MEMBERSHIP & GOVERNANCE REVIEW

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September 2014
THE PROCESS

• BOARD – Sept 2013
  – ToR agreed
• Interviews – Oct/Nov 2013
• Options consultation – Feb 2014
• BOARD – March 2014
  – Options narrowed
• Second-draft options – April-June 2014
• Second-draft consultation – June-July 2014
• COUNCIL – Sept 2014
  – Recommendations for approval
OBJECTIVES

A stronger IAPB, in better shape to deliver mission & strategy

• Membership
  – Sense of ownership & engagement
  – Collective ability to deliver
  – Develop offer, sustain fee income

• Governance: review system, structures, explore options to
  – Be legitimate, transparent, accountable
  – Be efficient, effective
  – Have global/regional alignment & oversight
PROPOSALS AT THIS MEETING

• Enhancing members’ engagement & ability to deliver strategy
  → Work groups, regional matters proposals
• Global/regional alignment
  → Regional matters proposal
• Enhancing members’ sense of ownership, being legitimate, transparent, accountable
  → Governance proposals
• Members’ engagement, sustaining fee income
  → Membership categories & fee proposals
WORK GROUPS

• To enhance members’ ability to engage, deliver strategy, initiate
  • Strategic Task Groups
    – Specific areas of strategy
    – Time limited
    – Membership decided centrally (but offers encouraged)
    – Accountable for results
    – Secretariat support

• Thematic Groups
  – Anything on which members want to engage with each other
  – Member initiative
  – Membership open (at least initially)
  – If not performing, no central remedial action
  – Members provide secretariat function

• Implication: close down Advocacy & PR Committee
• Proposal: for consideration & adoption
REGIONAL MATTERS

• Many issues to resolve
• Start from basics
  – Why regions?
  – What regions?
  – As basis for...
• What role in strategy?
• What other functions?
• What structure & roles?
• Accountability – financial & staffing
• Proposal: small Task Force to take forward
GOVERNANCE: DIVISION OF RESPONSIBILITIES

**All Members – Council**
- Elect the eligible for it seats on the board (on a board of c. 24-26 members)
- Provide input and ideas for the development of the strategy and contribute to its implementation
- Participate in work groups
- Approve Trustees’ report and financial statements
- Appoint auditors
- Live the IAPB values

**Board**
- Legal compliance and financial oversight
- Sign off IAPB Strategy
- Approve budget
- Monitor performance vs. strategy
- Appoint Chief Executive Officer (CEO)
- Appoint Executive Committee
- Appoint Audit Committee
- Approve Terms of Reference (ToR) of Strategic Work Groups, appoint the Chair and monitor progress

**Executive Committee**
- Develop Board and Council agendas
- Monitor financial performance vs. budget
- Approve new members
- Support Chief Executive
- Oversight of progress of operational plan
- Approve ToR of Thematic work groups and appoint Chair
- Review HR policies
- Authorise staff salaries

**Audit Committee**
- Review financial and governance policy
- Monitor compliance with financial and governance policy
- Oversee auditors selection process

**Chief Executive**
- Drive, coordinate, support and enable implementation of strategy
GOVERNANCE: DIVISION OF RESPONSIBILITIES

• Principle: all members have stake in governance
  – Elect/be eligible for 8 Board places
  – Regional engagement including election of regional chairs
  – Initiate/participate in thematic work groups
  – Involvement in election of officers

• Executive Committee
  – Expand from 5 to 7?

• Advocacy & PR Committee
  – Proposal to close
  – Work to move to Strategic or Thematic Groups

• Nominations Committee
  – Created if/when needed, so not a standing/active committee
**BOARD COMPOSITION**

<table>
<thead>
<tr>
<th>MODEL</th>
<th>YES/ MAYBE</th>
<th>DOUBT-FUL/NO</th>
</tr>
</thead>
<tbody>
<tr>
<td>1  Lead NGOs + Professional bodies on Board. Other members elect Exec. Com.</td>
<td>54%</td>
<td>46%</td>
</tr>
<tr>
<td>2  Larger organisations (work in &gt;2 regions &amp; &gt;$5m) on Board. Other members elect regional chairs</td>
<td>37%</td>
<td>63%</td>
</tr>
<tr>
<td>3  Lead NGOs + Professional bodies sit on Board. Other members elect some representatives to sit on Board</td>
<td>73%</td>
<td>27%</td>
</tr>
<tr>
<td>4  All Board seats elected by the whole membership.</td>
<td>48%</td>
<td>52%</td>
</tr>
</tbody>
</table>
BOARD COMPOSITION

• Recommend Model 3
• B & C members need to see significant number of elected positions
• A members need clarity on who’s in/who’s out for automatic places
• Recommend electoral process that allows ‘unknowns’ to make themselves known
• Recommend subsidy for attendance of elected Board members
## MEMBERSHIP TYPES & FEES

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<tr>
<th>MODEL</th>
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<th>DOUBTFUL/NO</th>
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<tbody>
<tr>
<td>A Lead / Engage / Belong – similar fee levels to current A/B/C</td>
<td>95%</td>
<td>5%</td>
</tr>
<tr>
<td>B Lead / Engage / Belong – but with fees set according to eye health expenditure and banding</td>
<td>74%</td>
<td>26%</td>
</tr>
<tr>
<td>C All Members same – fees set according to eye health expenditure and banding</td>
<td>74%</td>
<td>26%</td>
</tr>
<tr>
<td>D All Members same – fees set as % of eye health expenditure.</td>
<td>59%</td>
<td>41%</td>
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</tbody>
</table>
MEMBERSHIP TYPES & FEES

• Clear preference for Model A – modified status quo
• Recommend this model
# PROPOSED BOARD STRUCTURE

<table>
<thead>
<tr>
<th>Number</th>
<th>Description</th>
<th>How appointed</th>
</tr>
</thead>
<tbody>
<tr>
<td>2-3</td>
<td>President, Treasurer, Vice – President?</td>
<td>President &amp; Treasurer elected by all members, from nominations put forward by the Board. VP could be elected in the same way or chosen by the Board from the Board members.</td>
</tr>
<tr>
<td>8</td>
<td>Elected Board members</td>
<td>Elected by a vote of the Engage and Belong (i.e. old B &amp; C members) categories of membership.</td>
</tr>
<tr>
<td>9</td>
<td>Lead Members (Currently CBM, IMPACT, BHVI, LfW, LCIF, ORBIS, Sightsavers, FHF, MDP)</td>
<td>Automatic representation on the Board by virtue of the capacity and desire of these organisations to play a lead role.</td>
</tr>
<tr>
<td>3</td>
<td>Global professional organisations &amp; DPOs (Currently ICO, WCO, WBU)</td>
<td>Automatic representation. Individual conversations to agree membership fees according to means.</td>
</tr>
<tr>
<td>2-3</td>
<td>Patrons (ICO, WCO, WBU)</td>
<td>Automatic representation on the Board by virtue of the fee paid $100k – not all Patrons want to take up their option of a Board seat.</td>
</tr>
<tr>
<td>TBC</td>
<td>Regional Chairs</td>
<td>Pending further discussion</td>
</tr>
<tr>
<td>24 – 26</td>
<td>Total +/- Regional Chairs</td>
<td></td>
</tr>
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PROPOSALS

• Recommend
  – Membership & Fees model A
  – Board composition as proposed
• Phase in terms of office proposals
  – Maximum term for elected
  – Indefinite term for automatic places
• Discuss & decide expansion of EC
• Close Advocacy & PR Committee
• Adopt principles behind & basis for Strategic Task Groups & Thematic Groups
• Form small Task Force to address questions in Regional Matters paper