Council Handbook

February 2021

The present edition of the Council Handbook has been adopted by the IUCN Council as version 1.0 at its 94th meeting (May 2018) in response to the revision commissioned by the IUCN Council at its 88th meeting (April 2016). The Council Handbook was originally approved by the IUCN Council in 2003 and modified in 2005, 2009 and 2011.

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Historical note:

v1.0 adopted by Council decision C/94/19 (May 2018)

v1.1 revisions approved by Council decision C/95/13 and C/95/20 (October 2018)

v1.2 includes: revisions adopted by Council as part of the Council's Response to the External Review of Aspects of IUCN's Governance (C/VIII of 8 January 2020), procedure for filling vacancies in Council adopted by Council decision C97/8 (October 2019) and a revision of the Performance Commitment of Councillors approved by Bureau decision B/XX, 14 December 2019

Questions and comments on the Council Handbook may be addressed to the Secretary to Council at governancesupport@iucn.org.

1. Role and functions of the IUCN Council

Note: the annotations in this column are provided and updated by the Secretary to Council from time to time

In general

§1 A "component" of IUCN, the Council fulfils the role of what is commonly called the board or governing body in a corporate entity.

Article 15 of the IUCN Statutes lists the "components" of IUCN. Hereafter, the provisions of the Statutes are referred to as e.g. Stat 15

§2 The Council has the "*responsibility for the oversight and general control of all the affairs of IUCN subject to the authority, direction and policy of the World Conservation Congress"* (hereafter the "Congress") which remains the highest organ of IUCN.

Stat 37

§3 The Council's main roles are to:

Stat 37

- *set strategic direction and policy guidance for the work of the Union;*
- *provide oversight and guidance on the performance of the components of the Union as a whole and of the Director General in particular, encouraging coherence among its component parts;*
- *fulfil its fiduciary responsibilities to the Members of the Union and render account to them on the achievement of the Union's objectives; and*
- *support the Director General in communicating IUCN objectives and policy, and IUCN Programme to the world community*.

The roles were defined by the 2012 Congress, Decision 24 (Proceedings, p. 49) at the proposal of the Council. See Congress document WCC-2012-9.4.1/2, in particular the "Explanatory Memorandum"

§4 While the Council's main functions are defined in Article 46 of the Statutes, it has been assigned additional functions in more than 100 provisions of the Statutes, Rules and Regulations as well as in Resolutions, Recommendations and other decisions of the Congress. A list of all provisions of the Statutes, Rules and Regulations defining functions of the Council can be found in Council Decision C/88/7.

Stat 46 (r)

Council Decision C/88/7 (April 2016), Annex 2, pp. 30-34

§5 Among the most important functions of Council are:

- **in its role to set strategic direction**:
  - give rulings on policy within the general policy of IUCN laid down by the Congress [Stat 46 (a)]
  - provide strategic direction in relation to the development of the draft IUCN Programme and approve the draft IUCN Programme for submission to Congress [Stat 46 (c)]
  - comment on the Financial Plan for the next intersessional period before its submission to Congress [Stat 88 (e)]
  - appoint the Director General [Stat 46 (k)]

See in this regard the Policy Overseer Procedure approved by Council C/74/17 (June 2010)

- **in its oversight role:**
  - provide oversight and guidance on the performance of the components of the Union [Stat 37 (b) (ii)]
  - review the work of the Commissions [Stat 46 (f)]
  - receive from the recognized National and Regional Committees a report on their activities once a year [Reg 66 (d)]
  - evaluate the work of the Director General [Stat 46 (k)]

The components of IUCN are (Stat 15):
1. Congress
2. Council
3. National and Regional Committees and Regional For a
4. Commissions
5. Secretariat

  - review regularly the implementation of the IUCN Programme [Stat 46 (e)]
  - approve the annual report of the Director General and the audited financial statements [Stat 46 (g)]
- **in its fiduciary role:**
  - approve the Work Plan and Budget for the following year [Stat 46 (e)]
  - report and propose motions to the IUCN Members and the Congress on any matter relating to the activities of IUCN [Stat 46 (d) and (p)]
  - schedule and convene the Congress [Stat 23] and make preparations for it including to determine qualifications required for candidates for election to Council [Reg 31] and nominating candidates for President, Treasurer and Commission Chairs [Stat 46 (l)]
  - admit new IUCN Members [Stat 46 (i)]
  - recognize National and Regional Committees [Stat 46 (h)]
  - amend the Regulations [Stat 101]

What Stat 46 (e) refers to as annual "programme" is in fact the annual work plan which Council approves every year

§6 Instead of repeating the long list of statutory provisions, the following section of the Council Handbook focuses on the decisions taken by the IUCN Council (2012-16) to enhance Council's strategic direction and oversight roles.

See the Report of the Council to the 2016 Congress for an overview of the decisions of the Council 2012-16 pertaining to the governance of IUCN

§7 To empower the Council to focus on its strategic direction and oversight functions, the Council "delegated" a number of its 100+ functions to the Bureau and the standing committees of the Council. For more detail about the additional responsibilities of the Bureau and the standing committees of Council, see hereafter section 11 about the Bureau and section 12 about the standing committees.

See also "Enhanced practices and reforms of IUCN's governance", A3.2 and B3.2 (Council decision C/88/7, April 2016)

Actions taken by Council to strengthen its strategic direction and oversight roles

§8 As part of the "Enhanced practices and reforms of IUCN's governance" approved by Council in April 2016 (Decision C/88/7) in response to the "External Evaluation of Aspects of IUCN's Governance", the Council took the following specific measures to enhance its strategic direction and oversight role:

Annex 2 to Council Decision C/88/7 (April 2016)
External Evaluation of Aspects of IUCN's Governance (Universalia, November 2015)

a. To enhance its **strategic direction**, the Council will:

   i. develop and approve strategic objectives and priorities for its work, to be adopted at the latest at the second (ordinary) meeting following the Congress, together with a 4-year work plan and a proper monitoring mechanism to be reviewed and adjusted, as required, on an annual basis;

Reg 44*bis*; Council Decision C/88/7 (April 2016)
Hereafter, the provisions of the Regulations are referred to in an abbreviated way, e.g. Reg 44*bis*

   ii. schedule once a year a dedicated strategic session (half a day) to scan the operating environment in which the Council finds itself and discuss strategic issues including the positioning of the Union and its long term viability. It will

Council Decision C/88/7 (April 2016)

document actions to be taken as a result of these discussions and keep these actions under review;

iii. maintain a strategic risk matrix enabling Council to fully address the range of strategic risks facing the Union including possible changes in the external and internal operating environments. The "strategic risk matrix" synthesising major risks is presented each year to Council by the Director General;

Council Decision C/88/7 (April 2016) The strategic risk matrix is different from the risk register which is described below in section b. viii.

iv. set strategic priorities for the development of the draft IUCN Programme for the next quadrennium in consultation with the IUCN membership, beginning with a full 'strategy session' of the Council midway through the quadrennium. Ensure that Council's Programme and Policy Committee engages early and plays a lead role in shaping the development of the quadrennial IUCN Programme. The Council ultimately approves the draft IUCN Programme for submission to Congress for adoption.

Stat 46 (c) ; Council Decision C/88/7 (April 2016)

b. To enhance its **oversight**, the Council will:

i. will use the comprehensive and coherent "Planning and Reporting Framework" approved by Council in April 2016 (**Annex 2 hereafter**). The Director General, and where appropriate the Commission Chairs, will develop and present to Council the planning and reporting tools that enable Council to fulfil its planning, monitoring and oversight functions;

Council Decision C/88/7 (April 2016) (Cf. in particular the table attached as Annex 4, pages 41-43, which follows hereafter as Annex 2)

ii. through the Programme and Policy Committee (PPC), oversee implementation of the One Programme Charter policy including the use of a range of Programme delivery models and mechanisms to leverage capacities and resources of IUCN Members and Commissions and increase IUCN's reach, influence, and impact in achieving the Programme results. In addition to reporting on the Secretariat's responsibilities under the One Programme Charter, the annual report submitted by the Secretariat to Council will progressively include data on IUCN Members' implementation of the One Programme Charter as Key Performance Indicators (KPI) and data collection systems are being developed and IUCN Members engaged over time in fulfilling their reporting requirements;

Council Decision C/88/7, Annex 2, C3. (April 2016)

iii. commission an external review of IUCN's governance at least every four years, to be delivered in time to inform a Council 'strategy session' at mid-term. The Terms of Reference and scope of the external review shall be established by Council and include the review of the IUCN Commissions. The latter will have the purpose of ensuring the necessary renewal of existing Commissions and broader renewal of Commissions or other network mechanisms to meet the knowledge generation, expert and Programme delivery needs of the

Council Decision C/88/7, (April 2016) Annex 2, C4 and A4.7

See e.g. the evaluation carried out by Universalia in November 2015: External Evaluation of Aspects of IUCN's Governance

Union. This review will anyway have to be done well before the date fixed for filing nominations for Commission Chairs.

The Management Response to the external reviews of IUCN's governance shall be made by the Council with the understanding that with regard to the Commissions, the responsibility for the Management Response shall be shared between Council and the Director General. Provision for review should be included in the IUCN budget;

iv. add its comments to the Management's Response regarding any recommendations of the External Review that might address IUCN governance aspects. For this purpose, the Council will be informed of the Management Response to the External Review drawn up by the Director General. The External Review (to be distinct from the "External Review of IUCN's governance") focuses on IUCN Programme implementation and is commissioned by the Director General every four years for delivery towards the end of each quadrennium. The Director General will consult the Council and be advised on the draft Terms of Reference of the External Review taking into account the Director General's responsibility for the implementation of the IUCN Programme as per Article 79 (b) of the Statutes and the Council's role of approving and reviewing the IUCN Programme;

Council Decision C/88/7, Annex 2, C4.1 (April 2016)

All external reviews are published on the IUCN website. See e.g. the External Review of IUCN 2015

v. improve Council's oversight of the work of the Commissions through strengthened annual performance reporting by the Chairs to the Council on outputs, outcomes, impact and resources raised against the Commission´s work plan approved at the beginning of each term. This is to be integrated into the overall Union monitoring and reporting framework. Council will conduct once a year a session, with the Director General, to discuss the performance of the Commissions. While the Commissions, between sessions of the Congress, report to Council through the Commission Chairs, the Commission Chairs themselves report to the President and not the Council itself because they are members of the Council. This is further elaborated hereafter in section 7.

Reg 78bis

Council Decision C/88/7, Annex 2, A4.5 (April 2016)

Reg 78 (c)

vi. assess the performance of the Director General on an annual basis instead of biannually in accordance with the process described in section 6 of the present Council Handbook.

vii. will receive from the Finance and Audit Committee (FAC) a report of the top 10-15 risks of the Risk Register with its assessment of their impact and probability. The "Risk Register" which the Head of Oversight submits to the FAC is distinct from the "strategic risk matrix" (described above).

For the "strategic risk matrix", see above section a. iii.

viii. clarify what the "Governance Compliance Inventory" approved in principle by Council in April 2016 should contain and who should present it to Council, taking into account the

Council Decision C/88/7, Annex 2, C9.1 (April 2016)

reports on legal liabilities which the Legal Adviser has been submitting to the FAC.

2. Composition of the Council

§9 The composition, terms of office and the procedure for filling vacancies are described in Articles 38 to 43 of the Statutes and Regulations 45, 45*bis* and 47. The nomination and election of candidates is governed by Regulations 30 to 40*ter* and Rules 74 to 81. These provisions are not repeated here. Instead, the following paragraphs describe additional guidance approved or applied in practice by Council on a number of issues.

The membership of the IUCN Council 2016-20 with each Council member's picture, biography and email address can be viewed on the IUCN website.

A list of Council members (2016-20) as well as the Council members' contact details (2016-20) can be downloaded from the Union Portal.

Composition

§10 The amendments to the Statutes adopted by the 2012 Congress, applied for the first time during the elections at the 2016 Congress, increased the number of Regional Councillors from 24 to 28 and reduced the number of additional appointed Councillors from 5 to 1, thereby maintaining the total number of Council members at 38.

See 2012 Congress document WCC-2012-9.4.1/8 Rev 1 CG Stat 38 (f) and 39

The 2012 statutory reforms also modified the distribution of the 28 Regional Councillor seats across the eight statutory regions in order to "*better reflect the concentration of high biodiversity, the size of human population and the distribution of IUCN Members in the IUCN regions, whilst taking account of cultural and social ties and political realities*".

See Stat 39

The additional appointed Councillor

§11 Prior to 2012, Council had the ability to "address any remaining imbalances" in the composition of the Council following the voting process at the Congress by appointing up to 5 additional Councillors. The 2012 reforms severely reduced this possibility. Not decisive which criteria to apply for the selection of candidates, the 2012-16 Council did not make an appointment.

Quote from the Council Handbook 2003 (p. 14)

On 2 May 2018, Council appointed an additional Councillor (C/94/20) requesting the Governan-ce and Constituency Committee to develop a proposal for Council to exercise its rights under Stat 38 (f)

Profile of Council members

§12 According to Regulation 31, the Council establishes criteria for the qualities required for the positions of President, Treasurer and Chairs of Commissions and makes them available to all IUCN Members at the opening of the nominations process. The Council approves the "**Profiles for the elected positions**" at least one year prior to the Congress. Although not formally required, the Council also approves a profile for Regional Councillors. The profiles are subsequently attached to the Director General's "Call for nominations" issued to all IUCN Members in accordance with Regulations 30 and 37. The profiles describe in detail the role and responsibilities as well as the qualifications and other requirements for these positions.

Reg 31

See C/85/8 Annex 3 (May 2015) for the profiles approved for the nomination of candidates for election at the 2016 Congress

§13 The **Call for nominations** for Regional Councillor candidates issued on 6 November 2015 asked IUCN Members, when making their nominations, to *"bear in mind the need for gender balance within the Council, and also for a reasonable balance between candidates from the governmental and non-governmental sectors"*. It further explained that in light of the Council's role to set strategic direction and exercise oversight for the Union, *"nominees should be individuals able to contribute to providing strategic direction and to the discussion of specific policies, as well as to guiding the finances, Programme direction and membership development of the Union. While an understanding of conservation science is a valuable attribute in a Councillor, candidates should understand that equally important attributes are knowledge of conservation and broader social and economic policy, the running of large organizations, and the ability to substantially influence the policies and practice of conservation and ecologically sustainable development in their region. While each Council member is expected to take a global view of the role of the Union in achieving its mission, it is important that Regional Councillors are also able to bring perspectives from the regions to Council and to promote the work of IUCN in the regions."*

Call for nominations 6 November 2015

§14 With the purpose of providing the IUCN Members with real democratic choice and of demonstrating that elected Councillors have a global role in governing the affairs of the Union as opposed to representing regional interests, the Council requested in April 2016 that the next "Call for nominations" (for the elections at the 2020 Congress) provides guidance to IUCN Members encouraging them to nominate for each Region **at least one more candidate than the number of seats allocate**d for the Region concerned in Article 39 of the Statutes.

Council Decision C/88/7, Annex 2, A2. (April 2016)

§15 When discussing a "Strategy for Gender Mainstreaming at the 2016 Congress" during its 87th Meeting (October 2015), the Council modified the Terms of Reference of Council's Nominations Committee including in its methodology for assessing candidates for President, Treasurer and Commission Chairs: "*gender balance including one of two candidates for President, balance among Commission Chair nominees and nominees for Treasurer, depending on nominations received and qualifications*".

For the ToR of the Nominations Committee: see C/87/14 Annex 9 (October 2015)

Ensuring the right qualifications, skills and knowledge in Council

§16 Among the gaps in qualifications, skills and knowledge in Council described in the External Evaluation of Aspects of IUCN's Governance (November 2015), the Council identified "strategic communications, fundraising, finance, information technology, and reach and influence into international finance, business and economic sectors".

Council Decision C/88/7 Annex 2, point A1.1 (April 2016)

§17 As part of the "Enhanced practices and reforms of IUCN's governance", the Council resolved to address this issue in the following three ways:

Council Decision C/88/7 Annex 2, points A1.2 to A1.4 (April 2016)

i. Strengthen the qualifications of Councillors to be elected by the next Congress through:
   - early notice to the IUCN Members of the qualifications, skills and knowledge required for the next election
   - stronger list of qualifications in the call for nominations for all Council positions including filling gaps needed by Council.

ii. Use the possibility to include external individuals in Council committees, working groups and task forces in order to bring in needed skills and knowledge as provided for in Regulations 59 and 60 and the possibility to invite these individuals to participate as observers with the right to speak in the Council plenary.

iii. Strengthen capacities and knowledge of IUCN for newly elected Council members including through:
   - more substantive learning opportunities about the roles, responsibilities and processes of Council at opening Council retreat;
   - mentoring of new Councillors by 2nd term Councillors.

Filling vacancies in Council

§18 Article 43 of the Statutes provides that Council may fill any vacancies for the President, Treasurer, Councillors and Chairs of Commissions that may occur, for the balance of the term concerned. With exception of the case of filling the vacancy in the Presidency of IUCN, for which the Regulations clearly state that it has to be filled from among the Vice-Presidents, there is no specific procedure for filling other vacancies. The only indication in the Regulations is that "Council shall follow, whenever possible, the procedures and conditions provided for in the Statutes for the election or appointment to the post in question". For this reason, guidance has been developed over the years as follows.

Stat 43 and Reg 47

Reg 47

In April 2018, the Council appointed a new Treasurer (C/94/3) to fill a vacancy, based on a process approved by the Bureau (B/73/1, November 2017)

§19 Vacancies for Treasurer, Commission Chair and Regional Councillor are filled in accordance with the procedure approved by Council in October 2019 on the basis of Regulation 47, replacing any previous decision of Council or its Bureau regarding the procedure for filling vacancies for these positions. (Attached hereafter as Annex 8 to the Council Handbook)

Council decision C97/8 (October 2019)

(§20-21 were removed following Council's approval of the procedure for filling vacancies)

§22 The situation in which a Commission Chair resigns must be distinguished from that in which the (appointed) Deputy Commission Chair acts in the place of the Chair whenever the latter is unable to act as the Chair, be it due to an absence or an incapacity of the Chair. In this case, the Council does not need to make an appointment.

Reg 46. Cf. for example Council decision taken by email on 27 April 2016 to adopt a "Process for the Council's nomination of a new candidate Chair of CEC 2017-20"

3. Individual responsibilities of Council members

Statutory Responsibilities, Liability and Accountability

Stat 59-63

§23 Councillors have a "fundamental obligation to serve IUCN with **diligence and integrity**" (Article 59 of the Statutes). They must **disclose any potential conflict of interest** on matters under consideration by the Council and refrain from participating in the discussion and voting on these matters (Article 60 of the Statutes), and cannot vote on matters where they or their close relatives have any legal or financial interest (Article 61 of the Statutes). In addition, they **cannot receive any remuneration from IUCN** or any component of IUCN other than reimbursement for expenses incurred in the discharge of their duties [Article 63 of the Statutes and Regulation 48 (a)]. This is further elaborated in the Code of Conduct; see also hereafter §34.

§24 Members of Council **serve in a personal capacity**, not as representatives of their respective States or organizations (Article 62 of the Statutes). Council members 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 Council member's capacity to serve well as a Council member, not as a representative acting under instruction. Without this distinction, the autonomy of Council would be lost and artificial divisions would arise.

§25 Council members should 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 on their 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. Councillors should have regular contacts with the Regional Committees and, to the extent they are available, also the National Committees, and the Global Group for National and Regional Committee Development, in view of articulating their insights in changes in the external environment that affect IUCN. The President reminds the National and Regional Committees, and the Global Group for National and Regional Committee Development from time to time, requesting their cooperation for implementing this aspect of Council's function to set strategic direction for the work of the Union.

§26 Council members shall maintain an **effective relationship with the Director General** and, through him/her, the Secretariat staff in view of enabling them to work to the same purpose through clarity of and respect for the authority and responsibilities of Council and the Director General, respectively, and with the highest professional and ethical standards.

Reg 48 (b)

§27 Article 65 of the Statutes provides for the **suspension and expulsion of a Council member** if s/he "acts in a manner seriously inconsistent with that Council member's duties". Such action has to

By decision C/94/19 (May 2018), the Council adopted the:

a. "**Performance Commitment for IUCN Councillors**" which all elected and appointed Councillors are invited to sign at the time of their nomination or appointment. Cf. hereafter **Annex 5**;
b. "**IUCN Councillor Activity Report**", encouraging all Councillors to report to Council on activities as an IUCN Councillor – at global level, regional level and national level - at the end of each period between Council meetings. Cf. hereafter **Annex 6**;
c. "**Self-Assessment of IUCN Council members and Evaluation of the IUCN Council Meeting**" Cf. **Annex 7** hereafter.

Code of Conduct for IUCN Council members, Part IV j. 8.

Council decision C/VIII of 8 January 2020 (p.12) approving the Council Response to the External Review of Aspects of IUCN's Governance (6.2.3.b)

be taken by the Council by a two-thirds majority of the votes cast. If warranted, Council can also authorize legal action against an expelled Council member to recover any IUCN assets taken or damaged by that individual.

§28 A Council 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 of the Statutes). Since Council's approval of "Enhanced practices and reforms of IUCN's governance" (April 2016), this authority has been "delegated" to the Bureau. Note in this regard the longstanding practice, originating in a decision of the Council, to indicate in brackets in the Call for nominations the number of Council meetings which each Regional Councillor attended since the last session of the World Conservation Congress.

Council Decision C/88/7, Annex 2, point A3.2 (April 2016). See also Reg 57 and the Rules of Procedure of the Bureau, paragraph 2 (Annex 1 hereafter)
See e.g. the Call for nominations 6 November 2015

§29 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 of the Statutes). A copy of the insurance policy is available, upon request, from the Secretary to Council.

Registre du Commerce

§30 In accordance with the Swiss Law of Associations, IUCN has been registered in the (cantonal) Registre du Commerce (the equivalent to "Company House" in the UK) and is required to update the registered information (ORC 27), including personal information of all Council members [ORC 24 a) and b)]. This information includes name, birth date, origin, postal address and copy of their passport.

ORC: Ordinance "Registre du commerce"

CO: Code of Obligations

Most modifications (updates) of the Registre du Commerce must be
i) signed by two members of the Council authorised to sign and
ii) supported by evidence of a decision of Council or Congress, as appropriate (ORC 23).

This obligation finds its origin in Swiss Law and does not in any way modify the decision and signatory authorities established in IUCN's Statutes.

§31 For practical purposes, the Council has appointed, in addition to the President, the Treasurer and the Councillor from Switzerland as members of Council with the authority of the Council for any two of them to sign jointly on behalf of IUCN.

See e.g. Council decision C/91/5

Code of Conduct for IUCN Council members

Code of Conduct for IUCN Council members approved by Council at its 68th Meeting (November 2007) and amended from time to time. Attached hereafter as Annex 3

§32 The duties of Council members are further defined, and explained with more detail, in the Code of Conduct as:

- Reasonable care
- Loyalty
- Respect

- Transparency
- Confidentiality.

§33 Part IV of the Code of Conduct requires Council members to observe the highest standards of ethical conduct which it defines with much detail. Some of these standards of conduct which on occasion give rise to questions are highlighted hereafter.

§34 **Conflicts of interest.** Part IV b. of the Code of Conduct provides a definition of conflict of interest. Whenever a Council member is in a conflict of interest situation as defined in the Code, that Council member is under an affirmative duty of disclosure to the Ethics Committee and shall refrain from participation and voting on those matters as already mentioned in §23. 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.

§35 In Annex 4 hereafter, the Ethics Committee for a record and for additional guidance to the Committee will, from time to time, insert examples of the implementation or interpretation of the Code of Conduct. These examples will be based on determinations made by the Ethics Committee in concrete cases or in response to requests for clarification or guidance from Council.

Approved by decision B/70/5 of the Bureau of the IUCN Council (June 2017)

(§36 of the draft Council Handbook was removed because its content had been incorporated in the Conflict of Interest Declaration Form)

The Conflict of Interest Disclosure Form was approved by Council decision C/95/20 (October 2018) together with consequential amendments to the Code of Conduct

Stat 79 (e)

§37 **Disclosure of interests.** Part IV a. requires each Council member to submit an annual disclosure form to the Chairperson of the Ethics Committee. (Appendix 2 to the Code of Conduct which follows hereafter as Annex 3 of the Council Handbook)

§38 **Consensus.** Once a final decision has been taken on a matter before Council, Council members have also a duty to support that decision.

§39 **Public statements.** According to Article 79 (e) of the Statutes, the Director General is the designated authority to issue statements in the name of IUCN. When making public statements verbally or in writing, Council members should therefore make it clear whether they are communicating in their personal capacity or on behalf of IUCN, and in the latter case, they should make it clear in what capacity and that authority has been received from the Director General to do so. 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, Council members need to ensure that they meet a number of criteria defined in the Code of Conduct, including to ascertain whether or not the matter is being dealt with in the Secretariat and obtain relevant information from the Director General who – as mentioned above - is the designated authority to issue statements in the name of IUCN (Article 79 (e) of the Statutes).

§40 **Adhere to the Code and signature.** As required by the Code of Conduct, a copy of the Code is 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, after their term has expired (e.g. in relation to confidentiality, respect etc.).

Code of Conduct for IUCN Council members, Part V c.
See the Call for nominations 6 November 2015 in particular the nomination form attached to the Call for nominations of Regional Councillor candidates

§41 The Code also requires Council members to sign two original counterparts of the Code during the first full meeting of Council after the World Conservation Congress (with a special procedure for those absent from that meeting). In the event of a Council member failing to sign the Code, the individual concerned will be considered as having acted in a manner seriously inconsistent with that Council member's duties and the provisions in Article 65 of the Statutes shall apply.

The Ethics Committee of the IUCN Council

Code of Conduct for IUCN Council members, Part V

§42 Consistent with Regulation 48 (c) (iv) which provides that the Vice-Presidents assist the President, on request, in the management of Council, including the facilitation of resolution of conflicts between Councillors and of questions of ethics, should they arise […]", the **Vice-Presidents** will constitute the Ethics Committee. The Ethics Committee shall be responsible for consideration and administration of all matters relating to the Code of Conduct and for assisting the Council in implementing the provisions of Article 65 of the IUCN Statutes and all other statutory provisions relevant to the ethical conduct of Council members. Part V of the Code of Conduct contains detailed provisions for the implementation of the Code and includes an Annex defining a "Procedure for dealing with issues submitted to the Ethics Committee for consideration and decision".

Code of Conduct for IUCN Council members, Annex 1

§43 The Ethics Committee of Council can be contacted via the Secretary to Council who also acts as the Secretary to the Ethics Committee.

4. The President

§44 Although 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 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. In view of the above mentioned Article 79 (e) which designates the Director General as the person authorized to make statements on behalf of IUCN, it is important that the President coordinates with the Director General and the Secretariat prior to making public statements.

Based on Council Handbook (2003), p. 27

Stat 79 (e); see above §39

§45 The President may be nominated by Council or by IUCN Members for election by the World Conservation Congress. However, Council is expected to set out criteria for the qualities required in a President. 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 provide that in the case of a vacancy in the Presidency, Council will fill the position from among the Vice-Presidents.

Stat 27; Reg 30-35

Reg 31

Reg 47

§46 The President may convene a meeting of the Council whenever necessary, even during the Congress, and shall do so if requested by one-third of the members of the Council. The President usually chairs the Congress and Council meetings, and presides over the Bureau. The same rules regarding commitment and performance that govern individual Councillors also apply to the President.

Stat 51; Reg 50

Stat 26, 52; Reg 57 (a)

§47 The President plays a major role in setting up the Bureau and Council Committees. As part of the Council approved "Enhanced practices and reforms of IUCN's governance", the Council confirmed that, as was practiced at the first ordinary Council meeting of the 2013-16 term, the four Vice-Presidents, the Chairs of the standing committees of the Council and the two Regional Councillors members of the Bureau may be appointed by consensus decision of the Council on the proposal of the President following consultation with Council members. This has been considered the best way to try to build consensus in the Council and thereby strengthen the credibility of and trust in the bodies that Council will establish to assist it to fulfil its mandate. In this regard, making the comparison with a parliament receiving the prime minister's proposal for the cabinet, the IUCN President should have the possibility to consult and build consensus, and only call for a vote or an election if consensus does not appear to be possible. It is also a good way to ensure an appropriate geographical and gender distribution in the Bureau (required by Article 46 (j) of the Statutes) and the appointment of individuals with the necessary qualifications, commitment and availability to properly exercise the duties inherent in these functions.

Council decision C/88/7, pp. 22-23 point A3.1 (April 2016)

This new practice has been codified in the Rules of Procedure of the Bureau, paragraph 4 (Annex 1 hereafter)

For the practice in 2013-16, see the summary minutes of the 81st Council meeting (January 2013)

§48 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.

Reg 48 (b)

§49 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 fulfil their oversight responsibilities, and conducting Council meetings and discussions in a way that leads to constructive decision-making and planning.

§50 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. The President should take the lead in defining the process for the review of the Director General's performance and making clear the parameters of the evaluation. In 2016, the Council amended the Regulations to specify that the President and Vice-Presidents comprise the evaluation committee of the Director General.

Reg 48 (c) (v)
Council decision C/88/7, Annex 2, C5 (April 2016)

§51 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.

§52 Official correspondence for the IUCN President should be addressed to president@iucn.org. The mailbox is managed by the Senior Governance Manager (Secretary to Council) and the Governance Assistant who coordinate the Secretariat support to the IUCN President.

See also the IUCN President's page on the IUCN website.

§53 Personal correspondence for the President should be addressed to her/his private email address.

5. The Vice-Presidents

§54 The Council elects or appoints from among its members, up to four Vice-Presidents, chosen with due regard to geographical distribution and gender balance.

Stat 46 (j); Reg 45 (c)

§55 Their role as defined in the Statutes and Regulations is as follows:

Stat 51-52; Reg 48 (c), 50

- Chair the Council and the sittings of the Members' Assembly at the request of the IUCN President or in her/his absence;

See also the Profile of Vice-President attached as Annex 4 to the President's letter to

- Support the President with advice and assistance on matters related to Council (transparency and accountability of Council, the management of Council including facilitation of resolution of conflicts between Councillors and of questions of ethics, any other duties as may be assigned to them);
- Assume membership of the Bureau of the Council (two Vice Presidents for the first two years of the term, followed by the other two Vice Presidents for the remaining two years of the term);
- Be member of the Congress Steering Committee;
- Act as Ethics Committee of Council;
- Act as the Nominating Committee for the election of the Bureau, the committees of Council and the appointment of the additional Councillor;
- Together with the President, constitute the evaluation committee of the Director General.

Council of 11 December 2012

6. The Director General

§56 **Role and functions.** The Director General is the chief executive of IUCN and the head of the IUCN Secretariat, as well as the head of the secretariat for the Congress. Her/his functions and duties are defined in the Statutes and the Regulations.

Stat 78
Stat 79-84 and 88; Reg 88-90

§57 The position of Director General, priorities and core competencies (Terms of Reference) are described in the "Vacancy Announcement Director General" approved by Council in November 2013, Annex 2, pp. 25-28.

ToR of the DG, p. 24 approved by email ballot of the Council, 4 November 2013

§58 **The Director General and the Council.** The Director General shall be subject to the authority of the Council. The Director General or her/his representative is entitled to attend and speak at meetings of the Council and any subsidiary body established by the Council without the right to vote.

Stat 78

Stat 80

§59 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. 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.

§60 The Director General submits annual **work plans and budgets, and reports**, to Council in accordance with the **Strategic Planning and Reporting Framework** approved by Council. The Director General submits the (corporate) annual report for approval to the Council as well as the audited financial statements. In addition, the Director General presents to each meeting of the Council a verbal report on the accomplishment of her/his functions since the previous Council meeting. Since 2012, the Director General has also issued monthly activity reports for all Secretariat staff and Council.

Annex 2 hereafter. See also p. 4, section b. i.

Stat 46 (g) and 83

§61 **Director General's performance evaluation.** In April 2016, the Council modified the procedure for the Director General's evaluation approved in 2011 included in the Council Handbook to specify that Council establishes performance objectives and the President and Vice-Presidents assess the performance on an annual basis instead of biannually, and for the results to be reported to Council annually in a closed meeting.

Council decision C/88/7, Annex 2, C6. (April 2016)

Council decision C/76/5 (May 2011) had modified the procedure described in the Council Handbook (2003)

§62 The procedure henceforth reads as follows:

1. The Council approves annual performance objectives for the Director General. The procedure approved in 2011 specified that the objectives be formulated along 5 core areas of performance in keeping with the One Programme Charter (promoting synergies among all strands of the Union):
   - Strategic Leadership in conservation
   - Fundraising and Financial Management
   - Operational and Change Management
   - Programme Management
   - External Liaison and Public Image
   - Human Resources Management
2. The President and Vice-Presidents who together form the evaluation committee of the Director General, assess the performance on an annual basis.
3. The President reports the results annually to Council in a closed meeting. The procedure approved in 2011 specified that the evaluation be based on:
   - the objectives approved by Council
   - the Director General's self-assessment
   - the results from an electronic 360° feedback questionnaire.

See e.g. C/88/28 (Annex 21) (April 2016) for the Director General's Objectives 2016

HR Management was added by Council dec. C/VIII of 08.01.2020 (p. 12) approving the Council Response to the External Review of Aspects of IUCN's Governance (6.3.3.a)

Reg 48 (c) (v)

§63 **Recruitment of a Director General.** In the absence of detailed provisions in rules and procedures, this section lists the steps which have been taken in the most recent selection processes:

- the Council or its Bureau decide to establish a Search Committee for the selection of the IUCN Director General
- the Council or the Bureau appoint the members of the Search Committee for the IUCN Director General
- Council approves the Terms of Reference of the Search Committee for the IUCN Director General, the Terms of Reference of the IUCN Director General (or the vacancy

See e.g. Bureau decision B/60/5 of 17 June 2013, Annex 1

Cf. the Bureau decision of 26 August 2013 adopted by email exchange establishing the Search Committee (consisting of the President, the 4 Vice-Presidents, 1 Commission Chair and 1 Council member with a legal background)

Cf. decisions approved by email ballot of the

announcement), the process and timeline, and the cost estimate or budget of the recruitment process

- the Council appoints the Director General.

Council on 4 November 2013:
1. ToR of the Search Committee, pp. 25-26
2. ToR of the DG, p. 24
3. Process and timeline for the recruitment of a new Director General
4. Estimated cost of the recruitment of the DG

Cf. Council decision of 27 August 2014 (by email exchange) appointing the Director General, p. 33

7. The Commission Chairs

§64 This section focuses on specific responsibilities of the Commission Chairs as members of the Council and does not repeat the provisions of the Statutes and Regulations regarding the Chairs' authority and responsibilities as chairs of the Commissions.

§65 Since April 2016, the Regulations make it very clear that between sessions of the Congress the Commissions are accountable and report to the Council through the Commission Chairs while the Commission Chairs are accountable and report to the President and not the Council itself because Commission Chairs are full voting members of the Council.

Reg 78 and 78*bis*

§66 New Regulation 78*bis* enhancing **Council's oversight of the work of the Commissions** through strengthened annual performance reporting, and an annual session of the Council to discuss the performance of the Commissions, has been mentioned above in the section "Strengthening Council's strategic direction and oversight roles".

See section b. v. on p. 4

§67 The President, in the presence of the Director General, shall undertake an **annual appraisal of the performance of each Commission Chair** in relation to the annual work plan and the mandate of that Commission. The process used to be agreed between the President and the Chairs at the beginning of each term. During the term 2009-12 and again in 2013-16, the performance appraisal comprised 360° anonymous feedback carried out at mid-term by the Global Human Resources Group with the help of an electronic tool. In the year preceding and that following the feedback questionnaire, the President, Director General and the Chairs held a group meeting to discuss issues and take measures to improve the functioning of the Commissions.

Reg 78 (c)

§68 **Potential conflict of interest.** Commission Chairs are members of the Council. To avoid possible conflicts of interest, Regulation 78 (b) was amended in April 2016 in order to require each Commission Chair to recuse her/himself from the Council discussion

Reg 78 (b)

and decision/vote concerning their respective Commission's Operation Fund**.** In other words, once each Chair has presented her/his proposals for her/his Commission's draft Commission Operation Fund, they refrain from intervening in the discussion. When the discussion is concluded, the President will invite them to respond to the comments made, following which the President will invite the Council to take a decision. The Chairs of the Commissions will recuse themselves from voting.

§69 The same protocol applies to the discussion and approval of the draft Commission mandates to be proposed by Council to Congress.

§70 Note that Regulation 78 (b) is written in the singular form when describing the protocol for the approval of the Commission Operation Fund and in the plural form when doing so for the Commission mandates. It means that a Chair may intervene in the discussion about the Operation Fund of another Commission than her/his own, while none of the Chairs may intervene in the discussion of any of the draft mandates of the Commissions.

Cf. the summary minutes of the 88th Council meeting, p. 8

§71 **Deputy Commission Chairs.** Deputy Commission Chairs are appointed by Council on the proposal of the Chair of each Commission and shall act in the place of the Chair whenever the latter is unable to act as the Chair.

Stat 46 (m) and Reg 46

§72 According to Article 44 of the Statutes, the Deputy Chairs of IUCN Commissions shall be entitled to participate in meetings of the IUCN Council and shall be entitled to vote in the place of the Chair of their Commission when that Chair is absent.

"Absent" has been applied in a restricted way, to mean: absent from the venue of the Council meeting, taking into account that a Commission Chair, as every other Council member, has only one vote; the Deputy Chair is not a member of the Council or a Council committee; and the Deputy Chair is only authorized to act in the place of the Chair when the latter is unable to act. If present at a Council meeting together with her/his Commission Chair, the Deputy Chair may observe the meeting of the Council or the Council committees, and her/his travel and accommodation costs will have to be borne by the respective Commission Operation Fund.

8. The Secretary to Council

§73 **Role and function.** In April 2016, the Council formalized in the Regulations the function of 'Secretary to Council', with the purpose of ensuring that:

Reg 56*bis*

- independent advice and support to the President and Council was available, in the sense that the Secretary should be able to work in confidence with the Council on matters on which the Council expects confidentiality;
- Council adhered to the provisions in the Statutes, Rules of Procedure of the Congress and Regulations related to Council and its subsidiary bodies.

§74 **Appointment**. Should the incumbent leave his or her position as Secretary to the Council, the Director General will appoint the Secretary to Council after consulting the Council and the President with regard to the proposed candidate.

§75 During the 88th Meeting of the Council (April 2016), the Director General explained that when the Secretariat delivers a service to Council, there will always be consultation with the Council. Such a service may at times include confidentiality. But the employment contract of the member of the Secretariat staff appointed to act as Secretary to Council including the salary level and the performance review will be made by the Secretariat. It was important to provide continuity and safeguard the position of Secretary from becoming "political".

Council decision C/88/7, paragraph 8 & Annex 2, B2.4. After clarifying that the Senior Governance Manager had the responsibility to service the Council, the Council approved the Director General's appointment of the incumbent of the position as Secretary to Council. Cf. also the summary minutes of the 66th Bureau February 2016, p. 3 and the summary minutes of the 88th Council meeting, p. 4

9. The IUCN Legal Adviser

§76 **Role and function.** The Legal Adviser provides the legal advice and services described in Regulation 85 to all components of IUCN and in particular to the World Congress, the Council and the Secretariat (Stat 85 and Reg 85). This advice covers governance matters (e.g. any matter related to IUCN's governing bodies and statutory documents) and corporate matters (e.g. any matters related to the conduct of the business of IUCN).

Stat 46 (o), 85 and 86; Reg 45 (d), 85-87

§77 In addition, the Legal Adviser is in charge of monitoring and ensuring the accuracy of the electronic voting process (Reg 94f), both in the framework of the motions process and in inter-sessional votes of Members.

§78 **Appointment.** The IUCN Legal Adviser is appointed by Council at the recommendation of the Director General and for a term to run concurrently with its own, which means that the appointment of the Legal Adviser is on Council's agenda at the beginning of each term. In April 2016, the Council "delegated" this function to the Bureau. It has been a constant practice not to appoint a new Legal Adviser for each term but to confirm the appointment of the current incumbent in order to ensure continuity.

Cf. Annex 1 hereafter (Appendix to the Rules of Procedure of the Bureau)

§79 **Legal Adviser and Council.** The Legal Adviser participates and has the right to speak at meetings of the Council and all its subsidiary bodies without the right to vote (Stat 86). S/he provides independent legal advice and opinions on all matters that may be referred to her/him by Council, its subsidiary bodies or members of the Secretariat for final review and/or advice. This includes the review of specific issues or documents and the interpretation of, and drafting of new provisions or amendments to the Statutes, Rules and Regulations.

10. Meetings of the Council

§80 **Rules of Procedure.** The rules of procedure of the Council are articulated in Articles 51 to 57 of the Statutes and Regulations 49 to 56. The following paragraphs highlight some of the procedures while describing how they have been applied in practice or how the Council has decided to implement them.

§81 **Frequency of face-to-face meetings.** The Statutes prescribe that the Council must meet at least once a year (Article 51). The practice has been to meet twice each year with the Bureau and Council committees and task forces meeting intermittently, as required, by electronic means or telephone, or holding discussions and adopting decisions by electronic mail.

§82 **Venue.** In 2011, the Bureau decided at its 55th meeting *"to explore opportunities to hold one Council meeting outside the IUCN Conservation Centre where dedicated funds to cover incremental costs have been secured, and there is a demonstrated opportunity to increase IUCN profile and influence and/or make a major contribution to advancing the conservation agenda"*. Following financial commitments received from the hosts concerned, the Council met in New Delhi (India) in November 2011 and in Hainan (China) in October 2015. The Council also decided to convene in Sydney in November 2014 at the occasion of the World Parks Congress following Council approval of additional unbudgeted expenditure. It has also been the practice to hold short (half a day) meetings on the eve of the opening of the Congress and immediately following the closing of the Congress.

B/55/4 (15 February 2011)

C/83/19 (May 2014)

§83 **Format.** At the same 55th meeting, the Bureau also decided to "fix the period for face-to-face meetings of Council at 4 days, including Committee and Task Force meetings". Since then, the practice has been to restrict the Council meetings to 3 days, including two days of plenary meetings and one day of standing committee meetings, preceded by one day for meetings of task forces and working groups (e.g. the Bureau, the Congress Preparatory Committee, the Nominations Committee, subgroups of the standing committees (e.g. the GCC subgroup on governance issues), the Private Sector Task Force).

B/55/4 (15 February 2011)

§84 As part of the "Enhanced practices and reforms of IUCN's governance", the Council advised that the mode of Council and subsidiary body meetings/work should go beyond the face-to-face meetings and involve more and improved means for online communication and meetings of smaller groups (with the cost-effectiveness properly analysed). Council should also apply a diverse range of meeting methods leading to strategic decision-making and adequately support the Chair (President, Vice-Presidents). Council should promote an organisational culture that will include the practice in Council of sharing responsibility and preparing Vice-Presidents for the eventuality that they might have to chair.

Council decision C/88/7, Annex 2, B2.2 and B2.3 (April 2016)

Council decision C/VIII of 8 January 2020 (p.12) approving the Council Response to the External Review of Aspects of IUCN's Governance (6.4.1.c)

§85 **Agenda preparation** for each Council meeting starts with strategic guidance and priority setting by Council at the end of the previous meeting and subsequently involves the Chairs of the subsidiary bodies of the Council. The Secretary to Council distributes for comments a preliminary agenda two months before the meeting. The draft agenda incorporating the comments from Council members will be finalized by the President and Director General and distributed one month prior to the meeting. Exceptional late distribution will be explained to the Council. The Council formally approves the agenda. The agenda indicates (with a colour code) which items constitute strategic direction, oversight or fiduciary responsibility of Council.

Council decision C/88/7, Annex 2, B2.1 (April 2016)

Council decision C/VIII of 8 January 2020 (p.12) approving the Council Response to the External Review of Aspects of IUCN's Governance (6.3.1.a)

§85*bis* **Presentation time** in Council and standing committee meetings should be limited in order to allow sufficient time for discussion. In advance of each meeting, the President and chairs of the standing committees provide specific guidance on the length of various presentations in function of the objectives and priorities they set for each meeting, in consultation with the Director General and the Secretariat's focal point for the relevant committee. **All reporting and updates** should be done in writing (document or PowerPoint, or other tools, and IT systems updated accordingly) and distributed two weeks in advance of the meeting, with exceptions to be explained to Council in the same way as for documents (cf. §94).

Council decision C/VIII of 8 January 2020 (p.12) approving the Council Response to the External Review of Aspects of IUCN's Governance (6.3.1.b)

Idem (6.3.2.b)

§86 **Quorum.** The quorum is half of the members of the Council, whether present in person or by proxy. In other words, if the Council is composed of 37 members, 19 of them present at a meeting or represented by proxy, may take valid decisions. If the quorum is not obtained, decisions must be validated by the full Council by email ballot.

Stat 54

§87 To prevent this from happening, Council members who are not able to participate in a Council meeting, or part of it, are encouraged to give a proxy to another Council member, as appropriate, with instructions of how to speak or vote on her/his behalf. To be valid, a proxy must be given to another Council member present at the meeting who will inform the Chair. In practice, proxies are given by email from the proxy giver to the proxy holder, at any time before or during the meeting, with copy to the Council Secretary who will inform the Chair. A Council member may only accept 2 proxies.

Stat 57; Reg 56

§88 **Decision making.** Although the Statutes provide that decisions shall be taken by a simple majority of the votes cast, in practice, most decisions are adopted by consensus, i.e. in the absence of objections, and a vote is taken only when, in the opinion of the Chair, a consensus is not possible or upon request of Council members. Until 2009, at the beginning of each meeting, the Council used to adopt "Council's Rules for Motions" which required that any motion or amendments to motions be "moved" and "seconded" before being discussed, and motions be subsequently put to the vote. In 2009, the rules for motions were included in the Council Handbook as Annex II thereby discontinuing the practice of adopting them at every meeting.

Stat 55 and 56; Reg 55

Reg 53

Council decision C/72/2 (February 2009) Council Handbook (2003), Annex II

§89 However, since that time, the consensus decision has in practice replaced the majority vote for most of the decisions taken

during physical meetings of the Council. After ensuring that all views have been heard during the discussion, the Chair of Council asks whether there is any objection against approving the draft decision presented in the Council document and/or projected on a screen, or read out loud by the Chair or the proposing Council member. At the latest at that time, amendments that haven't yet been proposed during the discussion must be tabled. Should there be no consensus or at the request of members of the Council, the Chair will call for a vote. Usually, votes are taken by show of hands unless there is a request for a vote by roll call or a vote by secret ballot.

§90 The decisions of the Council are published on the IUCN website in the version they were approved during the meeting, together with their translation into the two other official IUCN languages as soon as they are ready, but at the latest 6 weeks following the end of the meeting as required by the Transparency Policy.

IUCN website

§91 The summary minutes of the Council and the decisions of Council/Bureau meetings will record the individual voting results whenever a vote by roll call is required for a decision or when a member of the Council or the Bureau requests their vote to be recorded.

The Council's Policyon Transparency, paragraph 5.

§92 **Closed meetings.** The President or Council may decide to meet behind closed doors. Typical examples are the closed meeting of the Council during the last ordinary meeting of the term in order to select the candidates which the Council wishes to nominate to Congress for election as President, Treasurer and Commission Chairs, and the closed meeting to discuss the performance appraisal of the Director General. Closed meetings have remained exceptional. Note also the practice of Council meeting for dinner with the Director General, with no one else present.

Stat 58

§93 **Languages.** The official languages of IUCN are English, French and Spanish. In practice, simultaneous interpretation is provided during the plenary sessions of the face-to-face meetings of the Council but not for meetings, be they face-to-face or virtual, of the Council committees, working groups or task forces. The latter are usually conducted in English. Upon request, members of the Secretariat staff will offer language assistance to Council members. Council documents are provided in English only.

Stat 100; Reg 53

§94 **Documents.** The Secretary to Council coordinates the Secretariat's preparation of Council documents required for the (face-to-face and virtual) meetings of the Council, the Bureau and the Council committees. They are made available to all Council members and Deputy Commission Chairs via the Council section of the Union Portal. Email notifications are sent when important new documents have been posted in the Portal. Concerned to reduce the printing cost and ecological footprint of the Council meetings, and to speed up communication and facilitate access to the most recent version of the documents, no hard copy has been distributed since 2012. The Secretariat and any Council committee, working group or task force must make documents available via the Union Portal two weeks

Council decision C/VIII of 8 January 2020 (p.12) approving the Council Response to the External

before the Council meeting. Exceptions of documents made available later should be explained to the Council.

Review of Aspects of IUCN's Governance (6.2.1.a)

§95 **Summary minutes.** The Secretary to Council prepares the summary minutes and distributes them for comments and approval in accordance with Regulation 52. "Summary minutes" contain summaries of presentations and discussions and do not record verbatim the interventions made during the meeting. Council members may submit revised wording for the parts of the summary minutes reflecting the presentations or discussions or send the verbatim text of their intervention. Revisions to the text of decisions is not permitted at this stage because the summary minutes quote the decisions with the wording as approved during the meeting. To modify the wording of a decision would mean to re-open discussion of the agenda item concerned, which requires Council approval.

Reg 52

§96 **Observers.** Although Regulation 49 provides that (only) international organizations with which IUCN has formal working relations may attend the meetings of the Council as observers with the right to speak, the Council does not in practice invite observers. As part of the governance reforms approved in April 2016, Council resolved to use the possibility of including external individuals in Council committees, working groups and task forces in order to bring in needed skills and knowledge and to use the possibility to invite these individuals to participate as observers with the right to speak in the Council plenary. Council also "delegated" this function to the Bureau.

Council Decision C/88/7, Annex 2, point A1.3.

Cf. Annex 1 hereafter (Rules of Procedure of the Bureau, Appendix)

§97 It must be noted that the President and Council have systematically pushed back requests from IUCN Members to observe the meetings of the Council not only because Regulation 49 restricts observers to international organizations, but more so because on the rare occasions such requests were received the Council wished to protect its independence and avoid pressure or undue influence. Consulted by the President about such a request from a State member candidate host for the next Congress, the Bureau advised in 2009 that *"it was neither necessary or appropriate for candidate host country representatives to be in or around the IUCN headquarters before or during the time that we are considering the issue of the venue for the Congress"*. The same practice was followed in 2013 when Council selected the venue for the 2016 Congress.

§98 **Virtual meetings of the Council.** Although unusual, the Council has met twice by telephone or Skype for Business during the term 2012-16, in both cases to adopt amendments to the Regulations in 2nd reading. The rules of procedure apply *mutatis mutandis* to virtual meetings of the Council in the same way as the Bureau's rules of procedure do for the Bureau's virtual meetings. Virtual meetings of the Council are considered as periodic meetings of the Council [in the sense of Article 101 (c)] and numbered accordingly.

Cf. Annex 1 hereafter (Rules of Procedure of the Bureau, paragraphs 10 to 13)

Cf. decisions of the 86th and 89th meetings of the Council

§99 **Decisions adopted via electronic communication.** Article 95 of the Statutes allows the Council to approve decisions by email. This has happened occasionally when e.g. the question is urgent (the decision can be adopted after 7 days; no validation, as for Bureau

Decisions approved by Council and Bureau 2016-20 via electronic

decisions, is required) and relatively straightforward in the sense that no discussion is necessary and the draft decision is not likely to be amended. The rules of procedure apply *mutatis mutandis* to the approval of decisions via electronic communication in the same way as the Bureau's rules of procedure do for the Bureau's decisions approved via electronic communication.

communication are published on the IUCN website incl. for the period 2012-16.

Cf. Annex 1 hereafter (Rules of Procedure of the Bureau, paragraph 15)

§100 **Cost of Council meetings.** The annual budget approved by Council covers the direct cost of two face-to-face meetings each year. The average direct cost of one Council meeting held at the headquarters in Gland is CHF 110,000 of which 34% is spent on travel and 22% on accommodation for 37 Council members including Commission Chairs, 14% for all meals and 17% on simultaneous interpretation (reference base is the cost estimate for the 92nd Council meeting, February 2017). With the exception of the Secretary to Council and the Governance Assistant, the annual budget of the Governance Unit does not account for the working hours of numerous members of the Secretariat staff contributing to the preparation of the Council documents and attending the face-to-face and/or virtual meetings of the Council, the Bureau, Council committees, working groups and task forces.

§101 With the purpose of enabling the Council to determine the support it requires and ensure its independence, it was decided in April 2016 that "a Council budget line shall be established in the IUCN budget and Terms of Reference and criteria for use developed, with the budget to be decided annually."

Council Decision C/88/7, Annex 2, point D2. (April 2016)

§102 **Reimbursement of Councillors' travel expenses.** The "Policy on the Reimbursement of Travel Expenses to IUCN Councillors" approved by the 41st Council Meeting (May 1995) and revised by the 57th Council Meeting (December 2002) still applies.

Policy on the Reimbursement of Travel Expenses to IUCN Councillors

§103 Key elements of the Policy are as follows:

- Council members are encouraged to seek full coverage or a contribution towards their cost from sources other than IUCN;
- reimbursement of expenses related to attendance at meetings of the Council, the Bureau and Congress is restricted to the expenses defined by the Policy and covered by the annual budget;
- **travel expenses and subsistence costs** are governed by the rules applied to the Secretariat staff;
- IUCN pays the cost of air travel in economy class from the Council member's residence to the venue of the meeting;
- when meals are provided, the per diem rate is adjusted accordingly;
- additional days spent at the venue of the meeting before and/or after the meeting for purposes other than IUCN business are at the charge of the Council member;
- **health and accident insurance and insurance of personal belongings** are the personal responsibility of each Councillor.

For arrangements agreed with Hogg Robinson Group for the purchase of Councillors' flight tickets, see the INFORMATION NOTE of 20 October 2016

11. The Bureau of Council

Authority of the Bureau

§104 The Council shall establish a Bureau which shall act on behalf, and under the authority of the Council between meetings of the Council.

Stat 49

§105 This statutory provision means that, while Council may delegate responsibilities to the Bureau, the Council must not renounce its authority to review the decisions taken by the Bureau. The Council does so by validating the Bureau decisions through a no-objection procedure conducted by email exchange. However, in order to extend the range of matters on which to entitle the Bureau to act upon with the purpose of enabling the Council to effectively exercise its strategic direction and oversight role, the Council amended Regulation 57 by establishing, as part of the Rules of Procedure of the Bureau, a list of specific matters on which the Bureau may decide directly. The Council may review and modify the list of "delegated matters" as and when necessary, in function of its experience with the delegation of responsibilities to the Bureau and the necessities of the time, and without having to go through the procedure for amending Regulation 57 in accordance with Articles 101-102 of the Statutes.

The procedure to validate Bureau decisions by a no-objection procedure is described in Reg 58.

Cf. Management Response to the External Evaluation of Aspects of IUCN's Governance (p.4)

Council Decision C/88/7
Cf. Annex 1 hereafter (Rules of Procedure of the Bureau)

§106 According to Regulation 57, the Bureau may also act on behalf of Council on any matters that Council may assign to it from time to time, usually by way of a Council decision ("requesting the Bureau to etc."), and any matters that may arise under Article 46 (b) to (q) of the Statutes. In other words, the Bureau may take a decision on any of the functions of the Council listed in Article 46 (b) to (q) of the Statutes at its own initiative, without first asking or receiving a mandate from the Council. All Bureau decisions must, however, be validated by the Council through a no-objection procedure.

§106*bis* The Bureau should decide the frequency and modus of its meetings in function of the business to be carried out but should establish a schedule of meetings for the coming period in order to allow everyone to organize their calendars. It should meet four (4) to six (6) times per year, at least twice by conference call and twice in person before Council meetings.

Council decision C/VIII of 8 January 2020 (p.12) approving the Council Response to the External Review of Aspects of IUCN's Governance (6.3.2.a)

The Rules of Procedure of the Bureau

§107 The Rules of Procedure of the Bureau define in more detail the mandate and composition of the Bureau, and its mode of operation. (Annex 1 hereafter)

§108 The Secretary to Council also acts as the Secretary of the Bureau. Official correspondence to the Bureau should be addressed to president@iucn.org.

12. Committees, working groups and task forces

§109 **Nomenclature of Council subsidiaries.** As part of the "Enhanced practice and reforms of IUCN's governance", the Council amended Regulation 59 to clarify the nomenclature of the subsidiary bodies which Council may establish according to Article 50 of the Statutes:

Reg 59

Council Decision C/88/7, Annex 2, B3.1 to B3.6

i) standing committees formed by Council are called **committees**. The Statutes provide that they need to include at least, but not be limited to the Programme and Policy Committee, the Finance and Audit Committee and the Governance and Constituency Committee;
ii) limited-life bodies formed by Council are **working groups** and submit their report with draft decisions for approval by the Council or the Bureau;
iii) limited life bodies formed by a Council Committee are **task forces** and submit their report with draft decisions for approval by the Committee.

Stat 50

§110 The membership of the committees, working groups and task forces may be drawn from both within IUCN and outside IUCN in accordance with Regulations 59 and 60. As mentioned above in the section "Ensuring the right qualifications, skills and knowledge in Council", Council is encouraged to use the possibility to include external individuals in Council committees, working groups and task forces in order to bring in needed skills and knowledge and the possibility to invite these individuals to participate as observers with the right to speak in the Council plenary. When giving effect to this, Council will need to consider the financial implications as the annual Budget would not normally cover such expenditure.

See above §15 on p. 7

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

§112 **"Delegated functions" of the standing committees.** Council advised that the Terms of Reference of the committees be amended to assign and delegate specific functions for which the committees are given responsibility and may propose decisions. The Council also "delegated" functions to the Congress Preparatory Committee.

These "delegated functions" are listed in Annex 2 (right hand column highlighted in green) of Council Decision C/88/7, Annex 2 (April 2016). They are also included in the draft Terms of Reference of the committees.

§113 As with any delegated authority, the Council can always withdraw or modify that delegation.

§114 The **Programme and Policy Committee (PPC)** assists the Council in providing strategic oversight of the implementation of, and advice on the development of the IUCN Programme and IUCN policy. The **Finance and Audit Committee (FAC)** assists the Council in providing strategic oversight on all matters relating to the

For the draft Terms of Reference of the three standing committees of the term 2016-20, see Council documents C/92/4/1 to 3

organizational management of the Union, in particular the financial management, auditing of and fundraising for the Union and internal oversight and legal issues. The **Governance and Constituency Committee (GCC)** assists and provides advice to the Council with a view to maintaining an effective governance and an engaged membership of the Union.

§115 In order to make the most effective use of Council members' time, the practice has been that each Councillor would be part of only one committee of Council throughout the term. The committee chairs are designated for the first half of the term and will be re-eligible at mid-term.

§115*bis* The standing committees should decide the frequency and modus of their meetings in function of the business to be carried out but should establish a schedule of meetings for the coming period in order to allow everyone to organize their calendars. They should meet four (4) to six (6) times per year, at least twice by conference call and twice in person before Council meetings.

Council decision C/VIII of 8 January 2020 (p.12) approving the Council Response to the External Review of Aspects of IUCN's Governance (6.3.2.a)

§116 **Reporting procedure.** With the purpose of enabling Council to use as much of its meeting time as possible for its strategic direction and oversight functions, the standing committees of Council, and if necessary the working groups of Council, will meet on the first day of Council prior to the plenary sessions of Council.

The written committee reports are either delivered in Word or PPT slides. The verbal report is usually supported by PPT slides.

§117 The recommendations and proposed decisions of the committees and working groups within their responsibilities will be circulated to Council members prior to the Council plenary sessions. This constitutes the written report of the committees to Council. The committees or working groups may specify issues that they wish to see debated by the full Council or the Bureau. They become the object of the verbal report of the committees to Council.

§118 Councillors or Bureau members will have until the close of business on the first plenary day of the Council meeting to express a desire to reopen the debate regarding any proposed decisions from the committees and working groups which the committees or working groups had not recommended to debate in the full Council. In all other cases, the Council will adopt the proposed decisions of the committees and working groups without debate.

Reg 59 (d)

§119 Committees and Working Groups may also hold meetings (either physically subject to the Council-approved budget or electronically) between meetings of Council. Recommendations and draft decisions resulting from these meetings shall be sent to Council or the Bureau (as appropriate) electronically for decision.

§120 The **terms of reference of the working groups and task forces** should be carefully reviewed by the Governance and Constituency Committee to ensure that the line between governance and management is not blurred.

§121 Council is to **review each working group and task force** with a view to reducing their number and incorporating as many of

them within existing standing committees, also ensuring that those that are not incorporated into such a committee have a clearly limited duration related to the tasks that they need to fulfil. The terms of reference of working groups and task forces shall include a "sunset clause" specifying the duration of their mandate and requiring a specific decision of the Council or the relevant Council Committee to renew or extend their mandate.

§122 **Relationship with the Secretariat staff.** Just as committees (working groups or task forces) do not supplant Council, they do not take on day-to-day staff work. The Director General assigns appropriate staff members to support the work of each committee (working group or task force) or act as its secretary. Committee Chairs (and chairs of working groups or task forces) and Council members should not give directions or assign work to Secretariat staff unless that Staff member has been assigned by the Director General or his/her delegated Director to work with them.

Based on Council Handbook (2003), p. 27

13. The Union Portal's section for Council

Council section in Union Portal. Note: staff access only via the Secretariat tab on the Portal home page > (document icon) All IUCN Secretariat and Ramsar Staff > Documents tab > Programmes and Units > Headquarters > Union Development Group > IUCN Council

§123 To facilitate their access to information and Council documentation, the Council Secretary maintains a section for Council in the secured web based Union Portal. At the beginning of each term, Council members as well as the Deputy Commission Chairs receive their user ID and individual password enabling them to access the section for Council. Individual Council members' access will be de-activated three months following the end of the Congress at which they have not been re-elected.

See the meeting folders for the Council 2017-20.

§124 A specific folder is established for the documentation of each Council and Bureau meeting, accessible to all Council members, the Deputy Commission Chairs and all IUCN Secretariat staff worldwide.

Access the sections for the Council's subsidiary bodies

§125 Subsidiary bodies of the Council such as the standing committees of the Council (PPC, FAC and GCC) as well as working groups and task forces will each have a section in the Council pages accessible only to Council members who are members of the body concerned, the Director General, the Council Secretary, the Legal Adviser, the members of the Secretariat assigned to support the body concerned and to such other individuals (staff, external experts etc.) as may be determined by each body.

Annex 1

Rules of Procedure of the Bureau of the IUCN Council

[Revision of the "Terms of Reference and Procedure for the Bureau of Council" approved by Council at its 73rd meeting in November 2009 (Council Handbook 2003, Annex IV) taking into account the decisions of the 88th Council meeting, April 2016]

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. (Article 49 of the Statutes)

2. As provided in Regulation 57, the Bureau shall act on behalf of Council on:

(a) any matters that Council may assign to it from time to time,

(b) those specific matters assigned to it by the Council as provided for in the list annexed hereafter which may be reviewed and modified from time to time by Council, and

(c) any matters that may arise under Article 46 (b) to (q) 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 matters of a more administrative or transactional kind in order to create more space on the agenda of the regular Council meetings enabling Council to effectively exercise its strategic direction and oversight roles.

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, and the Governance and Constituency Committee [Regulation 57 (a)]. 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. [Regulation (c)]

The Vice-Presidents, the Chairs of the standing committees of the Council and the Regional Councillors members of the Bureau may be appointed by consensus decision of the Council on the proposal of the President following consultation with Council members. (Council decision C/88/7) In the absence of consensus, a vote may be taken or elections may be held. The Council shall ensure adequate geographical and gender distribution in the Bureau. (Council decision C/73/15.3.a)

5. The Commission Chairs shall elect their representative to the Bureau at the beginning of the term of Council and again at midterm, it being understood that any

such representative who served for the first half of the term will be re-eligible at midterm. [Regulation 57 (b)]

Convocation and preparation of meetings

6. 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.

7. With the President's agreement, the Secretary to Council shall circulate a draft provisional agenda to the members of Council for their comments and eventual additions, at least two weeks in advance of the Bureau meeting unless urgent circumstances justify a shorter delay.

8. The provisional annotated agenda and Bureau documents shall be distributed to all Council members at the same time as their distribution to the Bureau. Any comments or proposals from members of Council who are not members of the Bureau related to the Bureau agenda and documents, will be shared with the members of Bureau provided they reach the President or the Secretary to Council before the beginning of 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 (or a combination of both). 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.

The Bureau may meet physically at the occasion of each Council meeting or, subject to the Council approved budget, between meetings of the Council.

11. The President's convocation of the Bureau will indicate the time of the conference call for each Bureau member.

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

13. The Regulations regarding quorum, voting and conduct of Council meetings shall apply to the Bureau by analogy, with the understanding that, during meetings held remotely, in the absence of consensus, the vote shall be taken by roll call. If they have not yet been presented through the Bureau documents, 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)

Decisions taken by electronic communication

15. At the request of the President, the Bureau may take decisions by electronic communication. The draft decision together with documents, if any are provided, will be distributed to the Bureau with copy to the members of the Council, requesting Bureau members to cast their vote, together with an explanation of their vote if they so wish, within one week from the President's communication. Any comments or proposals from members of Council who are not members of the Bureau related to the proposed Bureau decisions shall be shared with the Bureau provided they reach the President or the Secretary to Council before the date and time by which Bureau members are requested to cast their vote.

Following the Bureau meeting or decisions taken by electronic communication

16. The Council shall validate the decisions of the Bureau through a no-objection procedure as described in Regulation 58.17. The decisions of the Bureau so validated shall be published on the IUCN website in the official languages of IUCN together with the documents approved, annexed or referred to in the decisions (in the language(s) in which they are available), in accordance with "The IUCN Council's Policy on Transparency" and all IUCN Members will be notified thereof.

18. As required by Council's Policy on Transparency, official documents distributed for discussion or consideration (decision) by the Bureau, bearing the Bureau document code, will be publicly available after the end of the Bureau meeting concerned, once they have been finalized. They are normally posted on IUCN's public website, in the language in which they have been submitted, at the time of publication of the Bureau decision(s).

19. As soon as possible after the meeting, the Secretariat shall distribute draft 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 which will either be referred to the Bureau by mail ballot, or to the next meeting of the Bureau for resolution.

20. The approved summary minutes of the Bureau shall be made available to all Councillors via the Council section in the Union Portal.

Appendix to the Rules of Procedure of the Bureau

Specific matters on which the Bureau shall decide directly as assigned by the Council to the Bureau (decision C/88/7) in accordance with Regulation 57:

Statutes, 23:	Determining dates and venue of the World Conservation Congress
Statutes, 29 (c):	Proposing amendments to Rules of Procedure of the World Conservation Congress
Statutes, 38 (e) & Regulation 45 (b)	Appointing a Councillor from the State where IUCN has its seat
Statutes, 45	Inviting observers to Council meetings
Statutes, 46 (b)	Adopting and publicizing statements on important issues concerning the objectives of IUCN
Statutes, 46 (g), 83	Approving the DG's annual report, including the annual financial statements
Statutes, 46 (m) & Regulations 46, 73, 73*bis*	Appointing Commission Steering Committees
Statutes, 46 (o) & Regulations 45 (d), 87	Appointing the Legal Advisor
Statutes, 46 (q) & Rule 74, Regulation 28	Appointing the Election Officer
Statutes, 47	Establishing fees for participation in IUCN events
Statutes, 64	Authorizing leave of absence from Council
Statutes, 68	Convening Regional Conservation Fora
Statutes, 88 (e)	Commenting on the quadrennial draft Financial Plan
Statutes, 90	Establishing endowment funds
Rule 45	Consulting on the draft agenda of the World Congress
Rule 49	Setting the deadline for submission of motions
Rule 54 (b) x.	Approving the template for submitting motions
Rule 62*quinto* (a)	Deciding the dates for e-voting on motions
Regulations 8, 18	Admitting new IUCN Members with no objections[1]
Regulations 22, 23	Establishing groups for setting of dues for Category A Members and proposing Membership dues for Category B and C Members to Congress
Regulation 38	Setting the deadline for nomination of candidates for election as Regional Councillors
Regulation 43	Making Council awards for outstanding service to conservation
Regulation 48 (c) iii.	Receive written synthesis of Councillors self-assessments from the Vice-Presidents

[1] *"The admission of new IUCN Members which met with no objections from the IUCN membership has to remain with Council or with the Bureau between meetings of the Council (Regulation 18)." This was the conclusion of the Bureau when making its recommendation to Council on this point (quote from Summary Minutes of the 66th Meeting of the Bureau, February 2016). Council subsequently endorsed this point without modification (Council decision C/88/7, April 2016). In other words, the procedure introduced by Council in 2013 through an amendment to Regulation 18 stands: within a reasonable time following quarterly application deadlines, either the Council takes the decision when in session, or the Bureau between sessions of the Council.*

Annex 2

Strategic Planning and Reporting Framework

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

As requested by the Bureau of Council[2], the Secretariat has reviewed the proposed Strategic Planning and Reporting Framework and produced an annotated table (hereafter) showing which reports are currently available, which are under development and where further discussion is warranted.

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

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

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

New planning and reporting work has started in the areas of DG's objectives, the Council work plan, a strategic risk matrix and refinement of reporting under the Risk Register.

Noting that "C9.1 The Council is yet to clarify what the "**Governance Compliance Inventory**" should contain in addition to the reports on legal liabilities which the Legal Adviser has been submitting to the FAC, and who should present it to Council,"[3] this has not been included in the annotated table.

[2] Decision B/66/2 of the Bureau of the IUCN Council, 66th meeting, 19 February 2016
[3] See section C9.1 of Annex 2 of Council decision C/88/7

Annotated Strategic Planning and Reporting Framework

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

Council requirement	Report	Type	Delegated authority	Focal point	Frequency	Status	Additional work required
One Programme Charter	Annual workplan	Planning document	Council	DG	Annual	Normally, planning for One Programme engagement included in Annual work plan	Enable planning through the Project Portal
	Strength of the Union indicators	Monitoring & reporting document	Council	DG	Annual	Normally, included in Annual Report to Council by the Secretariat	Refine One Programme Indicators; enable reporting by Members through Portal
Evaluations	Report on Evaluations	Monitoring & reporting doc.	Council and DG	Head, PM&E	Annual	Normally produced annually or on demand	Clarify reporting expectations

Other organizational planning and reporting

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

Annex 3

A Code of Conduct for IUCN Councillors

(Adopted by the 68th Meeting of Council on 20 November 2007 and modified by the 73rd Meeting of Council on 25 November 2009, the 75th Meeting of Council on 20 November 2010, the 70th meeting of the Bureau of the IUCN Council on 6 June 2017, and the 95th meeting of Council on 7 October 2018)

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PART I

Definitions

In this Code, unless the context reasonably indicates otherwise:

"*Business transaction*": business transactions include, but are not limited to contracts of sale, leases, loans, and arrangements for the performance of services (including consultancies).

"*Close relatives*" including spouse, domestic partner, siblings, parents and grandparents, children, grandchildren, and those of the spouse or domestic partner.

"*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 58thMeeting 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).

"*Other related parties*" means:

- Any partnership, limited liability company or professional corporation in which a Council member or her/his close relative(s) is a partner, member or shareholder, respectively, with direct or indirect ownership interest in excess of 5%;
- Any entity in which a Council member serves as an officer, director / board member, trustee, or key employee;
- Any entity in which a Council member and/or her/his close relative(s) own more than 35% of the combined voting power, profits interest, other ownership or beneficial interest, whether directly or indirectly, individually or collectively.

"*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. The Conflict of interest disclosure form approved by the Ethics Committee of Council is hereafter attached as Appendix 2 and constitutes an integral part of the present Code of Conduct. 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 or other related parties. 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.

k. Conduct in the process of selecting the venue of the next World Conservation Congress

No IUCN Council member may obtain property, financial advantage or any other benefit including but not limited to soliciting or accepting any gift, hospitality or value in kind from any Candidate (directly or indirectly) that could be seen as affecting the person's impartiality with regard to the selection process in line with the Code of Conduct for IUCN Councillors.

No IUCN Council member or IUCN staff member may provide support to a Candidate in preparing their proposal.

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 (c) (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."

Appendix 1

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

(approved by the IUCN Council at its 75th 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.

Appendix 2

Conflict of interest disclosure form

(Approved by the IUCN Council at its 95th Meeting, October 2018)

Introduction

The Code of Conduct for IUCN Councillors (hereafter "Code of Conduct") requires each Council member to "*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.*"

The Code of Conduct further specifies that "*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.*"

All Council members are kindly requested to return the present form electronically or by hard copy addressed to the Chair of the Ethics Committee of the IUCN Council (care of Secretary to Council) by [date] or before the end of the Council meeting during which the form has been distributed.

The disclosure forms returned by Council members will be registered by the Secretary to Council and posted in a closed section of the Union Portal only accessible to members of the IUCN Council.

If you have any questions, please contact the Chair of the Ethics Committee, [name and contact details].

Conflict of interest according to the Code of Conduct for Councillors

In the Code of Conduct, "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.*"

The Code of Conduct further specifies that: "*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. […] 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."*

Definitions

The Code of Conduct defines:

"Close relatives": include your spouse, domestic partner, siblings, parents and grandparents, children, grandchildren, and those of your spouse or domestic partner.

"Other related parties" as:

- Any partnership, limited liability company or professional corporation in which a Council

member or her/his close relative(s) is a partner, member or shareholder, respectively, with direct or indirect ownership interest in excess of 5%;
- Any entity (governmental, non-governmental, or corporate) in which a Council member serves as an officer, director / board member, trustee, or key employee;
- Any entity in which a Council member and/or her/his close relative(s) own more than 35% of the combined voting power, profits interest, other ownership or beneficial interest, whether directly or indirectly, individually or collectively.

"Business transaction": Business transactions include, but are not limited to contracts of sale, leases, loans, and arrangements for the performance of services (including consultancies).

Disclosures

Please provide the information requested below for the calendar year ending [date].

If there is nothing to disclose, please write "N/A". Attach additional pages if necessary to provide a complete response.

Return the present form electronically or by hard copy addressed to the Chair of the Ethics Committee of the IUCN Council care of Secretary to Council, by [date]. Hard copies should be returned to the Secretary to Council before the end of the Council meeting during which the form has been distributed.

A. Identify any business transaction in which you or a close relative or other related party of yours engaged with IUCN or any of IUCN's components[4]:

_____

_____

B. Identify any other role you hold or assume, or any other relationship with a third party, in a context other than your role in and responsibilities to IUCN, which impairs or reduces, or appears to impair or reduce, your capacity to act in the best interest of IUCN:

_____

_____

I hereby affirm that, to the best of my knowledge, this annual disclosure statement is correct and complete. I also hereby acknowledge my obligation to notify the Ethics Committee of the IUCN Council promptly if at any time any of the facts stated above change.

Name:
Date:
Signature:

[4] "Components" in the sense of Article 15 of the IUCN Statutes comprise: the World Conservation Congress, the Council, the National and Regional Committees and Regional Fora of Members, the Commissions and the Secretariat (including its regional, country and out-posted offices).

Annex 4

Examples of the implementation or interpretation of the Code of Conduct

(See §35 on p. 12)

Annex 5

Performance Commitment for IUCN Councillors

(Approved by the IUCN Council at its 94th meeting, May 2018, C/94/19
and revised by Bureau decision B/XX, 14 December 2019)

(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;

   c) participating in subcommittees and Task Forces of the Council, whether as assigned by the President or on a voluntary basis; and

   d) duly engaging in Council's role to set strategic direction and exercise oversight of IUCN bestowed upon me by IUCN Members as provided in the Statutes and Regulations.

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. I will review and avoid any potential conflict of interest and each year submit the conflict of interest disclosure form to the Ethics Committee of Council.

4. **Comply with all applicable laws and regulations of IUCN** relating to Council members, in particular the IUCN Data Protection Policy.

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.

Name of the IUCN Council member

Signature of IUCN Council member

Date

Annex 6

IUCN Councillor Activity Report

(Approved by the IUCN Council at its 94th meeting, May 2018, C/94/19)

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. The examples of activities relate to the statutory duties of Council members and are drawn from the role, functions and qualifications required for election approved by the Council.

Please complete the Activity Report at the end of each period between Council meetings, and post it in the Council section of the Union Portal (restricted to Council members only), or submit it by email to the Secretary of Council who will upload it in the Council Portal, before the beginning of the Council meeting. Please keep the total length of your report to maximum two pages.

To minimize the financial implications, the reports will not be translated. Council members are encouraged to submit their reports in English or, if possible, together with an English courtesy translation.

Name of Councillor:

Reporting period:

1. Global level activities

As Council members serve the global interests of IUCN, fulfilling the functions of the IUCN Council as outlined in the IUCN Statutes (setting strategic direction for the Union, exercising oversight of the performance of the Union, and carrying out fiduciary responsibilities), examples of activities in this category include participation in Council and Council Committees, Task Forces and Working Groups, and taking part in global events in coordination with the Director General. 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 input to the Council on the collective interests of the IUCN Members in the Regions, reporting back to Members on Council decisions, participation in Regional Conservation Fora and work of the Regional Committees, or work with IUCN Regional Committees, IUCN Commissions, IUCN Regional Offices and Members to promote the work of the Union and develop the membership in the Region. 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.

Annex 7

Self-Assessment of IUCN Council members and Evaluation of the IUCN Council Meeting

(Approved by the IUCN Council at its 94th meeting, May 2018, C/94/19)

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.

The following questionnaire is a tool enabling Council members to evaluate the effectiveness of Council during its most recent meeting and to assess their own performance as members of the Council during that meeting and in the period since the previous Council meeting.

Please complete the following questionnaire either electronically or on a hard copy, if possible within 7 days of receipt of the questionnaire. Please return any hard copies to Luc De Wever, Sr. Governance Manager, Secretary to Council.

Your feedback will remain anonymous. A compilation of the results will be shared with the President and Vice-Presidents who will transmit to Council a synthesis of the Council members' feedback together with details of any follow-up actions they have taken or that they recommend to the Council.

Rating options range from 5 (very satisfied / strongly agree) to 1 (very dissatisfied / strongly disagree).

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2. Performance of Council at this Meeting

Please indicate how much you agree with each of the following statements by checking the appropriate box. Add any comments in the last column.

Council effectively fulfilled its role to set strategic direction for IUCN	5 4 3 2 1	
Council effectively fulfilled its role to oversee the performance of IUCN	5 4 3 2 1	
Council effectively fulfilled its fiduciary responsibilities	5 4 3 2 1	
Council functioned as a cohesive body, with members actively participating and treating each other with respect	5 4 3 2 1	
Council members were well prepared	5 4 3 2 1	
I am satisfied with the quality of decisions made by Council at this meeting	5 4 3 2 1	
Effective use is made of the Bureau in order to optimize the time available in Council for issues of strategic importance	5 4 3 2 1	

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

Do you have suggestions on how to improve your own effectiveness as a Council member during Council meetings?

3. Leadership and Management of Council at this Council Meeting

Please indicate how much you agree with each of the following statements by checking the appropriate box. Add any comments in the last column.

The Council plenary agenda was sufficiently focused on strategic issues	5 4 3 2 1	
My time was well used in Council plenary sessions	5 4 3 2 1	
I was well briefed by the background materials provided by the Secretariat for this Council meeting	5 4 3 2 1	
The specific guidance required from Council on each agenda item was clear to me	5 4 3 2 1	
The time provided on the agenda for the business of Council was appropriately allocated	5 4 3 2 1	
The Chair managed the Council agenda in a timely manner	5 4 3 2 1	
The Chair encouraged all Councillors to participate in Council	5 4 3 2 1	
The Chair facilitated sound decision making by Council	5 4 3 2 1	
The Chair resolved conflicts when appropriate	5 4 3 2 1	
The Secretariat made an effective contribution to the (content of the) Council meeting	5 4 3 2 1	
The Secretariat provided adequate logistical and organizational support for this Council meeting	5 4 3 2 1	

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

Do you have suggestions on how to improve the logistical and organizational support for Council meetings (incl. travel and hotel arrangements)?

How might your skills be better utilized during the Council meeting?

4. Performance of the standing committees of the IUCN Council

Please check the committee of which you are a member:

☐ Governance and 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 of which you are a member. Add any comments in the last column.

The Committee was well led / chaired	5 4 3 2 1	
The Committee was well supported by the Secretariat	5 4 3 2 1	
The Committee focused on important strategic issues facing the Union and its results will make a significant contribution to the advancement of IUCN's Mission	5 4 3 2 1	
The committee is effectively assisting the decision process in Council	5 4 3 2 1	
Serving on this Committee was a valuable use of my time	5 4 3 2 1	

What could be done to improve the effectiveness of your committee, incl. to better utilize your own skills?

Do you have suggestions on how to improve your own effectiveness as a member of a Council committee?

5. Task Forces and Working Groups

Please check the Task Force / Working Groups that you served on since the last Council meeting:

☐ …
☐ …
☐ …

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. Add any comments in the last column.

The Task Force/Working Group focused on important strategic issues facing the Union and its results will make a significant contribution to the advancement of IUCN's Mission	5 4 3 2 1	
The Task Force/Working Group was well led / chaired	5 4 3 2 1	
The Task Force/Working Group received adequate support from the Secretariat	5 4 3 2 1	

If the Task Force / Working Group on which you served is to continue its work in the period until the next Council meeting, what could be done to improve its effectiveness, incl. to better utilize your own skills?

Do you have suggestions on how to improve your own effectiveness as a member of a task force / working group?

6. My role as a member of the IUCN Council between Council meetings

Please indicate how much you agree with the following statement by checking the appropriate box. Add any comments in the last column.

The role that I should play as a Council member between Council meetings is clear to me	5 4 3 2 1	

How might your skills be better utilized between Council meetings?

7. Additional comments

What suggestions do you have to improve this evaluation and self-assessment process?

Anything else you wish to suggest with regard to Council's effectiveness and your own performance as a Council member that has not yet been covered by this questionnaire?

Thank you for your feedback!

Harmonized procedure for filling vacancies for Treasurer, Commission Chair and Regional Councillor

Approved by the IUCN Council at its 97th meeting, 19-22 October 2019, decision C97/8

Steps	Treasurer	Commission Chair	Regional Councillor
Notice period	If circumstances permit, the incumbent should give at least three months' notice before her/his resignation becomes effective.	If circumstances permit, the incumbent should give at least three months' notice before her/his resignation becomes effective.	If circumstances permit, the incumbent should give at least three months' notice before her/his resignation becomes effective.
Interim appointment	If required, Council appoints a member of the Council as Acting Treasurer until Council fills the vacancy.	If required, the Deputy Chair of the Commission concerned acts as Chair until Council fills the vacancy.	N/A
Vacancy occurring less than a year before the Congress	If the vacancy occurs less than a year before the Congress, Council may appoint a member of Council as Treasurer if it considers it unnecessarily confusing and cumbersome to call for nominations to fill a vacancy in parallel with the Call for nominations of candidates for election as Treasurer.	If the vacancy occurs less than a year before the Congress and Council considers it unnecessarily confusing and cumbersome to call for nominations to fill a vacancy in parallel with the Call for nominations of candidates for election as Commission Chair, it may fill the vacancy based on a recommendation of one, or maximum two candidates by the Steering Committee of the Commission concerned, following the Steering Committee's consultation of the Commission's membership in the spirit of Regulation 30*bis*.	If the vacancy occurs less than a year before the Congress, Council may decide not to fill the vacancy if it considers it unnecessarily confusing and cumbersome to call for nominations to fill a vacancy in parallel with the Call for nominations of candidates for election as Regional Councillor.
Terms of Reference (ToR)	The ToR for the position, including the responsibilities as well as the qualifications and requirement for the position, are those approved by the Council and integrated in the Call for nomination of candidates for election as Treasurer referred to in Regulation 30 revised as required to take into account circumstances prevailing at the time of the vacancy.	The ToR for the position, including the responsibilities as well as the qualifications and requirement for the position, are those approved by the Council and integrated in the Call for nomination of candidates for election as Commission Chair referred to in Regulation 30 revised as required to take into account circumstances prevailing at the time of the vacancy.	The ToR for the position, including the responsibilities as well as the qualifications and requirement for the position, are those approved by the Council and integrated in the Call for nomination of candidates for election as Regional Councillor referred to in Regulation 37 revised as required to take into account circumstances prevailing at the time of the vacancy.
Identification of candidates	The Council establishes a Search Committee composed of the President, one or more Vice-Presidents proposed by the President based on relevant skills	1. The outgoing Chair or the Deputy Chair of the Commission concerned is requested to establish an *ad hoc* committee under Regulation 30bis	Council invites all IUCN Members of the statutory region concerned, which are up-to-date with payment of their dues, to submit nominations. The Vice-

	set, the outgoing Treasurer or the Acting Treasurer, if available, the Chair of the Finance and Audit Committee (FAC), the Councillor from the State in which IUCN has its seat, and one other Councillor. In a first phase, all Council members are invited to encourage qualified candidates to put forward their candidacy to the Search Committee. Should this not produce qualified candidates, the Search Committee requests the Director General to issue a call to all IUCN Members worldwide, which are up-to-date with payment of their dues. The Search Committee presents to Council a single candidate for its endorsement.	and to communicate to the Director General (DG) and the Vice-Presidents acting as Nominating Committee under Regulation 48, the names of the chair and the members of the Commission's *ad hoc* committee. 2. The DG's Call for nominations is sent to all IUCN Members and to the members of the Commission concerned. The Call for nominations states explicitly that, in the interest of time, it also constitutes the invitation to Commission members required by Regulation 30*bis,* inviting them to submit to the Commission's *ad hoc* committee names to be considered for Commission Chair. 3. The Call for nominations specifies the deadline for submission of names by IUCN Members and CEC Commission members directly to the Council's Nominating Committee (Regulation 30) and for the Commission's *ad hoc* committee to transmit, with the prior endorsement of the Commission's Steering Committee, a list of up to 2 prioritized candidates to the Nominating Committee (Regulation 30*bis*). 4. The Council's Nominating Committee presents to Council a single candidate for its endorsement.	Presidents acting as Nominating Committee under Regulation 48 (c) (ii) validate the nominations put forward by IUCN Members. The Nominating Committee presents all valid nominations to Council.
Selection of candidates	Council elects the individual to fill the vacancy for Treasurer for the balance of the term by a secret, electronic vote. If there is only one candidate, Council decides whether to endorse the candidate, during its meeting or by email ballot.	Council elects the individual to fill the vacancy for Commission Chair for the balance of the term by a secret, electronic vote. If there is only one candidate, Council decides whether to endorse the candidate, during its meeting or by email ballot.	Council elects the individual to fill the vacancy for Regional Councillor for the balance of the term by a secret, electronic vote. If there is only one candidate, Council decides whether to endorse the candidate, during its meeting or by email ballot.