- The prospective and actual candidates
- The Director General
- All candidates in the election process

### B. Eligibility for Council functions

#### 1. Eligibility of Secretariat staff members for Council office:

a. The staff member will notify the Director General of his/her intention to run for Council office [the timeline of such notification to be set, but to fall at least within the statutory nominations timeline requirements]. That notification will include the staff member’s resignation from his/her position with the Secretariat should they be successful in their nomination.

b. The Director General will as soon as possible transmit to the Nominations Committee the staff member’s notification of intention to run for Council, including the possible resignation from the Secretariat staff position. In this transmittal, the DG will set forth the proposed terms and conditions for the continued employment of the staff member up to the effective date of resignation, which the Director General will tentatively agree with the staff member and other relevant staff and then include in the transmittal to the Nominations Committee.

c. The effective date of that resignation will, as soon as possible, be determined by the Nominations Committee in cooperation with the DG taking into account all relevant facts and circumstances in each case.

#### 2. Eligibility of members of Council (other than the current President) for the office of President

a. A member of Council who intends to present his/her candidacy for the office of President will notify the Nominations Committee in writing of such intention before notifying any other members, Councillors or Secretariat member and at the latest during the meeting of the IUCN Council referred to in Regulation 30, which decides on the nominations to be put forward to Congress (in the current intersessional period this will be the 78th meeting of Council in February 2012). Such a member of Council will also be expected to:

- i. Disclose in writing to the Congress Nominations Committee any actual or potential conflict of interest to which his/her candidacy might give rise.
- ii. Avoid taking unfair advantage of functions and activities that he/she may be carrying out on behalf of Council or any other component of IUCN, including the use of resources that may have been placed at his/her disposal for the purpose of carrying out those functions or activities, directly for the purpose of enhancing his/her chances of prevailing over the opponent(s).

**C. Guidance for candidates during the nomination and election campaign process**

Appendix A provides a Guidance document for candidates which will form part of the nomination papers and which shall be signed by each candidate as a requisite step for his/her nomination.

## IUCN Council's Guidance for 2012 Election Candidates

(Approved by decision C/76/40 of the 76th meeting of the IUCN Council, May 2011)

IUCN seeks to attract candidates with the necessary competencies, profile and ability to represent the interests of the Union in order to provide effective governance between sessions of the World Conservation Congress.

Council members have a fundamental obligation to serve IUCN with diligence and integrity. This obligation needs to extend to candidates for election to the offices of IUCN to ensure good governance practices in the elections process. The following guidance is intended to serve this purpose.

1. In undertaking their election campaign activities, candidates are to conduct themselves with integrity and with respect and fairness towards the opposition candidates and their colleagues.
2. In their campaigning activities, candidates are encouraged to demonstrate restraint in respect of the resources they use and allocate available resources in the first place to conservation purposes. Candidates should prefer to communicate about their candidacy by electronic means instead of postage or printed materials. They shall also care not to abuse their addressees' mail boxes.
3. In conducting their election campaign activities, candidates are to refrain from making untruthful representations about their qualifications and/or their opponents' qualifications for the office sought.
4. Candidates must avoid taking advantage of functions, trips, events and activities that he/she may be carrying out on behalf of IUCN directly for the purpose of enhancing his/her chances to be elected. This relates in particular to incumbent Council members or members of staff nominated for a Council position in the use of resources that may have been placed at his/her disposal for the purpose of carrying out those functions or activities.
5. All campaign activities are to end on the date and time which the Congress Steering Committee will establish and announce during the 2012 Congress, in order to allow for a voting process that is fair, smooth, and free of any manipulative activity, real or perceived. In particular, candidates shall refrain from arranging or endorsing the dissemination on their behalf of any flyers or other campaign support information or materials following the closing date and time for campaign activities.<sup>2</sup>
6. A member of Council who intends to present his/her candidacy for the office of President will inform Council at the latest during the meeting of the IUCN Council

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<sup>2</sup> *Date to be established, taking into consideration that campaigning (a) must be allowed up to a certain date at the Congress venue in order for candidates to have the opportunity to meet with and get known by Members, but (b) must come to a halt at least on the eve – e.g., midnight – of election day, in order to allow for a voting process that is fair, smooth, and free of any activity that is – or may be perceived to be – unfair to other candidates.*

referred to in Regulation 30 which considers the nominations. (in the 2009-2012 inter sessional period, this will be the 78th meeting of Council in February 2012).

7. Candidates who are a member of the IUCN staff will notify the Director General of his/her intention to run for Council office before the deadline for nominations. As a position on the IUCN Council is incompatible with a position in the IUCN Secretariat, the staff member's notification will include the resignation from his/her position with the Secretariat, should he/she effectively be nominated, with the effective date of termination of the employment contract to be determined by the Nominations Committee of Council in consultation with the Director General.<sup>3</sup>
8. Candidates undertake to observe and uphold a free and fair process in their participation in all phases of the nominations and election process.
9. This Guidance is issued and shall be interpreted pursuant to Council's procedure on "Eligibility for Nomination to Council for Members of Council and Members of Secretariat Staff."

CANDIDATE's DECLARATION:

I, [full name of candidate] hereby commit to observe and uphold the conduct and principles set forth in this Guidance.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

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<sup>3</sup> *Members of staff are referred to the Staff Regulations for more detailed procedures.*

# Tool 1

## Guidelines for Nomination of Councillors

(To be read by each candidate accepting a nomination to become a member of the IUCN Council.)

The electoral process for Council should aim to attract the best, highest-calibre candidates available and to ensure that nominees know the nature of their commitment. It should also contribute to roughly preserving the balance on Council in respect of (i) governmental/non-governmental, (ii) developing country/developed country, (iii) gender and (iv) private sector representation.

The following criteria and requirements are suggested for the nomination of Councillors:

### Criteria

- Outstanding, widely respected individuals
- Experience working at international level
- Capacity for guiding development of the Union's policies between sessions of the World Conservation Congress
- Ability to contribute to the direction of IUCN and determination of its priorities
- Previous governance experience from large organizations
- A global view of the Union
- Understanding of sustainable development
- Commitment to conservation, equity and justice
- Capacity to work in English

### Requirements

- Avoid conflict of interest situations
- Serve in a personal capacity and not as a representative of a Member organization or interest groups
- Anticipate a time commitment of at least one Council meeting per year, plus preparation and possible participation in the Bureau, and/or participation in committees and task forces – a minimum of three weeks of work per year

### Desirable conditions

- Support at institutional/employment base

- Experience of international networking
- Capacity to work in two official languages
- Effective interpersonal communication skills
- Prior IUCN involvement

If regions fail to submit nominations for Regional Councillors by the designated timeline], the newly elected Council will appoint candidates from the region(s) concerned.

# Tool 2

## A Code of Conduct for IUCN Councillors

(Adopted by the 68<sup>th</sup> Meeting of Council on 20 November 2007 and modified by the 73<sup>rd</sup> Meeting of Council on 25 November 2009 and the 75<sup>th</sup> Meeting of Council on 20 November 2010)

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## PART I

### Definitions

In this Code, unless the context reasonably indicates otherwise:

“Conflict of Interest” means a situation in which a Council member holds or assumes a role or engages in a relationship with a third party, in a context other than that member’s role in and responsibilities to IUCN, which impairs or reduces, or appears to impair or reduce, that member’s capacity to act in the best interest of IUCN.

“*Council Handbook*” means the IUCN *Council Handbook and Performance Tools* produced by the IUCN Governance Task Force, accepted by the IUCN Council at its 58<sup>th</sup> Meeting on 4 June 2003 and adopted under Regulation 48*bis*.

“*Council member*” means each elected or appointed member of the IUCN Council as provided in Article 38 of the Statutes.

“*Disclosure Form*” refers to an obligatory standard form that each Council member must compile and submit to the Chairperson of the Ethics Committee of the IUCN Council annually by a specified date proposed by the Ethics Committee and agreed by Council.

“*The Ethics Committee*” is comprised of the Vice Presidents, and its mandate is to oversee and administer the interpretation and application of this Code.

“*Expulsion*” from Council means the removal of a Council member from his/her position on the IUCN Council following suspension, pursuant to Article. 65 of the Statutes.

“*Gifts*” means objects, services and/or other benefits that are offered to a Council member and whose value, as assessed by an independent valuator, exceeds two hundred (200) Swiss Francs,

“*Honorarium*” means a payment offered to a Council member for a task undertaken in that member’s capacity as an IUCN Council member.

“*Leave of Absence*” means permission for a Council member to be excused from his/her Council obligations for a specified period of time or Council meeting(s) without being subject to vacation of office, pursuant to a request that must be submitted by the Council member and affirmatively approved by Council (see Article. 64 of the Statutes).

“*Regulations*” means the IUCN Regulations as adopted by the World Congress and amended by Council from time to time.

“*Statutes*” means the IUCN Statutes as adopted, revised and/or amended by the World Congress from time to time.

“*Suspension*” means the temporary relieving of a Council member of his/her duties pending a final determination of expulsion under Article. 65 of the Statutes.

“*Threatened*,” in reference to animals and plants that constitute all or part of a gift offered to a Council member, means animals and plants that are included in the categories

critically endangered, endangered and vulnerable of the IUCN Red List in effect at the time at which the gift is offered to a Council member.

“*Vacation of Office*” means the automatic vacation of the office of a Council member under Article. 64 of the Statutes.

## PART II

### **Preamble**

Since 1948, the International Union for Conservation of Nature and Natural Resources (IUCN) (hereafter referred to as “IUCN” or “Union”) has led the development of conservation knowledge, and brought together governments, non-governmental organizations, scientists, companies and community organizations to help the world make better conservation and development decisions.

IUCN Council members are entrusted by the Union that has elected or appointed them, with significant responsibilities for ensuring that IUCN carries out its mandate as prescribed in its Statutes and Regulations.

By accepting to serve on the Council, Council members commit to conduct themselves in accordance with the highest ethical standards in carrying out their responsibilities, as required by Articles 59 and 60 of the Statutes and other applicable provisions in the Statutes and Regulations.

Council has therefore adopted this Code of Conduct, which provides ethical standards and criteria to which all its members are required to adhere in the performance of their responsibilities to IUCN.

The Council has responsibility for the oversight and general control of all the affairs of IUCN, subject to the authority of the World Conservation Congress. The composition, functions, rules and procedures of Council are prescribed in the Statutes, Regulations and Resolutions of IUCN. Council is further guided by the Council Handbook.

## PART III

### **Duties of Members of the Council**

#### *a. Reasonable Care*

The duty of reasonable care describes the level of attention and competence expected of a Council member. To fulfil this duty, Council members must exercise the same care than an ordinary prudent person would exercise for his or her own personal business in a like position and under similar circumstances. Ways in which to exercise reasonable care include preparing for meetings, attending meetings and participating in discussions by asking questions and offering advice, and taking on and performing additional duties and responsibilities as reasonably requested or necessary.

*b. Loyalty*

The duty of loyalty embodies a standard of faithfulness to the organization. This fundamental responsibility is to give undivided commitment to IUCN when serving as a Council member.

*c. Respect*

The duty of respect requires the Council members to be faithful to the Mission of IUCN. While Council members may and should exercise their own reasonable judgement concerning how IUCN should best meet its Mission, they have a duty to act in a way that respects the Objectives of the Union. In addition, Council members should understand and act strictly in accordance with the Statutes and policies that control IUCN governance and operations. Council members should equally be respectful of the personal and professional integrity of Secretariat staff and of their fellow Council members.

*d. Transparency*

The duty of transparency requires Council members to carry out their responsibilities in a general spirit of openness and transparency, but Council may decide to meet in a closed session to discuss confidential matters pursuant to Article.58 of the Statutes.

*e. Confidentiality*

Council members have a duty of confidentiality and must exercise sound judgment in refraining from disclosing to outside parties the internal deliberations of the Council, including written and electronic correspondence, where such disclosure could jeopardise Council's decision-making process, bring Council and/or individual Councillors and/or staff into disrepute, or otherwise be detrimental to IUCN's interests. This is an absolute requirement in the case of information or documentation (i) identified as being confidential or (ii) discussed when Council is sitting in a closed session. Council members should be able to freely express themselves at Council meetings on IUCN business matters without fear of being quoted to unauthorized outside parties.

## **PART IV**

### **Conduct**

Council members shall observe the highest standards of ethical conduct. In the performance of their duties, they shall carry out the mandate of Council to the best of their ability and judgment.

*a. Disclosure of Interests*

Each Council member shall compile and submit an annual disclosure form to the Chairperson of the Ethics Committee. The information to be provided in such a disclosure form shall be requested in a standard format determined by the Ethics Committee. Disclosure forms and relevant data contained therein will be compiled by the Ethics Committee or any other person to whom the Committee delegates this responsibility. Failure by any Council member to disclose potentially relevant interests in the disclosure form will be considered by the Ethics Committee, which if necessary, shall report back to Council with its recommendations.

*b. Conflicts of Interest*

A conflict of interest situation may arise if a Council member has competing professional or personal interests, since such competing interests can make it difficult to fulfil his/her duties impartially. Even if there is no evidence of improper actions, a conflict of interest can create an appearance of impropriety that can undermine confidence in the ability of that person to use his/her position with proper ethics. A conflict of interest can exist even if no unethical or improper act results from it.

It is a fundamental principle that any financial or other benefit accepted by a Council member, whether direct or indirect, must in no way affect or be perceived as affecting the independence of that Council member, and that Council member must put and be seen to be putting IUCN's interests above any others.

Council members should arrange their private and other professional affairs in a manner that will prevent actual, perceived or potential conflict of interest. Whenever a Council member is in a conflict of interest situation as defined herein, that Council member is under an affirmative duty of disclosure to the Ethics Committee.

It will be the task of the Ethics Committee to review all relevant facts and circumstances and, on that basis, to determine to what extent that Council member will be directed to recuse him/herself from that role or to put an end to that relationship in order for him/her to be permitted to continue to serve as a member of Council.

Council members have a duty to avoid any conflict of interest situation involving them, individually or directly, as well as their close relatives. If any such conflict arises, Council members must promptly inform the Council Ethics Committee (and if appropriate the Chair of the meeting where the conflict arises) and withdraw from participation in decision-making connected with the matter. If the conflict is apparent or potential rather than actual, Council members should seek the advice of the Ethics Committee of Council about whether they should recuse themselves from the situation that is creating the appearance of or potential for conflict.

*c. Consensus*

Council members have a duty to participate actively in the deliberations and decision-making process of Council. Once a final decision has been taken on a matter before Council, Council members have also a duty to support that decision.

*d. Reliability*

Council members have a duty to attend all meetings of Council.

In the event that a member is absent without leave of absence from two (2) consecutive Council meetings, the Governance Unit will contact the member to send a warning and remind him or her of the provisions of Article 64.

Council members are also strongly encouraged, where feasible, to attend meetings of National and Regional Committees within their Regions.

*e. Utilization of Resources*

Council members have a duty to use prudently any resources, financial or other, provided by IUCN to them to carry out their duties. IUCN resources should only be utilized to execute the duties and commitments of Council members.

*f. Conduct within the Union*

Council members have a duty to treat their colleagues and IUCN staff with courtesy and respect, without harassment and without physical or verbal abuse.

Council members have a duty to exercise control and supervision over matters for which they are individually responsible.

*g. Public Statements*

When making public statements verbally or in writing in their capacity as members of Council, members should make it clear whether they are communicating in their personal capacity (*i.e.*, giving their personal view, not an IUCN view) or on behalf of IUCN (*i.e.*, giving the official/institutional position of IUCN). If Council members speak on behalf of IUCN, they should make clear in what capacity and by which authority, with due consideration of the revised Policy System adopted by Council in its decision C/56/17. Council members may not represent any organizations in addition to IUCN at the same time whilst making any public statement, except where IUCN and such other organizations have explicitly authorized such representation beforehand.

Before Council members engage in making any public statements, including speaking to the media, it is strongly recommended that they:

- (i) ascertain whether or not the matter is being dealt with in the Secretariat and obtain relevant information from the Director General;
- (ii) have a clear understanding of the issues;
- (iii) be thoroughly familiar with IUCN policy as set forth in IUCN Resolutions and Recommendations and with Council's plans for implementation of that policy;
- (iv) be thoroughly aware of any sensitivities on that particular or other related subjects within IUCN membership; and
- (v) have reasonable grounds to consider themselves expert on the matter at hand.

If Council members have any doubt that they do not meet any one of the criteria above, then they have a duty to refrain from making the public statement and they may refer the matter to other Council members who would meet all the criteria, or alternatively to the Director General.

*h. Gifts*

Council members are encouraged to refuse gifts or other benefits (including but not limited to subsidized holidays) from any sources external to IUCN offered to that member in connection with the member's office in the IUCN Council. However, gifts may be accepted, if:

- (i) in the Council member's reasonable judgment, refusal to accept would offend or embarrass the donor or IUCN;

- (ii) the gift does not comprise or include, to his/her or his/her family's knowledge, parts or products of globally threatened species; and
- (iii) the value of the gift or benefit does not exceed two hundred (200) Swiss Francs.

In general, Council members may accept reasonable hospitality, such as meals or local transportation, in the course of their normal IUCN duties.

If Council members are offered a gift or benefit for which the value exceeds the two hundred (200) Swiss Franc threshold, they have a duty to decline, explaining the IUCN Council policy on gifts. Nonetheless, in cases where Council members reasonably must accept the gift due to special circumstances, for example, when the donor will most likely be offended based on his or her cultural norm, Council members must inform the Chairperson of the Ethics Committee for proper disposition of the gift.

Details of gifts of above two hundred (200) Swiss Francs, which Council members accept in their capacity as Council members, must be submitted to the Chairperson of the Ethics Committee on the appropriate form within sixty (60) days of receipt. Failure to declare any gifts as prescribed herein will be referred to the Ethics Committee for review, report back and recommendation to Council.

The Ethics Committee will make a determination on whether to dispose of the gift with the proceeds benefiting IUCN, whether to retain it in IUCN's ownership, or whether to give dispensation to the Council member to retain the gift. In the event of a decision to dispose of it, the original recipient will have, upon request, first option to purchase it at a price established through an independent appraisal.

If a member has any doubt, he/she is required to seek advice from the Chairperson of the Ethics Committee or, if this is not practical, from any other member of the Ethics Committee.

#### *i. Compensation*

Members of Council serve in a voluntary capacity (*i.e.*, without receiving remuneration from IUCN for their service).

Council members may seek reimbursement of the cost of their travel and subsistence (in this section referred to as "expense(s)") for meetings of the Council in accordance with the Council approved Policy on the Reimbursement of Travel Expenses to Council members for attending meetings of Council, or when undertaking special missions for the Union as agreed or authorized in advance within the context of the Union's Programme of action.

When a Council member accepts an engagement on behalf of IUCN, for which IUCN pays travel and subsistence in accordance with its policies, any expense reimbursement or honorarium, if offered, may be accepted and shall be remitted to IUCN. If a Council member accepts an engagement on behalf of IUCN for which IUCN does not pay any travel or subsistence, then the Council member may retain from any honoraria and expense reimbursement offered, a total amount as allowed in accordance with Council approved Policy, with any remaining balance to be remitted to IUCN.

#### *j. Communication practice*

Members of Council should:

1. largely focus on their global role as Councillors of a global Union,

- providing policy-level guidance to the Director General and the Commissions, particularly on issues of substance or governance;
  - encouraging coherence among the different parts of the Union, needed to facilitate the design and implementation of the “One Programme”;
  - exercising fiduciary and supervisory responsibility over the affairs of the Union, including overall approvals for the Union’s budget and plan;
  - monitoring and evaluating the performance of the Director General and holding her/him accountable for the performance of the Secretariat and implementation of the Programme;
2. comment only on those issues that are of direct interest to them or relevant to their respective roles on Council and avoid overloading colleagues and communication channels with inputs that do not add value to the discussion;
  3. copy messages to other recipients only on a ‘need or desire to know’ basis and not overload the mailboxes of fellow Councillors who are not or do not wish to be in that information loop;
  4. copy to relevant members of the Secretariat those exchanges among Councillors that they need to see to ensure that they can provide informed, appropriate and consistent support to the Council;
  5. use more effective channels than broadcast email for sensitive issues, e.g. to IUCN’s National and Regional Committees, to address national or regional matters with the Director General;
  6. refrain from public discussion (i.e., outside the Council meeting) on personnel or other decisions that are the prerogative of the Director General. Where necessary, these should be taken up directly, one-on-one with the Director General. If email copies on these subjects cannot be avoided, they should be sent ONLY to the parties directly concerned with the particular issue;
  7. use good practices as the governing body of IUCN to set the right tone in our communication with each other and with the Director General and Secretariat, and to set an appropriate level for Council involvement; and
  8. inform and obtain input and feedback from IUCN Members, National and Regional Committees, and Regional Fora on the provisional agendas for upcoming Council meetings and in reporting the results of Council meetings to IUCN Members. The Councillors’ role is to provide explanations on the agenda, encouraging Members to provide input to global decision making and to promote Council decisions, through submission of comments to the Director General prior to meetings of Council.

## PART V

### Implementation of the Code of Conduct

#### a. *The Ethics Committee of the Council*

The Vice Presidents will constitute the Ethics Committee, consistent with Regulation 48 (b) (i) and (iv). The Committee shall be responsible for consideration and administration of all matters relating to this Code 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.

The Vice Presidents shall elect a Chairperson from amongst themselves for the purpose of implementing the Code of Conduct. If the ethical conduct of a member of the Committee comes under consideration by the Committee, that member shall *ipso facto* be excluded from the Committee's deliberations on that matter, and may be excluded from the Committee's deliberations on any other related matters upon the unanimous decision by the other Committee members.

The Ethics Committee shall maintain a secure permanent written and/or electronic record of their work in such a way as they may determine.

Attendance at the meetings of the Ethics Committee shall be restricted to Council members whose participation the Committee deems to be necessary or beneficial to its deliberations.

The Ethics Committee shall consider any alleged misconduct by a Council member, any conflict of interest issues and any other matters brought to its attention that are related to or fall within the scope of the provisions of this Code of Conduct. The Council member concerned shall, in all cases, be given the opportunity to respond to the allegations before the Committee.

If a majority of members of the Ethics Committee who are entitled to vote on the matter concerned, determines that misconduct has been committed, and taking into account the nature and seriousness of the misconduct, the particular circumstances and the member's prior record of conduct, the Committee shall make recommendations to the Council on the appropriate action to be taken. Such recommendations may include the following:

- (i) taking no further action and closing the matter;
- (ii) issuance of a warning to the Council member;
- (iii) issuance of a warning to the Council member together with a statement to be minuted; or
- (iv) suspension or expulsion of the Council member.

If a majority of members of the Ethics Committee who are entitled to vote on the matter, determines that there was no misconduct, the Council member concerned shall be so informed and no recommendation or other communication to Council shall be made, unless it is agreed by both the Committee and the member concerned that an agreed communication would be desirable.

Upon receiving the recommendations of the Ethics Committee excluding possible suspension and/or expulsion, the Council shall give them due consideration. If Council cannot agree by consensus on what action to take, a secret vote shall be taken and the decision will be carried by a simple majority.

In the case that a recommendation by the Ethics Committee to Council entails or includes possible suspension and/or expulsion, the provisions in Article 65 of the Statutes shall apply.

*b. Application*

The provisions of this Code shall apply to all elected and appointed members of Council.

*c. Adhere to Code and Signature*

A copy of the Code of Conduct then in effect shall be attached to the nomination forms for any person seeking or accepting to stand for election or appointment to a position on Council.

By signing a nomination to be elected or appointed as a Council member, such a candidate agrees to submit to the provisions in the Code of Conduct both during and, where relevant (e.g in relation to confidentiality, respect etc), after their term has expired.

In order to ensure that all Council members fully understand the importance, responsibility and implications of their compliance with the Code, they will be required to sign two original counterparts of the Code during the first full meeting of Council at Headquarters after the World Conservation Congress. For those members who might be absent at that meeting, two originals shall be sent to them by courier for signature: the Council member will keep one signed original and shall return the other to the Ethics Committee within sixty (60) days after the date of the referenced Council meeting.

In the event of a member failing to sign the Code as indicated above, the member concerned will be considered as having acted in a manner seriously inconsistent with that member's duties and the provisions in Article 65 of the Statutes shall apply.

*d. Revision of the Code*

Any Council member may seek a revision of the Code or an amendment of a specific section of the Code by submitting a formal request to the Chair of the Ethics Committee, who shall place the matter on the agenda of the Committee for consideration at the first opportunity after such a written submission has been received. If agreed by the Committee, the proposed revision or amendment will be submitted to Council for approval.

*e. Enforcement*

Unless otherwise decided by Council or expressly provided for in the Code, all matters concerning breaches and enforcement of the Code will be reviewed by the Ethics Committee. Any Council member may submit details of any such breach to the Chair of the Ethics Committee, who shall place the matter on the agenda for consideration at the first meeting of the Ethics Committee after such a complaint has been received. The Ethics Committee shall endeavour to deal with the matter as expeditiously and objectively as possible.

Unless otherwise instructed by Council, the Ethics Committee will investigate any allegations submitted to it and where necessary report back to Council with appropriate recommendation(s).

*f. Information and its sources*

Any information relevant to matters that fall within the scope of this Code is to be reported to the Ethics Committee, together with all supporting evidence.

The Ethics Committee will undertake such investigations as it believes necessary. The Ethics Committee will, as far as possible, undertake all its work, in keeping with the principles of natural justice. At the same time the Committee has a duty to protect information received, and its source, where disclosure might, in the Committee's view be detrimental to its work, or detrimental to the interest of the person/s who has(ve) supplied information to them.”

## **Annex 1**

### **Procedure for dealing with issues submitted to the Ethics Committee for consideration and decision**

(approved by the IUCN Council at its 75<sup>th</sup> Meeting in November 2010)

In reviewing any issue submitted to it, the Ethics Committee (“EC”) shall apply this procedure **always consistent with and subject to relevant provisions of the Code of Conduct for Members of the Council** (“Code of Conduct”):

- maintaining strict confidentiality; the EC will disclose the issue only the President, the DG, and any other person who, in the reasonable opinion of the EC, may have information relevant to the issue;
- detailed records will be kept during the process and filed by the Governance Officer who will provide general secretariat support to the EC;
- the Council member who is charged with the alleged misconduct will be contacted only after discussion and agreement between the members of the EC and following procedure;
- the agreed decision and further course of action, including both the rationale for the decision and, as required under Part V of the Code of Conduct, (a) any specific recommendation to be made to Council or (b) the communication to the Council member involved that no misconduct was found, will be documented and filed.
- The Council member charged with the alleged misconduct shall be afforded, *inter alia*, the following rights: (a) to know the origin and nature of the allegation, (b) to be given reasonable time, information and opportunity to respond to the allegation, and (c) to be allowed fair and objective consideration of his/her response.

#### **Steps in addressing and deciding an ethical issue:**

1. The issue is documented by the Director General or the President, via the Governance Officer, with all relevant information, including: outline and materials related to the issue (including hard copy and electronic documents); identity of parties involved; bases/sources of authority for consideration by the EC (*e.g.*, IUCN Statutes and Regulations, Council Handbook, Code of Conduct) (all this constituting and referred to as the “File”).
2. The EC is provided with the File and any other appropriate information and background documentation. In each case, the Vice-Presidents shall, upon receiving the File, elect a Chairperson amongst themselves for the purpose of facilitating the work of the EC.
3. If, upon initial review of the File, the EC determines that the allegations and the supporting evidence before it could not reasonably constitute misconduct, the EC shall inform the President and/or the Director General that there are no grounds to further investigate the case, and the file shall be closed. In such case, the EC shall not communicate on the matter with the Council member concerned unless unusual circumstances reasonably require otherwise (*e.g.*, the Council member concerned found out about the allegations seeks information on the status of the matter).

4. If, upon initial review of the matter, the EC determines that the allegations and the supporting evidence before it reasonably could constitute misconduct, then it shall investigate the case. And to that end, it shall decide the process, timetable and logistics (including contacting and requesting a meeting with the Council member concerned), and who will be assisting it in addressing the issue (*e.g.*, the IUCN Legal Adviser and members of the Secretariat, as may be necessary and appropriate). All requests for documentation or cooperation from the Secretariat will be addressed to the Director General, who may delegate specific tasks to members of staff in each case.
5. After the EC has investigated the case, it shall determine whether or not there was misconduct on the part of the Council member concerned, and consistent with that determination it shall take either one of the following steps:
  - 5.1 If the EC determines that there was misconduct, then it shall make “recommendations to Council” as prescribed in the Code of Conduct.
  - 5.2 If, on the other hand, the EC determines that there was no misconduct, then it shall so inform the IUCN President and either he/she or the EC Chairperson shall communicate the EC’s determination to the Council member concerned. In this case, the Code of Conduct prescribes that “no recommendation or other communication to Council shall be made, unless it is agreed by both the Committee and the member concerned that an agreed communication would be desirable.”
6. In reviewing the File and discussing the issue, the EC shall establish a detailed record of:
  - its initial assessment of the issues in light of the allegations made;
  - provisions in the Statutes or other sources of authority that are/may be applicable and relevant to the issues at hand;
  - clear and complete definition of the exact nature of the issues that are to be reviewed and decided; and
  - decision on the issues and on next steps to be taken pursuant to the Code of Conduct, *i.e.*, either communicating the finding of “no misconduct” to the concerned Council member, or making “recommendations to Council on the appropriate action to be taken” (Code of Conduct, Part V).
7. The EC shall discuss the issue(s) with the Council member concerned only in a properly convened meeting, avoiding one-to-one communications between any of its members and the Council member unless the EC specifically delegates one of its members to so proceed.

## Tool 3

# Performance Commitment for IUCN Councillors

(To be read by each candidate accepting a nomination to become a member of the IUCN Council. All elected and appointed Councillors are invited to sign this commitment at the time of their nomination or appointment.)

### Background

The IUCN Council is taking steps to improve the effectiveness and efficiency of its governance system. Effective members of Council are a critical part of the IUCN governance system. One of the steps being taken to ensure an effective Council is to strengthen the nomination process for Councillors to ensure that criteria and expectations of what it means to be an IUCN Councillor are clear when nominations are accepted, and that Councillors make a commitment to fulfil these criteria.

The following Commitment sets out a minimum level for your participation and input to the work of the IUCN Council. Your commitment as a member of the IUCN Council is to be seen in the broader context of the overall role of the IUCN Council as set out in Articles 37–65 of the IUCN Statutes.

### Performance Commitment

As a duly elected member of the IUCN Council, I agree to do my best to fulfil my duties as an individual Council member. These are to:

1. **Participate fully in the work of the Council**, by
  - a) taking part in official Council meetings as notified by the Secretariat at least one month in advance. This may include physical attendance or video- and tele-conferencing;
  - b) providing meaningful responses to official Council communications requesting comments and inputs to such Council matters as minutes, committee proposals and decisions on any matters on the Council agenda; and
  - c) participating in subcommittees and Task Forces of the Council, whether as assigned by the President or on a voluntary basis.

If, for any reason, I am not able to attend duly notified Council meetings for a prolonged period of time (three consecutive Council meetings) or to participate by some other means (telephone, email) to the satisfaction of the Bureau of Council, I agree to step down from my position as Council member and to allow the Council to replace me, as provided under the Statutes (Article 64).

2. **Serve on the Council of IUCN on a voluntary basis**, receiving no financial payment for my work as a Council member, other than reasonable reimbursement of expenses incurred in carrying out my Council duties, as set out in the Statutes (Article 63).

3. **Abide by accepted codes of conduct** and duties, specifically the Code of Conduct for IUCN Councillors which forms an integral part of this Agreement.
4. **Comply with all applicable laws and regulations of IUCN** relating to Council members.
5. **Respect the confidentiality of all information** declared by the Council to be confidential and received by me in any medium, including verbal, electronic or written.
6. **Remain accountable to the constituency of IUCN** – the membership.
7. **Acknowledge that**, if I am not able to fulfil these obligations as a Council member to the satisfaction of the Council, **Council has the right to suspend and expel me** subject to Article 64 and Article 65 of the Statutes, and to find a suitable replacement for me on the Council of IUCN.

Signature of IUCN Council member

Date

## Tool 4

# IUCN Councillor Activity Report

The IUCN Council is taking steps to improve the effectiveness and efficiency of its governance system. One of the measures being taken is to encourage all Councillors to report to Council on activities as an IUCN Councillor – at global level, regional level and national level (if applicable).

The following Councillor Activity Report outline provides a basic template for you to use in summarizing your activities as an IUCN Councillor in the period since the last Council meeting.

Please complete the Activity Report at the end of each period between Council meetings, and submit it to the President of Council at the beginning of the Council meeting.

Name of Councillor:

Reporting period:

### 1. Global level activities

Examples of activities in this category include participation in ongoing Council Committees, Task Forces, work related to global IUCN Council agenda items such as inputs to International Conventions as part of IUCN delegations (e.g. CITES, CBD).

Please list the dates of this work, and briefly describe the nature/extent of your involvement and the significance of this work for IUCN.

### 2. Regional level activities

Examples of activities in this category include specific regional activities carried out in your capacity as IUCN Councillor, such as participation in Regional Conservation Fora, work of the Regional Committees, Regional Fora for policy discussion and debate.

Please list the dates of this work, and briefly describe the nature/extent of your involvement and the significance of this work for IUCN.

### **3. National level activities**

Examples of activities in this category include participation in the work of National Committees of IUCN, and other national-level IUCN related activities.

Please list the dates of this work, and briefly describe the nature/extent of your involvement and the significance of this work for IUCN.

### **4. Other activities**

List any other activities that you have carried out in your capacity as IUCN Councillor that you feel are of significance to IUCN.

## Tool 5

### Self-Assessment for IUCN Councillors

#### 1. Introduction

Effective members of Council are a critical part of the IUCN governance system. As a member of Council, you are encouraged to reflect on your performance as an individual member of Council, and on the overall functioning of Council as a whole, and to think about ways in which you can become a more effective Council member and ways in which Council as a whole needs to improve.

The following self-assessment is a confidential exercise that acknowledges Council's willingness to discipline itself and determine its own effectiveness. Please reflect on your own performance as a Council member since the last Council meeting, complete the following assessment and give it to Luc de Wever, Governance Officer.

**Please check your category of Councillor:**

Regional Councillor

Commission Chair

Appointed Councillor

#### 2. My Role as an IUCN Councillor

***Please indicate how much you agree with each of the following statements by checking the appropriate box.***

	Strongly Agree	Agree	Disagree	Strongly Disagree
The role that I should play as an IUCN Councillor between Council meetings is clear to me	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Did you set goals for yourself to accomplish as an IUCN Councillor between the last Council meeting and this meeting?

Yes

No - ***Skip to the Section 3***

**What were your goals?**

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**Did you accomplish those goals?**

- Yes, all my goals
- Yes, some of my goals
- No → **Why not?**

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**How might your skills be better utilized by IUCN between Council meetings?**

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**3. My Responsibilities as a Councillor During this Council Meeting**

*Please tell us how satisfied you are that you have fulfilled the following Councillor responsibilities (Section 2 Handbook) during this Council meeting by checking the appropriate box. If the responsibility listed is not applicable to this particular Council meeting, check “N/A.”*

	Very Satisfied	Satisfied	Dissatisfied	Very Dissatisfied	N/A
Guiding IUCN in its Mission and Purpose	<input type="checkbox"/>				
Interpreting IUCN Policy and Guidelines	<input type="checkbox"/>				
Overseeing the work of the Director General	<input type="checkbox"/>				
Overseeing the effective management of financial resources	<input type="checkbox"/>				
Overseeing human resources policies and issues	<input type="checkbox"/>				
Ensuring effective organizational planning and priority setting	<input type="checkbox"/>				
Monitoring and evaluating the work of IUCN	<input type="checkbox"/>				

	Very Satisfied	Satisfied	Dissatisfied	Very Dissatisfied	N/A
Ensuring effective practice in Council	<input type="checkbox"/>				
Assessing my performance as a Councillor	<input type="checkbox"/>				
Assessing the performance of Council	<input type="checkbox"/>				
Assisting in mobilizing resources for IUCN	<input type="checkbox"/>				

**With respect to the last statement above “Assisting in mobilizing resources for IUCN”, please indicate the extent to which you agree with the following statements:**

	Strongly Agree	Agree	Disagree	Strongly Disagree
IUCN’s resource mobilization strategy is clear to me	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The role that I can play as a Councillor in IUCN’s resource mobilization strategy is clear to me	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Do you have suggestions on how you can improve your effectiveness as a Councillor during Council meetings?**

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#### 4. Leadership and Management of Council

*Please indicate how much you agree with each of the following statements by checking the appropriate box.*

	Strongly Agree	Agree	Disagree	Strongly Disagree	Do not know
This Council meeting was well organized	<input type="checkbox"/>				
The Council plenary agenda was sufficiently focused on strategic issues	<input type="checkbox"/>				
My time was well used in Council plenary sessions	<input type="checkbox"/>				
I was well briefed by the background materials provided by the Secretariat for this Council meeting	<input type="checkbox"/>				
The specific guidance required from Council was clear to me from the background documents	<input type="checkbox"/>				
The time provided on the agenda for the business of Council was appropriately allocated	<input type="checkbox"/>				
The Chair managed the Council agenda in a timely manner	<input type="checkbox"/>				
The Chair encouraged all Councillors to participate in Council	<input type="checkbox"/>				
The Chair facilitated sound decision making by Council	<input type="checkbox"/>				
The Chair resolved conflicts when appropriate	<input type="checkbox"/>				
The Secretariat prepared well for the Council meeting.	<input type="checkbox"/>				

**Do you have suggestions on how to improve the leadership and management of Council?**

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**5. Performance of Council this Meeting**

*Please indicate how much you agree with each of the following statements by checking the appropriate box.*

	<b>Strongly Agree</b>	<b>Agree</b>	<b>Disagree</b>	<b>Strongly Disagree</b>	<b>Do not know</b>
Council functioned as a cohesive body	<input type="checkbox"/>				
Members were well prepared	<input type="checkbox"/>				
Council used its time well	<input type="checkbox"/>				
Members actively participated in Council	<input type="checkbox"/>				
Members treated each other with respect	<input type="checkbox"/>				
I am satisfied with the quality of decisions made by Council at this meeting.	<input type="checkbox"/>				

**Do you have suggestions on how the overall effectiveness of Council can be improved?**

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## 6. Performance of Council Committees

Please check the Committee(s) that you served on this Council meeting:

- Governance Committee
- Constituency Committee
- Finance and Audit Committee
- Programme and Policy Committee

*Please indicate the extent to which you agree with the following statements about the Committee you served on during this Council meeting.*

**GOVERNANCE COMMITTEE** (please only fill in this table if you are a member of the Governance Committee)

	Strongly Agree	Agree	Disagree	Strongly Disagree	Do not know
The Committee was well led / chaired	<input type="checkbox"/>				
The Committee was well supported by the Secretariat	<input type="checkbox"/>				
The Committee focused on important strategic issues facing the Union	<input type="checkbox"/>				
The Committee used its time well.	<input type="checkbox"/>				
The decisions of the Committee will make a significant contribution to the advancement of IUCN's Mission	<input type="checkbox"/>				
Serving on this Committee was a valuable use of my time	<input type="checkbox"/>				

**What could be done to improve the effectiveness of the Governance Committee?**

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**What could be done to enhance your participation in the Governance Committee?**

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**CONSTITUENCY, FINANCE AND AUDIT AND PROGRAMME AND POLICY COMMITTEES**

*Please indicate the extent to which you agree with the following statements about the Committee you served on during this Council meeting.*

	Strongly Agree	Agree	Disagree	Strongly Disagree	Do not know
The Committee was well led / chaired	<input type="checkbox"/>				
The Committee was well supported by the Secretariat	<input type="checkbox"/>				
The Committee focused on important strategic issues facing the Union	<input type="checkbox"/>				
The Committee used its time well.	<input type="checkbox"/>				
The decisions of the Committee will make a significant contribution to the advancement of IUCN's Mission	<input type="checkbox"/>				
Serving on this Committee was a valuable use of my time	<input type="checkbox"/>				

**What could be done to improve the effectiveness of the Council Committee on which you serve?**

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**What could be done to enhance your participation in Council Committees?**

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**7. Council Task Forces and Working Groups**

**Please check the Committee(s) that you served on since the last Council meeting:**

**Programme and Policy Committee Task Forces**

- Gender and Biodiversity Task Force
- Private Sector Task Force
- WCC Resolutions Task Force
- Climate Change Task Force
- IPBES Task Force

**Governance Committee Task Forces**

- Working Group on Legal and Statutory Matters
- One Programme Working Group
- WCC Motions Process Working Group

***Please indicate the extent to which you agree with the following statements about the Task Force/Working Group you served on during the period since the last Council meeting.***

	<b>Strongly Agree</b>	<b>Agree</b>	<b>Disagree</b>	<b>Strongly Disagree</b>	<b>Do not know</b>
The Task Force/Working Group was well led / chaired	<input type="checkbox"/>				
The Task Force/Working Group was well supported by the Secretariat	<input type="checkbox"/>				
The Task Force/Working Group focused on important strategic issues facing the Union	<input type="checkbox"/>				
The Task Force/Working Group used its time well.	<input type="checkbox"/>				
The recommendations of the Task Force/Working Group will make a significant contribution to the advancement of IUCN's Mission	<input type="checkbox"/>				

	Strongly Agree	Agree	Disagree	Strongly Disagree	Do not know
Serving on this Task Force/Working Group was a valuable use of my time	<input type="checkbox"/>				

**What could be done to improve the effectiveness of the Task Force/Working Group on which you serve?**

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**What could be done to enhance your participation in the Task Force/Working Group?**

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**8. Additional Comments**

**What suggestions do you have to improve the Council self assessment process?**

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**Additional Comments:**

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***Thank you for your feedback!***