



IAPB MEMBERSHIP & GOVERNANCE REVIEW

OPTIONS CONSULTATION

The IAPB Board has commissioned a review of IAPB's membership and governance arrangements. This paper is asking for your responses, as a member, to the options that have emerged from the early work of the review.

The purposes of the review are in the covering messages for this consultation. To date, I have interviewed a wide range of members, to explore the benefits and challenges of the current membership and governance systems, the potential to strengthen the benefits and resolve the challenges. This has led to the outline of four options for ways forward: No Change; Minor Change, Significant Change, and Complete Overhaul.

The proposals for each of the Options appear on pages 2&3 of this document. You are invited to study these, and e-mail your responses to the questions below to me at richardbennett9@googlemail.com by **28 February at the latest**. You are asked to provide **one response per member organisation**. Please consult colleagues as necessary.

Questions:

1. If you had to choose between these four options, which would you choose?
2. If you had an opportunity to strengthen the option you have chosen, how would you refine the proposals? (please use no more than one page of A4 or its equivalent)

Two annexes to this paper provide more detail: **Annex 1** (*pp.4-9 below*) outlines the rationale for each of the options, while **Annex 2** (*attached separately*) summarises and synthesises the perspectives of interviewees in the first stage of the review that have led to the four options under consideration.

Please use these to help you to understand pages 2&3 and elaborate your responses to the questions.

Thank you in advance for your contribution

Richard Bennett

February 2014

Areas to address	Option 1: No Change	Option 2: Minor Change	Option 3: Significant Change	Option 4: Complete Overhaul
Size of Board	No change – currently 26 board members		Reduce board size to 10-12 members	
Composition of Board	No change – all Group A and Corporate members, 2 elected from Group B, Regional Chairs and Officers	All Group A and Corporate members, 2 elected from Group B & C combined , Regional Chairs and Officers	Majority elected by/from whole membership, 2-3 reserved for largest members, no regional chairs	All elected by/from whole membership, no regional chairs
Terms of reference for Board	No change – currently Board is responsible for stewardship and financial oversight, developing strategic objectives and policies, evaluating performance		Board responsibilities to be changed: Focus on prudence & stewardship aspects of governance, remove development of strategy & priorities, reserve final approval on those	
Terms of reference for Council	No change – Council responsible for endorsing appointment of board members, approving audited accounts, appointing auditors		Council will add to its responsibilities the development of strategy & priorities	
Board committees	<ul style="list-style-type: none"> • Executive Committee • Audit Committee • Nominations Comm. • Advocacy Committee 	<ul style="list-style-type: none"> • Executive Committee • Audit Committee • Advocacy Committee (with refined functions) 	<ul style="list-style-type: none"> • Executive Committee • Audit Committee • Membership & Fees Committee 	
Council Committees	None – currently Programme Committees and Work Groups bring together member organisation on priorities or areas of interest		<ul style="list-style-type: none"> • Advocacy Steering Group • Knowledge, Skills & Info Steering Group 	

Areas to address	Option 1: No Change	Option 2: Minor Change	Option 3: Significant Change	Option 4: Complete Overhaul
Membership categories	<ul style="list-style-type: none"> • Group A • Group B • Group C • Individual¹ • Patron/Corporate 	<ul style="list-style-type: none"> • Group A • Group B/C combined • Individual • Patron/Corporate 	<ul style="list-style-type: none"> • Organisational (combining A, B, C) • Individual • Corporate 	
Membership fees	No change: fixed fee based on category opted for	Little change: based on category opted for, but B/C combined	Determined by total income, expenditure, or eye health expenditure; 'banding' of members by size	
Membership fee contribution to IAPB budget	No change: currently membership raises almost all unrestricted income, about 12% of IAPB total annual expenditure		At least raises same amount as currently (i.e. US\$ 1-1.3 million), ideally more	Designed to cover total cost of IAPB strategy
New role description for Regional Chairs?	No		Yes, including mobilising members for strategy, member recruitment, raising & managing funds	
Regional Coordinators in all regions?	No change: coordinators prioritised in regions most in need; central fundraising	Yes; committed to and resourced (phased introduction)	Yes; committed to and resourced (phased introduction)	Yes; committed to and resourced (phased introduction)
Regional Chairs at Council of Members	No change; Regional Chairs participate as board members		Key slots for consultation with members on regional strategy	

¹ Includes Officers, Regional Chairs and Honorary Affiliates



ANNEX 1: RATIONALE FOR THE OPTIONS

Option 1: Existing scenario: no change

Advantages / benefits: continuity/stability of *status quo* and no risky re-engineering of structures

Disadvantages / risks: failure to address problems identified by interviewees and consequent steady erosion of trust in IAPB

Although few, if any, interviewees would agree with leaving things as they are, one option would be to do so. This has the advantage of avoiding the risk of failure with any attempts to improve the situation.

The challenge with this option, of course, is that it fails to address any of the many problems identified by interviewees:

- Governance would continue to be suboptimal
 - Big and ineffective Board
 - Most members would remain disenfranchised
 - The Board composed on the basis of ability to pay, rather than the skills needed for effective governance
 - Participation in the Board motivated by organisational interest, rather than collective responsibilities
- Member Fee would continue to be discretionary
- The situation of Regional Chairs would continue to be unsatisfactory
- The decline in B category members would likely continue, with the only advantage of paying significantly more than C category being a vote for a small minority of Board members.



Option 2: Minor changes

Advantages / benefits: realistic approach and minimisation of system changes in the short term

Disadvantages / risks: unaddressed issues continue to hinder good governance and frustration grows in medium / long term

While nearly all interviewees recognise the need for significant change, many are sceptical about the realistic possibilities for making it happen. Some small changes could be made to ameliorate the situation.

Proposals could include, for example:

- Include Group C members in the constituency for the two elected Board members (currently limited to B members), building a small degree of enfranchisement into the structure; this might require combining B and C categories.
- Abolish the Nominations Committee, and place its responsibilities in the hands of the Executive Committee.
- Refine the functioning of the Advocacy Committee: tighten the agenda, focus discussions.
- Work to integrate the new levels of trust in IAPB's leadership into changed behaviour at Board meetings, encouraging a more collegiate approach to collective trustee responsibilities.
- Emphasise the collective nature and ownership of successes achieved through IAPB collaborative efforts – with due thanks to those who carry it out. This will also foster a sense of collective accountability for lack of success and mutual responsibility to tackle it.
- Build strengthening of the regions into the operational and financial strategy (including phased introduction of Coordinators where they do not yet exist);
 - Use this to re-emphasise the centrality of Regional Chairs to IAPB's performance and success; and thereby boost their morale.
 - This could be strengthened by introducing more structured discussion of regional strategy into Council meetings.

This option would not deal with the fundamental structural problems of governance in IAPB; the Board would continue to be too large, and would continue to reward the ability to pay. But it would enable those currently excluded from governance to have at least some say through their representatives.



Continuing frustration over the role of Regional Chairs would not be totally resolved, but enhanced roles for regions would help to encourage a stronger sense of inclusion. Retaining the basic structure would mean no complex changes to fee levels. Conscious work to change the culture could help IAPB achieve a stronger sense of collective endeavour, at both governance and operational levels.

The sense from most interviews is that this option would not adequately alter the causes of current problems, however, and there would remain a danger that they would recur.



Option 3: Significant changes

Advantages / benefits: key issues are addressed improving legitimacy, some level of continuity minimises degree of disruption

Disadvantages / risks: revised membership fees may impact on IAPB income, learning curve to more diffuse leadership model

A braver option, which addresses many of the challenges described by interviewees but leaves some room for continuity, could look like this:

- Reduce the size of the Board significantly, to perhaps 10-12 people
- A Majority of the Board is elected; this would enfranchise all members and bolster accountability
- This will also help to strengthen the prospects of Board members operating in meetings (and between) on the basis of collective responsibility
- Reserve a small number of Board places to enable full governance participation by the 2-3 members for whom this is seen as vital and related to their financial contributions. However,
 - Selection for these places must be on the basis of clear and objective criteria, such as income (or fees) above a certain (and very high) level
 - A majority of the Board must be elected
- Ensure that Patrons/Corporate Members can be satisfied with the nature of IAPB's accountability to them for their resources, including the possibility of having ex officio places on the Board
- Shift the balance of roles between Board and Council by sharing some of the responsibilities currently held by the Board, so that:
 - The Board remains responsible for financial oversight and stewardship of resources (statutory aspects of governance);
 - Setting of strategy and priorities is moved to the Council (with the Board keeping final sign-off responsibility to ensure control of resources allocations);
 - To help streamlining and focusing strategy discussions at the Council, smaller Council steering committees could be created on key IAPB strategic themes, i.e. Advocacy and Knowledge, Skills & Information
- Set fees on the basis of income or expenditure of organisations, such that current fee income is sustained at a minimum. Fee 'banding' of organisations according to their total income or expenditure is more practicable than setting a fixed percentage of actual totals (so that organisations with an income of \$40-50m all pay the same; those with \$30-40m pay less, but again all the same as each other; etc.)



- Since the applicability of general fee bands may in some cases generate appeals or special cases, create a Board sub-committee on membership and fees to (amongst other responsibilities) have the final say on the applicable fee band.
- Removing the direct link between fee payment and place in governance structure also removes the need for the current membership categories; replace them with
 - A single category for organisations
 - Corporate Members
 - Individuals – Regional Chairs, ‘distinguished’ individuals
- Retain the Executive Committee and the Audit Committee, but not the Nominations Committee; replace the Advocacy Committee with the Council process suggested above
- Regional Chairs not included in the Board, but their central role in strategy delivery reinforced:
 - Clearer role description including
 - Delivering IAPB strategy in their region
 - Member recruitment in their region
 - Fund mobilisation and management, and its boundaries
 - Support from the Board and membership in delivery, with clear opportunities for consultation
 - Regional Coordinators in all regions introduced over time with management from a new position in the IAPB Central Office



Option 4: Complete overhaul

Advantages / benefits: all legitimacy and accountability issues are addressed, all members are put on equal footing

Disadvantages / risks: disengagement of larger organisations with risk of haemorrhage of resources funding IAPB

Option 3 balances the need to create a set-up that significantly improves the legitimacy and accountability of IAPB's decision making processes with recognition that some organisations will continue to feel the need for active and central involvement in governance. It is possible for IAPB to move to a situation in which it prioritises legitimacy and accountability in a more complete way, and creates an entirely elected Board.

Further, Option 3 aims, through its fee proposals, merely to maintain current levels of fees; several interviewees wanted to see members pay for the whole strategy they approve at Council, thus removing the need for fundraising.

A complete overhaul would be Option 3 plus these elements:

- **All** Board places are elected by the membership (No Board places would be on offer for either larger organisations or Patrons/Corporate members)
- An option could be for each band to have a fixed number of places on the Board, to ensure some balance of large and small organisations
- Total fee income is calculated on the basis of the total cost of IAPB, or of some definition of its core, and then divided between fee bands in a way that ensures the membership as a whole are paying for IAPB (or its core).

Transition

If IAPB were to choose either Option 3 or Option 4, this would mean considerable change on several fronts. For the sake of retaining a degree of continuity in governance, and of phasing in any significant changes to fee levels for individual organisations, it would be wise to set up a transition period. If one of these options is chosen, a timetabled transition period should be added as an output of the current work.