**Modernising governance: Resolutions to underpin interim arrangements under 2020/2021** [**Articles of Association**](https://ihbc.org.uk/business/docs/MASTER%20Articles%20of%20Association%20adopted%20at%20GM%20on%2026%20March%202021.pdf)

**Recommendation** Following the terms to underpin the modernisation of governance as agreed by the Board on 2 September, Trustees are asked to formally adopt the 5 resolutions appended, which now include one additional resolution (No. 3) authorising the attendance of the IHBC’s President at all Board meetings.

**‘CP25’ Compliance:** In line with our adopted [*Corporate Plan 2020-25*](https://ihbc.org.uk/resources/IHBC%20Corporate%20Plan%202020-25%20%28%27CP25%27%29%20-%20Approved%20by%20IHBC%20trustees%20for%20AGM%202020.pdf)(‘*CP25*’), these resolutions underpin the implementation of:

Object C - Helping conservation professionals - Key Action b: *‘*Through the adoption and implementation of a new constitution, informed by our ‘[IHBC+](https://ihbconline.co.uk/newsachive/?p=9169)’ programme, make governance fit for the IHBC in the 21st century

OBJECT A - Helping people – Key Action c: ‘Refine operations to align with an enhanced and more accessible public profile’,

OBJECT B- Helping conservation – Key Action b, to ‘Simplify and focus IHBC operations and services to facilitate access, use and support by and for all practitioners’

**Committee & Board support:** The Board approved the outline terms of the resolutions on 2 September.

**UK Compliance:** Applies equally across all devolved interests in the UK and all Branches.

**Resource implications:** There are no additional resource implications for the IHBC’s budget, though there may be interim demands on the on the capacity of trustees and volunteers.

**Summary**

The [22 September letter from the IHBC’s Chair and President](https://mailchi.mp/ihbc.org.uk/ihbc-members-post_pandemic?e=4961664373) to Branches and members [committed the Board to progressing ‘the modernisation of our governance’](https://newsblogsnew.ihbc.org.uk/?p=31330) by ‘concluding arrangements to inform our future governance, specifically the planned Byelaws to underpin our current [Articles of Association](https://ihbc.org.uk/business/docs/MASTER%20Articles%20of%20Association%20adopted%20at%20GM%20on%2026%20March%202021.pdf)’. This would entail ‘the exploration of our future governance in particular for the new Council… as the IHBC’s constitutionally-authorised inclusive advisory and training body’.

To deliver on this commitment, the Board now needs to establish specific arrangements under the new Articles that enable Council and Committees – and, as appropriate, Working Groups - to function effectively in line with recent practice, while also exploring alternative models and arrangements. The outcomes of such explorations will inform consultation on the future Byelaws.

The trialling of governance arrangements follows the strategy and precedent of the ‘experimental evolution’ successfully used in our [IHBC+ programme](https://newsblogsnew.ihbc.org.uk/?p=9169). As such, some may form the basis for future byelaws, regulations, *etc.* but the texts do not adopts a legal-styling as that will be addressed when their effective operations has been tested and confirmed.

While the Board could agree to the actions noted without formal resolutions, their adoption as such can give confidence to members confidence in the Board’s commitment to progressing effectively and efficiebntly to the next stage of our governance.

**Context**

These resolutions were agreed in principle by the Board on 2 September, with the drafts refined to best inform models for future Byelaws, regulations or guidance as appropriate.

The resolutions are designed to establish and formalise specific controls under the new Articles that will encourage the trialling of new structures for future governance, byelaws, regulations and guidance. As such, they balance the need for proportionate and flexible Board oversight with the need to offer Council and Committee appropriate degrees of independence as they develop their roles under the new system of governance.

Inevitably these resolutions represent interim arrangements. Should changes, refinements or supplements to the resolutions be required, these can be implemented through a simple decision by the Board.

**Resolution 1. Securing appropriate and proportionate board-level oversight of and encouragement for Council and Committees to explore options for new, effective and efficient operations, functions and roles.**

**Resolution**

Using powers of delegation under Article 28.1 of the Articles of Association, the Board agrees to appoint two trustees each to the new Council and to each of the four Committees (Membership and Ethics; Policy; Education, Training and Standards and Communications and Outreach) with collective responsibility to keep the Board appraised of its interests in ongoing Council and Committee operations, activities and plans.

**Interim Guidance**

Appointed trustees are advised to encourage and support Council and Committee to take responsibility for activities and decisions that, in their opinion, do not require the authority or attention of the Board.

As considered appropriate, and in discussion with the Chair, Vice Chair and, as Council representative, the President, any matters of prospective interest to the Board may be submitted by the relevant trustees for formal consideration or review as appropriate.

**Resolution 2. Underpinning independence and flexibility in the operations of the Council under its constitutional role, including to develop as an inclusive forum for IHBC representation and development as specified in the IHBC’s 2020/21 Articles: 1, 28.2 and 28.3.**

**Resolution**

The Board agrees to encourage the operation and development of Council as an advisory and training resource for the IHBC, as outlined in Articles 1 and 28, notably by agreeing to prioritise its population and access as follows:

- Prioritised ‘in-person’ access to Council by all Trustees, Committee Chairs, and a MINIMUM of two places to each Branch, including at least 1 Branch representative.

*-* Digital access to Council by all members and, as appropriate, supporters of the IHBC’s Council operations.

**Interim Guidance**

Trustees with delegated authority for oversight of the Council, as appointed under Resolution 1 above, are encouraged to work in partnership with the IHBC President - as representative of the Council to the Board - to ensure Council’s exploration of options for operation and development.

**Resolution 3. Formalising the right of the IHBC President, as formal representative of Council, to attend and speak to all Board meetings*.***

**Resolution**

To formally authorise the IHBC’s current President to attend, report and speak to all and any Board meetings.

**Interim Guidance**

The IHBC’s President is encouraged to report formally to the Board on matters from Council considered relevant to the operations and decisions of the Board, and advise trustees on any matters pertaining to the Council as they arise.

**Resolution 4. Underpinning the Board’s proactive delegation of non-core operations by formalising a general capacity to review or intervene where appropriate.**

**Resolution**

Under Article 28.1 of the Articles, formalise the capacity of the Board to appoint trustees with delegated powers to review and advise on agreed and relevant matters, including those matters brought to it by Board members, Council, Committees, or as otherwise determined by the Board.

**Interim Guidance**

The Board is encouraged to promote flexible approaches to delegation so as to maximise the opportunities for other tiers of governance to explore, address, resolve and, as appropriate, provide solutions or recommendations.

Opportunities for delegation should be considered first for their potential to add to the capacity of the Board to undertake its core duties and roles.

**Resolution 5. Formalising the role and duties of the new ‘Governance Stage 2 Working Group’ (GS2WG) in contributing to the modernisation of governance and shaping future Byelaws, regulations *etc.***

**Resolution**

To agree the formal constitution of the ‘Governance Stage 2 Working Group’ (GS2WG) under the IHBC’s 2020/21 Article 1, to include as a minimum the encouragement to advise the Board on the standards and next steps in governance and related matters.

**Interim Guidance**

For clarity, and in line with the Articles, there is no onus on the Board or Trustees to accept the advice of the ‘Governance Stage 2 Working Group’. However the Board is encouraged to respond to any matters raised by this Working Group as a matter of priority.