Council decision C/VII adopted by the IUCN Council by email correspondence on 8 January 2020

The IUCN Council,
On the recommendation of the Bureau of the IUCN Council pursuant to Council decision C97/3;

1. Approves the *Management Response to the External Review of Aspects of IUCN's Governance – 2019*; (Appendix)
2. Requests the relevant entities to implement the actions whose responsibility has been assigned to them within the time indicated in the Management Response;
3. Decides that the Council Handbook be modified to incorporate the actions presented in the Management Response for implementation before the 98th Council meeting and requests the Secretary to Council to issue the Council Handbook as revised by the end of January 2020;
4. Requests the entities mentioned in the Management Response as "responsible" for the actions to be presented for Council's consideration at its 98th meeting in February 2020 (highlighted in blue colour), to make their proposals available to Council if possible two weeks in advance of the Council meeting (i.e. by 24 January 2020);
5. Requests the entities mentioned in the Management Response as "responsible" for the actions to be presented for the Bureau's consideration, by email correspondence or conference call, before the 2020 Congress (highlighted in green colour), to prepare proposals by 1 May 2020;
6. Recommends the next Council 2020-24 to implement the actions presented for implementation during the next quadrennium;
7. Thanks *Council's Working Group to prepare the management response to the external review of IUCN's governance* and the Secretariat for their diligent work.

Management Response to the Review of Aspects of IUCN's Governance - 2019

IUCN welcomes the overall findings and recommendations of the *Review of Aspects of IUCN's Governance* (henceforth "the Review") conducted by Stewardship and Governance Associates (SGA). The Union appreciates the recognition of the "important assets which strengthen its governance capability, namely a high degree of commitment and energy that Councillors and staff, as well as Members, bring toward fulfilling IUCN's mission" and believes that these attributes makes it well-placed to take on the recommendations of the Review.

IUCN is inspired by the Review's use of the Four Pillars of Good Governance framework and the Four Areas of Governance Failure to analyze the governance fabric of IUCN in a systematic and comprehensive manner and to diagnose potential areas of vulnerability of and risk for IUCN. In combination, these insights provide a comprehensive framework to improve the resilience of the organization. IUCN is determined to apply this framework to achieve governance excellence through strengthening people quality, focus and dedication, developing effective structures and processes including strategic and risk analysis processes, advancing the appropriate information architecture, fostering healthy group dynamics, and ensuring enabling institutional culture and integrity.

IUCN acknowledges the Review's assessment of governance risk to be at a critical level. By periodically commissioning governance reviews and continuously implementing governance improvements under the leadership of the IUCN Council's Governance and Constituency Committee, IUCN has sought to reshape its governance to align with a rapidly changing institutional environment, increasing expectations from stakeholders and the aspirations for the Union. This Management Response will further demonstrate IUCN's commitment and dedication to achieving governance excellence and to reducing the key vulnerabilities in IUCN's governance. IUCN undertakes to periodically review its governance and responses set out in Annex 1 against best practice and to improve and/or modify it as required.

IUCN acknowledges and supports the importance the Review places on people and, in particular, the need to clarify performance standards of Council members. IUCN has already started implementation of the Review's recommendations aimed at reinforcing the composition of the Council, improving the readiness of Councillors and strengthening accountability of Councillors. Further, IUCN will develop comprehensive education and induction programs for Councillors joining the new Council regarding the strategic process, including deepening understanding of the strategic role required of Council members, and ensure that this is part of the regular council onboarding processes.

In tandem with this concern with performance standards, the Review emphasizes the critical nature of processes that enable Council be more effective in carrying out its roles and responsibilities, in particular in relation to strategic leadership and risk analysis. IUCN acknowledges the opportunities identified by the Review to reinforce structures and processes of IUCN and agrees it is critically important to ensure strategic alignment and ownership, among the different bodies of IUCN, as well as a clear delineation of roles and responsibilities, strengthening of accountability and enhancing trust. Further, IUCN is committed to establishing an effective leadership succession plan, reinforcing the structural independence of the ethics and oversight functions, and establishing a whistleblowing policy and an ethics hotline.

Furthermore, IUCN sees a strong opportunity for the Council to design an internal information package that speaks to the strategic questions and risks Council must address in its strategic and oversight roles. In addition, to obtaining external information, the Council will leverage the Union, in particular the network of Regional and National Committees, to gather external insights.

IUCN endorses the Review's recommendations to strengthen group dynamics and institutional culture, and in particular to proactively support and build transparent communications, accountability, trust and alignment of practice with best governance standards in decision making in IUCN.

IUCN acknowledges the critical importance of strengthening relationship with its membership, as identified in the Review. IUCN is ready to begin implementing its new membership strategy from early 2020. In the new intersessional period (2020 -2024) Council will continue to engage with the IUCN membership on how to better promote representation and ensure responsiveness to changing conditions, including through assessment of its membership model. IUCN believes its strength and ability to effectively deliver its mission and vision lies in its membership and maintaining its diversity.

Pillar	Issue	Recommendation	Acceptance & key responses and actions planned	Timeline	Responsible	Current status
6.1 People	6.1.1 Council composition / dedication of councillors	6.1.1 Nominations process to stress expectations regarding time spent on Council work, including time spent engaging outside of meetings.	• Recommendation accepted and already partly implemented: the qualifications and requirements for elected positions were adjusted accordingly and approved by the Bureau before being attached to the Call for nominations *(Bureau decision B/XVI of 1 July 2019)*, and Regional Councillor candidates' responses to the online questionnaire about requirements for the position are being published via the Union Portal as part of the current nominations process. • Candidates should be requested to sign a commitment and be asked in Congress why they want to become Council members. • A mechanism should be established to provide information to prospective candidates before they are nominated (based on the example developed by the South America Regional Committee of IUCN).	Before the next nominations process opens in 2023.	Next Council 2020-24 (and its GCC)	Qualifications and requirements for elected positions already adequately cover the "expectations"; Regional Councillor candidates' responses to the online questionnaire about requirements for the position are being published as part of the current nominations process
	6.1.2 Lack of preparation by council members	6.1.2.a Council (this could be a task force for example) could conduct a detailed skill and personal attribute mapping at the council level to assess what skills, competence and expertise are needed at council level, to help build alignment of skills with strategic direction, value added to the current board composition, as well as cultural fit with the board and training/improvement needs.	• Recommendation accepted. • At the beginning of the next term 2020-21, Council (or a Council committee or task force) should create a mechanism to map skill sets and provide training or define other mechanisms to complete missing skills. • The next Council should provide directions to the IUCN membership for the 2024 elections on the skill sets required for an effective Council.	Beginning of the next term 2020-21 Before the launch of the next nomina-tions process in 2023	Next Council 2020-24 (or a TF of GCC open to other committee members and external support)	
		6.1.2.b Communicate expected preparation norms in councillor job description, including time and commitment involved and performance indicator / evaluation standards.	• Recommendation accepted and partly implemented as the qualifications and requirements for elected positions were adjusted accordingly and approved by the Bureau before being attached to the Call for nominations *(Bureau decision B/XVI of 1 July 2019).*	2020-24	Next Council 2020-24	Newly adopted (July 2019) qualifications and requirements for elected positions (ToR) already cover the time and commitment involved

			• Actions similar to those suggested in 6.1.1 should be considered by the next Council.			
		6.1.2.c Draft clear job descriptions of role of IUCN Councillor, aligned with the strategic and oversight goals of the Council, and the roles & responsibilities, including performance indicators and independent evaluation, conducted externally.	• Recommendation partly accepted as the evaluation mechanism should be indepen-dent but not necessarily carried out by an external party. • For the evaluation aspect, cf. 6.1.3.a • In addition to the qualifications/requirements for elected positions already approved, the commitments and objectives of Council members in standing committees should be better defined. This can be done by each standing committee as part of their "lessons learnt", and approved by Council for inclusion in the Council Handbook. *Note: Instead of "job description", the Council prefers "commitments and objectives" which is more appropriate for membership of the IUCN Council which are all voluntary positions.*	February 2020	Council's standing committees, followed by Council decision	
	6.1.3 Lack of sufficient evaluation at the individual councillor level	6.1.3.a A council charter would help in clearly articulating the responsibilities of each Council member, the culture expected on the council and all governance bodies, inclusive of values of accountability and responsibility, and the process for a regular (annual or bi-annual) assessment against objectives (which should be specified in council members' contracts.)	• Recommendation accepted and already partly implemented as the Council Handbook, including performance tools, already cover what is recommended for a "council charter". • An evaluation mechanism for individual Council members against established objectives should be studied. Cf. also 6.1.3.c. This should include: o Roles/tasks of Council members in standing committees needs clarification (cf. 6.1.2.c). o The currently required written Councillor reports could be transformed as an accountability tool and distributed to IUCN Members. o A mechanism to follow-up on the "self-assessments" (Council Handbook) should be designed. Feedback through self-assessments should be distributed to the full Council in addition to the Vice-Presidents [Regulation 48(c) (iii)].	Next Council 2020-24	Council	Aspects regarding Council charter are already implemented

		6.1.3.b Write job descriptions of desired profiles, customized by type of Council member, role, what they need to achieve and how they are adding value.	• Recommendation accepted and implemented as the qualifications and requirements for elected positions were adjusted accordingly and approved by the Bureau before being attached to the Call for nominations *(Bureau decision B/XVI of 1 July 2019)*	Completed		Implemented from July 2019
		6.1.3.c Evaluation of individual members to be conducted by a third party, and any performance gaps addressed by the Governance & Constituency committee within the limitations of the structures.	• Recommendation partly accepted as the evaluation mechanism should be independent but not necessarily carried out by an external party, and performance gaps should be addressed by the President and Vice-Presidents instead of the Governance and Constituency Committee. • Individual evaluation mechanism suitable for the voluntary position of Council member to be designed with support from the Chief HR Officer. Performance matrix need not be too detailed as objectives and indicators are to be reviewed annually. Cf. also 6.1.3.a. • The evaluations are carried out by the President and Vice-Presidents taking into account self-evaluation and feedback. • Performance gaps in terms of missing skills should be addressed by the President and Vice-Presidents. Cf. also 6.1.2. a.	Before Congress Next Council 2020-24 Beginning of the next term 2020-21	Working Group of Council incl. standing committee chairs President and Vice-Presidents 2020-24 President and Vice-Presidents 2020-24	
		6.1.3.d The FAC ToR should explicitly articulate the role and responsibility of the committee with regard to its: its expectation of the external auditors; its relationship with the internal auditor function; its role in overseeing the full range of audits conducted within the organisation; disclosure of financial and related information; as well as any other matters that the FAC feels are important to its mandate or that the council chooses to delegate to it.	• Recommendation accepted. • The current Council's Finance and Audit Committee should prepare a proposal for Bureau's approval in order to include this in its ToR.	Before the February 2020 Council meeting	FAC	
6.2 Information Architecture	6.2.1 Meeting information / Council papers	6.2.1.a Systematically ensure papers for council meeting are available at least 2 weeks before	• Recommendation accepted.	Decision before the February	Council/Bureau	

		council meetings on the council portal.	• Council should take a decision requesting Secretariat and any Council committee, working group or task force, to provide the documents two weeks before the Council meeting, and that exceptions of documents made available later should be explained to Council. This rule should be included in the Council Handbook.	2020 Council meeting, for immediate implementation		
	6.2.2 Insufficient involvement of Council in information design.	6.2.2.a Bureau to determine what strategic questions and risks are vital and ensure that the information package contains the relevant data and sufficient analysis, allowing for an effective discussion centred on strategic support and oversight.	• Recommendation accepted. • Empower the Bureau to support the Council in its strategic direction and oversight functions by facilitating the decision-making process of the Council and providing guidance on the information package and analysis required to enable the Council to exercise these functions, to be implemented from 2021 onwards. This will be incorporated in the Council Handbook. • The Bureau meets regularly with the DG and Commission Chairs to define the level and format of information and analysis required for Council to exercise its strategic and oversight functions. • The next Council should develop a mechanism for the provision of the relevant information and analysis in time to be implemented in 2021.	February 2020 Council meeting In advance of the February 2020 Council meeting Next Council in 2020, for imple-mentation as of 2021	Council Bureau, DG, Commission Chairs Next Council	
	6.2.3 External information incomplete	6.2.3.a Bureau should determine what external information should complement internal information in the Council papers, to better inform strategic thinking as well as its ability to assess strategic risk	• Recommendation accepted. • The next Council defines which external sources of information and analysis are required for Council to exercise its strategic and oversight roles referred to in 6.2.2.a.	Next Council in 2020, for implementation as of 2021	Next Council	
		6.2.3.b It is also important for Council members to develop their own channels of external information, and a method to scan these regularly, to ensure they have an external perspective of their own on issues of potential strategic relevance to the union.	• Recommendation accepted. • 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.	Immediate implementation, prior to February 2020 Council meeting	Council members to raise with National and Regional Committees and the Global Group President	

			• The President informs the National and Regional Committees, and the Global Group for National and Regional Committee Development, requesting their cooperation for implementing this aspect of Council members' functions. • Already covered by the qualifications and requirement for elected positions, this aspect of the role of Council members should also be reflected in the Council Handbook. • Membership Strategy should encourage National and Regional Committees to scan the external environment for developments affecting the IUCN and provide feedback to Council members. • Identify the categories of information Councillors need to fulfil their roles, in the respective committees including best practice, industry standards	Immediate implementation, prior to February 2020 Council meeting February 2020 Council	Council to include in respective documents by February 2020	
6.3 Structures and Processes	6.3.1 Council agenda not sufficiently structured or focused on strategic priorities	6.3.1.a Final meeting agenda circulated three to four weeks in advance of council meetings in order to allow adequate time for meaningful consultation, proposals of items by council members for final inclusion and approval.	• Recommendation partly accepted because already implemented in practice. • The existing practice of distributing to Council for comments a preliminary agenda two months before the meeting, and of distributing a draft agenda incorporating the comments from Council members one month prior to the meeting should be formally approved by Council and codified in the Council Handbook with the requirement that exceptions be explained in the same way as for Council documents that are submitted late (cf. 6.2.1.a.).	By February 2020	Council	Already implemented in practice
		6.3.1.b Maximum of 30% of meeting time allocated to management presentations, to allow sufficient time for discussion (hold maximum number of slides (e.g. 7) and time to each presentation (e.g. 7minutes) with more materials potentially in appendix or in information package).	• Recommendation accepted. • The Council Handbook should contain guidance for presentations in Council and its standing committees in order to ensure that sufficient time is available for discussion. • In advance of each meeting, the President and chairs of the standing committees provide specific guidance on the length of various	Immediate implementation, prior to February 2020 Council meeting	Bureau decision at GCC's proposal President and committee chairs	Already practised in Council's Programme and Policy Committee

			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.			
	6.3.2 Committee meeting structure allows too little time for proper reporting by standing committees to the council	6.3.2.a Hold Standing Committee and Bureau meetings 4 to 6 times per year, at least twice by electronic/ web conference and twice in person before Council meetings.	• Recommendation accepted. • Bureau and each standing committee should decide the frequency and modus of their meetings in function of the business to be carried out. But they should establish a schedule of meetings for the coming periods (October 2019 to February 2020 and February 2020 to Congress 2020) in order to allow everyone to organize their calendars.	As soon as possible after the October 2019 Council meeting	Bureau and standing committees (FAC, PPC and GCC)	In practice, Bureau and standing commit-tees already meet at least once by conference call between Council meetings.
		6.3.2.b Prepare podcasts and/or reports of critical management issues, so that committee and bureau members can prepare beforehand.	• Recommendation accepted. • All reporting and updates should be done in writing (document or PowerPoint, or other tools, and IT system 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. 6.2.1.a). • This rule should be incorporated in the Council Handbook.	Immediate implementation, prior to February 2020 Council meeting	Secretariat Bureau decision	Already practiced in Council's FAC
	6.3.3 Perceived lack of neutrality in the DG evaluation process	6.3.3.a Establish clear metrics upon which DG will be evaluated. Conduct the evaluation professionally and anonymously, via an evaluations committee.	• Recommendation partly accepted as only the part of the evaluation concerning the 360° feedback should be anonymous. • Institutionalise and professionalise the process following the core areas of performance identified in §62 of the Council Handbook and determining SMART indicators at the time Council approves the objectives for the DG. • Add HR Management as 6th area of performance in §62 of the Council Handbook. Council may add other core areas of performance as required. • The 360° feedback should be carried out by an independent third party selected. Adequate precautions are taken to avoid conflict of interest in the selection of the third party.	Before 2020 Congress	President and Vice-Presidents with support from the Chief HR Officer Council President and Vice-Presidents with support from the Chief HR Officer	

	6.3.4 Perceived lack of transparency regarding DG succession / renewal	6.3.4.a. Proactive and transparent process for DG succession and renewal process to be undertaken as a regular activity of the Bureau. Succession planning for critical leadership positions and identification of qualified pool on both an emergency basis and over the longer term, also by the bureau.	• Recommendation accepted. • Establish a succession plan for the DG and establish a succession planning committee (or other mechanism) to ensure the plan is always up to date. • FAC to ensure that the DG establish a succession plan for key senior leadership positions in the Secretariat. • Clarify whether the Succession Planning Committee established by Council decision C96/3 (March 2019) has been dissolved following the establishment of the DG Search Committee (Bureau decision B77/2, July 2019)	Before 2020 Congress Idem Before the February 2020 Council meeting	President and Vice-Presidents FAC and DG Secretary to Council seeks clarification from the President	
	6.3.5 Variance in performance of commissions	6.3.5.a Consider introducing stronger accountability in commission performance requirements, including systematic reviews of individuals involved in leadership of Commissions.	• Recommendation partly accepted as the type of performance evaluation applied to members of the Steering Committees of the Commissions should be different from that of the Chairs of the Commissions. • Strengthen the system of annual evaluations of the Chairs of the Commissions including by revising the performance requirements incl. internal governance aspects, leadership and ethics. • The Chairs of the Commissions should ensure that an appropriate evaluation is available for each level of leadership in the Commissions. • In order to allow benchmarking across the Commissions, provide broad guidance for the leadership of the Commissions on the governance structure of the Commissions, the qualifications required, regional balance in the membership of the Steering Committees, whether individuals can sit on the Steering Committee of more than one Commission, whether Council members can sit on the Steering Committee of a Commission, etc. • Strengthen the annual reporting obligation of the Commissions to Council on the basis of Regulation 78*bis*.	Post 2020 Congress Idem Idem Idem	Next Council 2020-24 (pos-sibly by GCC with input FAC) Commission Chairs Council Council	
	6.3.6 Monitoring & evaluation	6.3.6.a Professionalize monitoring and evaluation of IUCN's strategic process.	• Recommendation accepted (based on "strategic process" as described in section 5.6			

			"Strategy" in *External review of aspects of IUCN's governance – Report – 10 July 2019*) • Members must be involved in the process through mechanisms such as the Union Portal	Post 2020 Congress	Council through GCC, PPC, FAC	
6.4 Group dynamics	6.4.1 Low-energy council meetings	6.4.1.a Chair to maintain greater discipline of Council discussion, to ensure its strategic focus, to surface areas of difficulty and concern, as well as to drive a professional, disciplined and productive council culture, as well as to manage meetings with discipline.	• Recommendation accepted. • Success is largely dependent on the person of the President. The qualifications and requirements for the position already contain this skill. So, prospective candidates should have this skill. However, the next Council could consider the following actions to emphasize the importance of this requirement: o Offer training opportunities to the President elect as part of a standard induction package. o Include chairing skills as part of the individual evaluation mechanism referred to in 6.1.3.a, and as part of Councillors' feedback, followed-up with an offer of training to improve capacities.	Next term 2020-24	Next Council 2020-24	
		6.4.1.b Feedback to the Chairman via an evaluation or other should be prepared by the council on a yearly basis, and provided by the chair of the Governance and Constituency Committee.	• Recommendation partially accepted as feedback should be presented by the Bureau instead of the Governance and Constituency Committee (GCC). • Feedback to the President should be part of the individual evaluation mechanism to be designed as described in 6.1.3.a and 6.1.3.c and implemented during the next quadrennium, and should be presented by the Bureau. The evaluation mechanism should provide guidelines for this. • The evaluation mechanism should also foresee feedback to the standing committee chairs. • Depending on the proposed mechanism to follow-up on the "self-assessments" (cf. 6.1.3.a.), Regulation 48(c)(iii) may have to be amended by the next Council 2020-24.	Before Congress Idem Next term 2020-24	Working Group of Council incl. standing com-mittee chairs Next Council 2020-24 Idem	

		6.4.1.c Council meetings to be temporarily co-chaired with VPs taking it in turn (e.g. 1 VP per half-day) or by another facilitator to increase council meeting efficiency immediately	• Recommendation rejected because Article 52 of the Statutes assigns the role of chair exclusively to the President except when s/he is absent. • 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. This will need to be spelt out in the Council Handbook.	Decision to modify Council Handbook before February 2020 Council meeting	Council and President	
	6.4.2 Lack of "one voice"	6.4.2.a While Council members are encouraged to engage in constructive dissent during meetings, after the decision has been taken, Council members need to be aligned and to actively support this decision.	• Recommendation accepted and is already implemented because included in §38 of the Council Handbook and the Code of Conduct for Council members. • Where appropriate, the importance of this rule should be highlighted such as in the Council retreat when the newly elected Council holds its first ordinary meeting.	Completed	Council and President	Already exists as part of Council members' duties.
	6.4.3 Little impact by Council on IUCN organizational culture	6.4.3.a Council to make use of any site visits, presentations, or other Union events, to deepen their understanding of both the culture and talent. The Bureau to prepare a systematic process thereof.	• Recommendation accepted. • Refresh IUCN's stated purpose and values and clearly set out the desired culture and behaviours. As appropriate develop systems to support the integration of defined aspects of organization in IUCN. For e.g. in relation to information decision making chains. • Define organization culture indicators and data sources to operationalize agreed cultural values. • Include this in induction program for Council.	Post Congress	Next Council 2020-2024 to decide on a mechanism (e.g. a Council wor-king group) Idem	
		6.4.3.b Council members should seek input from the senior leadership team, including asking for information to better understand cultural dimensions of the organisation, such as employee survey results, internal audit reports, reward and performance management systems, and organisational measurement systems.	• Recommendation accepted. • To be implemented as part of the mechanism required in 6.4.3.a.	Post Congress	Next Council 2020-24	

		6.4.3.c The Council needs to determine, through a process of iterative conversations with management, the shared norms that IUCN aspires to have and identify the gaps within the existing culture.	• Recommendation accepted. • To be implemented as part of the mechanism required in 6.4.3.a.	Post Congress	Next Council 2020-24	
6.5 Technical	6.5.1 Lack of risk thinking at bureau and Council level	6.5.1.a Professionalize risk thinking and building capabilities at the Council level, to mitigate technical risks. The Bureau could take an extended role in risk oversight preparation, developing a more considered view of risk appetite, for example.	• Recommendation accepted. • Build relevant risk and strategic skills and capacity at the Bureau level and allocate sufficient time on the agenda for meaningful discussion in the Bureau. The FAC representative on the Bureau will take a leading role in building risk awareness in the Bureau and embedding risk in its deliberations. • The Bureau will be responsible for reviewing the risk appetite and risk tolerance, for embedding discussion of risks in strategic planning and assess consistency of strategic planning documents with the risk appetite and tolerance, and for mapping oversight of specific enterprise-level risks to the Standing Committees. Include this in the Council Handbook as part of the extended role of the Bureau described in 6.2.2.a. • The FAC is responsible for oversight of the enterprise risk management framework as well as oversight of financial risks.	Beginning of the next Council 2020-24 Preliminary guidelines to be established before 2020 Congress, to be constantly built upon	Next Council 2020-24 Bureau (with FAC) FAC	
		6.5.1.b Modify reporting lines to strengthen independence of oversight: Head of Oversight to have a dual reporting to the head of the FAC and the DG.	• Recommendation accepted. • The Head of Oversight will have a dual reporting line to the DG and to the Chair of FAC on behalf of, and after consultation with the FAC. IUCN is committed to periodic review of how the governance changes are working in practice. • Include this in ToR for Head of Oversight and of FAC.	By 2020 Congress	FAC and DG	
6.6 Strategy	6.6.1 Fragmentation within the	6.6.1.a A facilitated process amongst governance bodies with a goal to build alignment around the IUCN strategy, and focused	• Recommendation accepted • Establish a process that focuses on strategic outlook, taking the next 20 years into	Next Council	Bureau. A facili-tated process might require a consultant	

	governance bodies	on allowing for sufficient attention to external developments as well as potential future opportunities and threats emerging from the external competitive landscape would be useful to conduct on an ongoing basis. This should be prepared by the bureau in interaction with management.	consideration, leading to new strategy for Union which is tied to its financial strategy. • Review the functions of the Treasurer described in the Statutes and Regulations which should mainly be advisory. • Propose a motion for Congress which tasks the next Council with developing a new global strategy for IUCN post-2030. • FAC (through its task force) also exercises delegated responsibility from Council for strategic direction in terms of its financial plan for the next quadrennium and its long-term financial planning.	By 2020 Congress February 2020 February 2020	GCC/Council Idem FAC/Council	Under review in GCC Under develop-ment for Council approval in Feb-ruary 2020
		6.6.1.b Develop a more extensive continuing education program for councillors regarding the strategic process, including deepening understanding of the strategic role required of council members. These could be designed both as online and offline sessions (refer to Annex 6 for a proposed education program).	• Recommendation accepted. • Current Council to develop education program so that it may be executed by the next one. • Study strengthening capacity in FAC and Council to accomplish the oversight and advisory roles regarding finance including e.g. making use of appointed Councillors.	By 2020 Congress February 2020	Expert needs to develop these reporting to GCC-PPC	
	6.6.2 Renewing and updating membership engagement	6.6.2.a Based on outcome of strategic planning process, the Bureau should conduct a comprehensive analysis of the membership models possible, and how these respectively meet strategic requirements.	• Recommendation accepted. • Membership models should be considered as part of the process that focuses on strategic outlook (cf. 6.6.1.a), taking the next 20 years into consideration, leading to new strategy for Union and tied to its financial strategy. • Council to bring the strategic plan to Congress for support and mandate to the next Council to develop the strategic plan. • Based on the above, study which membership models are most appropriate for fulfilling strategic plan.	By February 2020 Council to develop motion to mandate next Council 2020-24 (cf. 6.6.1.a)	Council	
		6.6.2.b Conduct an analysis of the membership model best adapted to IUCN's strategy; consider adoption of a more agile process to adapt	• Recommendation accepted. • Action to be taken after 6.6.2.a is concluded, as part of ongoing implementation and improvement of the Membership Strategy.	Next Council 2020-24	Next Council 2020-24	

		membership model to IUCN's strategic changes in the future.				
	6.6.3 Lack of Ownership of Strategic Thinking	6.6.3.a Building the Council's strategic muscle through facilitated strategy sessions, to build understanding and alignment around strategic priorities. Use of online tools could help alleviate cost impact. The Bureau should be deeply involved in the strategy process and the preparation for the Council.	• Recommendation accepted. • Council needs to build a strategic plan. (cf. 6.6.1.a) • Empower the Bureau to carry out these functions as part of the Bureau's support to Council in its strategic and oversight functions (cf. 6.6.2.a).	Next Council 2020-24	Next Council 2020-24	
		6.6.3.b Detailed description of strategic function in Councillor's job descriptions should be developed and part of an education process.	• Recommendation partially accepted as the strategic function is already adequately mentioned in the qualifications and requirements of the position. • It should become part of Council members' induction as well as of the governance training / assessment tool for candidate Council members referred to in 6.1.1.	Before the next nominations process opens in 2023.	Next Council 2020-24	
		6.6.3.c Further education strengthening the emphasis on Council's strategic role and building strategic capabilities during the on-boarding process.	• Recommendation accepted. • It should become part of Council members' induction and the continuous education program described on 6.6.1.b.	Newly elected Council's induction in 2020	Next Council 2020-24	
6.7 Relationships between IUCN governance bodies	6.7.1 Relationship between IUCN Council and Management	6.7.1.a Process to ensure respectful interactions are maintained in the case of difficult relationships: following an established process will help to ensure that interactions remain professional and non-personal, and to adhere to highly professional standards. This may require facilitation in order to rebuild trust and re-establish the foundation for healthy relationships. Clarity, respect and professionalism of sensitive processes such as nomination	• Recommendation accepted. • Clearly define responsibilities for Council and those of the Secretariat, enabling clarity of what is a technical decision, a management or a strategic decision. • Establish a calendar of governance and management decisions to be adopted and required interactions between all bodies concerned including Council and its standing committees and Bureau. • Establish principle of access to all information and agree exceptions where required. • Establish mechanism to address issues of trust immediately and effectively, when they arise. • Professionalise oversight functions.	By 2020 Congress By February 2020	President, Council, DG	

		and performance review is essential.	• Establish industry-level mechanisms by which Council can hold Secretariat to account. • Change Regulations and Statutes, particularly with regard to role of the Treasurer. (cf. 6.6.1.a) • Define in the ToR of the standing committees the authority of the chair of standing committee, in particular between Council meetings. • Study and recommend appropriate mechanisms for Council to participate in the evaluation of the Legal Advisor who is appointed by Council (Article 46(o) of the Statutes and Secretary to Council who is approved by Council and appointed in consultation with the IUCN President (Article 56bis). • Study and recommend appropriate mechanisms to enable relevant members of governance structure such as standing committee chairs, to contribute their feedback/perspective in the evaluation of specific positions such as the Head – Planning, Monitoring, Evaluation and Risk, and the Secretariat focal points of the standing committees and the Commissions. • IUCN is committed to periodically review implementation in practice.			
		6.7.1.b IUCN Secretariat to interview members with regard to their communication and information needs, with a view to enhancing formal and informal information flows between IUCN Secretariat HQ and regions.	• Recommendation accepted. • Clearly establish information flow processes between membership and Secretariat currently.	February 2020	Secretariat, with input from GCC	Already covered by draft member-ship strategy un-der consideration in Council for ap-proval by Febru-ary 2020
	6.7.2 Members' disengagement	6.7.2.a Through interviews with select members, a concrete proposal of different membership models could be developed to better understand how these would contribute to enhanced member engagement.	• Recommendation accepted • Must be carried out in tandem with and linked to wider discussions on Membership models as part of the process that focuses on strategic outlook (cf. 6.6.1.a).	Next Council 2020-24	Next Council	

		6.7.2.b Develop more proactive communication plan to improve transparency and coordination between regional and national offices with members in their regions or countries, for more proactive engagement.	• Recommendation accepted and partly implemented through the membership strategy. • Consider investing in a platform (physical, digital and other opportunities) that allows for regular interaction between Members and Secretariat; Members and Council; Members and Commissions. • Proposal to be developed and presented for discussion at Congress.	Skeletal proposal to be developed in time for February 2020 Council	Secretariat	Already practised through Secretariat meeting with Members in several regions
	6.7.3 Relationship between council and standing committees	6.7.3.a Introduce committee-specific performance standards into Council member job descriptions, and ensure accountability to these standards is done regularly and transparently.	• Recommendation partially accepted as the performance standards should be defined in the ToR of the committees instead of the ToR of Councillors because they are different for each Councillor based on the committees they are part of. • Introduce performance standards for Councillors in ToR of the standing committees that are specific to the committee they belong to. • Differentiate the expectations of performance of each Councillor based on the Council bodies they are part of.	Before 2020 Congress	Council/Standing committees	
	6.7.4 Variable performance of commissions	6.7.4.a Introduce stronger accountability in commission performance requirements – at both body and individual levels.	• Recommendation partially accepted as a different type of evaluation should be available for each level of leadership in the Commissions. • Strengthen the accountability of the Chair and provide different types evaluations for the Steering Committee and other levels of leadership of the Commissions as described in 6.3.5.a.	Next Council 2020-24	Next Council	
	6.7.5 Relationship between bureau, standing committees and secretariat lacks transparency	6.7.5.a Accountability strengthened through clear performance indicators and evaluation procedure for standing committee members, as well as council members more broadly, conducted externally.	• Recommendation partially accepted as evaluations should be independent but not necessarily carried out by an external party. • Accountability mechanisms should be implemented as described in 6.7.3.a.	Next Council	Next Council	

		6.7.5.b Greater transparency of bureau's own processes and discussions and reporting back to council for decision-making.	• Recommendation partially accepted as a clear communications protocol should apply not only to the Bureau's own processes but to the Council and its subsidiary bodies. • Reaffirm that clear, transparent and respectful communication is key to a successful relationship between governance bodies. • Commit to adopting a Council Communications Protocol to manage intra-Council communications, Council-employee communications and external communications, facilitate communication exercise to build trust and establish the foundation for a healthy relationship at the start of a new Council.	Before Congress	Council, DG	
		6.7.5.c Nominations process which systematically assesses subject matter expertise for the scope of work of the committee, as well as emphasis on understating of the role and dedication of the individual candidate during the on-boarding process (refer to skill map in Appendix 11).	• Recommendation accepted. • Establish nominations process as per the recommendation. Cf. also 6.1.1.	Next Council 2020-24	GCC, with Secretariat support	
		6.7.5.d Discipline regarding reporting lines and appropriate channels of communication between Secretariat and Bureau & standing committee members.	• Recommendation partially accepted as it applies not only to the Bureau's own processes but to the Council and its subsidiary bodies as in 6.7.5.b. • Reaffirm that clear, transparent and respectful communication is key to a successful relationship between governance bodies. • Commit to adopting a Council Communications Protocol to manage intra-Council communications, Council-employee communications and, external communications, • Facilitate communication exercise to build trust and establish the foundation for a healthy relationship at the start of a new Council.	Before Congress	Council/DG	
	6.7.6 Revolving door	6.7.6.a Require a minimum of a 2-year "cooling-off period" for	• Recommendation accepted			

	between Secretariat & Council	secretariat employees who wish to become Councillors.	• Two-year "cooling-off period" should be established in the Staff Rules to be approved by Council • The same rule should also be incorporated in the profiles for the elected positions for the next nominations and elections in 2023-24 (For procedural fairness this was not introduced into the profiles for nominations process for the 2020 elections, as staff wishing to stand would not be able to comply).	Post 2020 Congress	Next Council 2020-24	
6.8 Integrity	6.8.1 Insufficient degree of independence in ethics oversight	6.8.1.a An Ethics and Conduct body (committee for example) that is comprised of independent, non-voting members and which has processes that engages IUCN on an elevated awareness of potential conflicts of interest and ensures that incidents can be dealt with promptly and securely in a confidential and professional way. IUCN should have transparency on the work of this body.	• Recommendation accepted • The conduct and ethics system should be reviewed to ensure it is comprehensive and applies to all components of IUCN, allows independence to be improved, duty of care to all involved including appropriate confidentially and accessibility; and avoid reprisals.	Before Congress: - In consultation with the ADG and head of oversight propose an independent ethics and conduct body. - Appoint independent hotline. - Identify key principles for composite system. After Congress: - Internal Staff systems revised and submitted to Council for approval. - Review and revise all policies.	Council Ethics Committee, in consultation with the Council Finance and Audit Committee and support from Head of Oversight	Codes of conduct exist for the Council, the Commissions and the Secretariat. The Council's Ethics Committee handles ethical issues involving Council members, the Secretariat's Ethics Committee all ethical issues involving the staff.
		6.8.1.b Education on conflicts of interest norms and standards, as well as more sophistication on processes to observe, including	• Recommendation accepted. • Comprehensive education on conflicts of interest norms and standards across IUCN, including Council, and with all partners should	Before Congress: ensure	Head of Oversight, approval by Council's Ethics	

		a complete interest registry made public (including links to individual disclosure of interest forms).	be developed and implemented through direct training and online training and resources, inclusion of appropriate standards and requirements in employment and consultancy contracts and in partnership agreements, and within communities where IUCN implements projects as part of our conservation and outreach activities. • Review and improve observation and monitoring systems including through an interest registry that is publically available.	availability to new Councillors, with on-going improvements	Committee and Council	
		6.8.1.c A third-party (or external or independent) Ethics Hotline that allows the safeguarding of anonymity, with data stored securely and access to data username/password protected. This should be included in the councillor code of conduct.	• Recommendation accepted. • Establish external independent hotline that is available 24 hours, 7 days a week and that is accessible to all employees, Councillors; Commission members; partners including implementing organizations; consultants; volunteers, interns; members of communities where projects are implemented. • Ensure that anonymity is guaranteed • Update the Council Code of Conduct to reflect this.	Before Congress	Head of Oversight. System to be approved by Council	
		6.8.1.d A Whistleblowing policy that protects the rights of individuals who report ethical misconduct of any kind.	• Recommendation accepted. • Establish a whistleblowing policy that promotes a culture of "speaking up" without fear of reprisals, that embodies duty of care to all involved parties respecting their rights and confidentiality, and ensuring that is accessible to all employees, Councillors; Commission members; partners including implementing organizations; consultants; volunteers, interns; communities / members of communities where projects are implemented.	Before Congress	Council Ethics Committee with Head of Oversight	