Membership and Governance Review’s Terms of Reference

**Objective:**

**Membership:** to review IAPB membership model and composition and explore alternative options with the aim to -

- encourage a strong sense of ownership and engagement by all segments of the membership,
- enable and enhance IAPB’s collective ability to deliver its mission, and
- develop the membership offer and sustain current levels of membership fee income.

**Governance:** to review IAPB governance system and structures and explore alternative options with the aim to –

- ensure legitimacy, transparency and accountability in the way power and responsibilities are distributed and information flows across the organisation,
- enable efficient and effective decision-making, and
- ensure global/regional strategic alignment and oversight.

**Terms of Reference:**

**Membership:**

- To review and propose mechanisms to enhance members’ participation in IAPB work, including, but not limited to, Council of Members’ role and responsibilities, voting rights, programme committees and work groups, agenda setting processes and member communications;
- To review and propose membership categories to better reflect the diversity of members’ needs and abilities to contribute, as well as to enable the recruitment of new members and engagement with other relevant global alliances;
- To review the current membership proposition, to ensure clarity and value of benefits as well as understanding of expectations of what is required from members;
- To propose a membership fee structure that is seen as fair, and that at least sustains current levels of income from members

**Governance:**

- To review the size, composition and terms of board membership, including, but not limited to, a (s)election system that reflects the voices of key types of member and fosters effectiveness and efficiency in decision making;
- To review the current distribution of power and responsibilities between the various governing bodies, such as Council, Board and Board Committees;
- To review Board Committees’ composition, (s)election systems and terms to ensure a balanced participation across all relevant constituencies;
- To review the current relationship between IAPB regions and the global structure and propose adaptations that ensure effectiveness and oversight;
• To review the balance, boundaries and interactions between governance and management

**Implementation:**
To propose a phased introduction of all relevant proposals that ensures acceptance and ownership of changes.

**Expected outputs:**
• **Membership** proposition paper, including options and recommendations on:
  o Membership category definitions
  o Membership fee structure
  o Membership value offer
  o Areas for membership recruitment/attrition
  o Membership communications

• **Governance** structure paper, including options and recommendations on
  o Governance bodies and their Terms of Reference
  o (S)Election system for composition of each body in governance structure
  o Global/regional relationship structure
  o Structures for member engagement in oversight/delivery of mission, including Terms of Reference for bodies if appropriate

• **Proposal for phased implementation** of all relevant proposals.
Review’s Proposed Timeline

NOTE: this is a process that needs to move forward at a pace dictated to some extent by members’ degree of consensus around key issues. The timeline presented here makes implicit assumptions about this, and may need to be revised for some areas of recommendation if consensus takes longer to achieve.

<table>
<thead>
<tr>
<th>Date</th>
<th>Activity</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sept 5</td>
<td>ToRs → Executive Committee (EC)</td>
</tr>
<tr>
<td>Sept 17</td>
<td>ToRs → Board, Brighton for approval</td>
</tr>
<tr>
<td>October - November</td>
<td>Interview sample of members, key members &amp; former members</td>
</tr>
<tr>
<td>December</td>
<td>Options paper drafted, on boundaries of acceptability to members &amp; experience of other organisations</td>
</tr>
<tr>
<td></td>
<td>Options paper considered internally</td>
</tr>
<tr>
<td>January</td>
<td>Options paper revised</td>
</tr>
<tr>
<td></td>
<td>Options paper → EC</td>
</tr>
<tr>
<td>February</td>
<td>Members consulted on options</td>
</tr>
<tr>
<td></td>
<td>EC decision (per area) on whether to make recommendations or present options to March Board meeting</td>
</tr>
<tr>
<td>March</td>
<td>Options paper revised</td>
</tr>
<tr>
<td></td>
<td>Recommendations papers drafted</td>
</tr>
<tr>
<td></td>
<td>Papers reviewed</td>
</tr>
<tr>
<td>March</td>
<td>Options &amp; recommendations → Board</td>
</tr>
<tr>
<td>April-June</td>
<td>Detailed papers (ToRs, membership criteria/categories, fee framework, etc) drafted</td>
</tr>
<tr>
<td></td>
<td>Detailed papers reviewed</td>
</tr>
<tr>
<td></td>
<td>Detailed papers → EC</td>
</tr>
<tr>
<td>June-July</td>
<td>Members consulted on detailed proposals</td>
</tr>
<tr>
<td>July-August</td>
<td>Detailed papers finalised</td>
</tr>
<tr>
<td></td>
<td>Detailed papers → EC</td>
</tr>
<tr>
<td>September</td>
<td>Detailed proposals &amp; papers → Board/Council</td>
</tr>
</tbody>
</table>
Consultant’s Terms of Reference

Objective: Overall, to support the IAPB staff, Executive Committee, Trustees and members to develop refreshed approaches to membership and governance of IAPB and to draw from experiences of other relevant membership organisations, within the terms of reference approved for the membership and governance review.

Terms of reference:
• To interview a sample of members, and particular key members, to establish the interactions between, and boundaries of acceptability of, options for governance, membership structures and fees
• To draw on experiences of other networks, alliances and federations to help IAPB consider its options for both membership and governance
• To lead drafting and revision of options papers covering all areas of the review
• To analyse member responses to consultation on options
• To lead drafting of options and recommendation papers in preparation for the Trustees’ Meeting, March 2014
• To lead drafting of detailed papers in each of the areas covered by the review
• To analyse member responses to consultation on detailed proposals
• To lead finalisation of recommendations and papers in preparation for the Board and Council Meeting, September 2014
• To work closely with the Development Director and Membership Manager throughout
• To be available for attendance at, and presentations to, Executive Committee, Trustees’ and Council meetings as appropriate
Appendix I - Definition of Governance

**Governance**

1. Determine mission, policy, strategy
2. Establish and uphold values
3. Provide representation
4. Ensure financial viability
5. Ensure accountability
6. Provide insight, wisdom and judgement to management
7. Resolving conflicting interests
8. Manage governance
9. Appoint and develop the chief executive
10. Set risk policy and take legal responsibility

**Management**

1. Develop and deliver mission, policy and strategy
2. Develop and exemplify values
3. Communicate with stakeholders
4. Raise resources
5. Report on performance
6. Provide information, advice and support to the board
7. Present options
8. Support governance
9. Appoint and develop staff
10. Manage risks and ensure legal compliance

*M. Hudson, Managing Without Profit, p.52, 3rd Ed. 2009, Directory of Social Change*