

IHBC's 'Articles of Association': Consultation Briefing Note

v. Final, 230120

1. Outline

This briefing introduces the IHBC's membership consultation on a revised draft set of '[Articles of Association](#)', to serve as the new constitutional framework for the institute. These have been drafted in line with the IHBC's '[Proposal for future Governance...](#)', previously the subject of extensive consultation, and [approved at the 2019 AGM](#).

The '*Proposal*' document 'draws on experience from Council+, comparison with other organisations, 14 years of consideration and legal advice' to establish 'the framework for reshaping the governance of the IHBC for the future'. The overarching conclusion is that the IHBC should establish a 'constitutional framework... familiar to the wider public'. The consultation draft 'Articles' addresses that ambition, and others agreed in the AGM's proposal, by adopting a 'charter friendly' model structure, detailed below.

Following the draft of the new 'Articles' by the IHBC's legal advisers, [Knights](#), overseen by the IHBC's Board, trustees now seek member comments, contributions and input to ensure that the draft addresses the aspirations of the adopted '[Proposal for future Governance...](#)'.

Trustees hope that, subject to ongoing regulatory approval and membership support, this consultation can be concluded in time to allow for the adoption of the 'Articles' at the AGM in Brighton on 19 June 2020. Should that process be successful, the IHBC will simply continue its current status as a charity and limited company, but operate under structures that members, stakeholders and external interests will more easily comprehend and, consequently, respect.

This Briefing Note does not detail the wider background to the preparation, development and implementation of the draft Articles. However much of that is covered in a briefing paper to trustees from December 2019, with the discussions arising from it noted in the relevant parts of the Board minutes. These are available to members on application to Lydia Porter at admin@ihbc.org.uk.

Interim queries or points of information – including requests for discussions in committee by officers and trustees – may be initially raised informally with the IHBC's Director at director@ihbc.org.uk, or via trustees or Branch representatives. While voting at the 2019 AGM will be

restricted to Full Members, contributions to this consultation from all member categories is welcome.

To allow for timely revisions, initial individual responses should be sent to articles2020@ihbc.org.uk by 29 February 2020. Initial Branch or other group or collective responses – in draft or finalised – should be received by 20 March 2020.

2. Rationale for change

The IHBC is an interdisciplinary professional body with its roots in an entirely voluntary organisation founded in the 20th century. The IHBC's current governance – including its constitutional [Articles](#) and [Memorandum](#) of Association – are rooted in that historical context.

Following rapid growth tied to early investment in the establishment of an executive resource – the National Office – the IHBC recognised the need to develop a structure of governance, underpinned by a constitution, reflecting the institute's role and potential in the 21st century.

The need for change is summarised in the '[Proposal for future Governance...](#)', with the case for constitutional modernisation including:

- Transformational change in the organisation:
 - Membership, as a whole, has more than doubled to 2,500+
 - Management is now supported by a core professional administration, the National Office
 - Substantial new and more diverse ranges of activity, policy formation and external liaison have been introduced
 - Collective responses to such changes have led to the original structure gradually but informally being adjusted, aggravating the lack of transparency and impeding effective structural and democratic oversight
- Volunteering remains essential to all operations, but radical changes in capacity require more flexibility in organisational structures while also generating more diverse demands for support:
 - The capacity for lead volunteers to serve as trustees and company directors as well as Branch representative and/or committee chairs is no longer freely available, or even reasonable. This means that numbers of volunteering trustees and Committee Chairs have reduced substantially, further threatening the quality of corporate and organisational oversight
 - More flexibility for volunteers to serve in more diverse capacities and roles is needed to add capacity across the organisation's voluntary network. That flexibility also will offer members more accessible and targeted learning and continuing professional development (CPD) opportunities

- Rapid ongoing changes in the landscape of conservation and its practice demand greater responsiveness and flexibility than those available under current structures of governance
- Legal advisers criticising the arrangement of the 'Board of Trustees' for its complex structure, nomenclature and unorthodox practices – including the absence of terms of office. These reduce transparency and democratic engagement while also hindering internal and external understanding of roles and responsibilities
- Divergences from constitutional norms increasingly limit capacity to address future potential and demands, from membership growth and training support to chartership
- Constitutional restrictions preclude benefits from and contributions to international and global conservation practice, increasingly a concern as IHBC accreditation and practice standards become recognised for their ties to international frameworks and increasingly draw interest from our international membership.

3. Headline changes

The organisational structure proposed in the draft Articles responds to the issues and principles agreed in the '[Proposal for future Governance...](#)', and consist of:

- A Board of Charity Trustees and Company Directors elected at Annual General Meetings by IHBC accredited members, with fixed terms and responsibilities aligned with recognised legal and regulatory standards, these roles to replace the current Board and Council comprising Branch nominees and elected officers
- An advisory Council with a core membership, formal branch representation and additional membership with a role as a 'training ground' for board membership and other formal roles in the Institute, formal arrangements for which will be modelled initially on current practice
- A more flexible committee and panel structure, including Branches
- A constitution based on 'chartered institute' principles
- The facility for membership and activities outside the United Kingdom.

Details of proposed changes are listed in the Appendix to this Briefing Note. Further points that may be worthy of note are highlighted in the draft 'Articles'.

Following the approach noted in the '[Proposal for future Governance...](#)', only the 'fundamental elements of the constitution' are considered at this stage. Procedural guidance on detailed operations - typically included as Byelaws and subordinate guidance – will be formalised as we align current practice with the adopted new constitutional framework.

4. Implementation programme and variations

Programme plans are subject to change in response to feedback from regulatory and membership consultations.

Currently, the programme of implementation is:

- 19 June 2020: Seek approval from 75% of voting members, including proxy system adopted for the 2019 AGM
 - Should regulatory processes delay promotion of the 'Articles' at the AGM, they may be re-scheduled to a General Meeting called at another date
 - Trustees elected at AGM will continue to serve as such until any new election
- June 2020 to 2021: New arrangements for governance agreed under the Articles to be implemented with:
 - Election of trustees under procedures of new Articles to take place at 2021 AGM
 - In advance of the 2021 AGM in Aberdeen, trustee roles will be called for and nominated in line with the terms of the new Articles
 - Establishment of a rotation of trustees in line with the requirements for fixed terms under new Articles will be agreed with Board members following the 2021 election
 - Processes for managing places on Council+ will continue as currently, combining *ad hoc* Branch nominations and theme-specific calls for interest and representation, with details to be developed for Bye Laws
- 2021-25: Alongside testing the operational effectiveness of the 'Articles', in line with the terms of the '[Proposal for future Governance...](#)', update operations to ensure alignment with governance standards reflected in the 'Articles' and in practice for chartered bodies, to draft and shape both 'Articles' and Byelaws in advance of submission to members for approval.

APPENDIX: Headline changes

Specific headline points from the draft 'Articles' are listed below for detailed consideration.

Members (see *Articles*, 1 and after)

- 'Member: means a person who is accredited by and registered to the Institute...' (*Articles*, 1)
 - Only 'members' (i.e. IHBC accredited members) may vote
 - 'Members shall be entitled to vote at a general meeting' (*Articles*, 13.1)
 - The Board has flexibility to draft specifications of accreditation. Initially these would be expected to include Full Members (accredited in interdisciplinary areas of practice) and Associates (accredited in primary area of practice).

Board of Directors (See *Articles*, 16-19)

- Number of Directors/Trustees, of up to 15, of which up to 13 are allocated to exclusively accredited IHBC members, to include:
 - 5 officers, including Chair, Vice Chair, Treasurer and Honorary Secretary, with the Chief Executive also included as *ex officio* Board member (based on good corporate practice), while to avoid an over-concentration of power in any one person, 'for the avoidance of doubt, the Chief Executive may not be a Chair to any Board meeting' (*Articles*, 25.4)
 - Up to 8 more, including up to 3 allocated to nomination by national branches (Northern Ireland, Scotland and Wales)
 - Up to 2 appointed (or co-opted) non-IHBC members (e.g. for skills, diversity etc) (*Articles*, 19.9):

Board election and procedures (See *Articles* 18-26):

- Terms (*Articles*, 18.8 and 19.1): 3 year term, renewable once only
- Nominations deadline (*Articles*, 19.4): 2 calendar months before GM
- Election Ballot deadline (*Articles*, 19.6): 21 Days
- Meetings (*Articles*, 21.2): 4 or more per annum
- Quorum for Board (*Articles*, 16.1; 24.1): 6, of which 4 must be elected (i.e. not co-opted)
- Decision making by the Directors (*Articles*, 26): Typically 'must be... a majority decision'...

General Meetings, including Annual General Meetings, and voting (See *Articles*, 10-14)

- Quorum (*Articles*, 12.3): '50 Members who are present in person or by proxy or... one-twentieth of the total membership... whichever is the greater.'
- Voting is by accredited members only:

- Only [accredited] 'Members shall be entitled to vote at a general meeting' (*Articles*, 13.1)
- Voting process (See *Articles*, 13.2): A vote on a resolution... [may be] decided by a show of hands unless... a poll is demanded
- Proxies (See *Articles*, 14): A Member is entitled to appoint another person as a proxy...[clarifying that attendance is not required to cast a vote]
- AGMs are agreed as a constitutional duty (See *Articles*, 10.1) though they are not a legal duty

Council (based on the current 'Council+') (See *Articles*, 28.2 and after):

- The constitution, terms of office and operation of the Council shall be determined by any regulations agreed by the Board
- No specifications on processes or technical restrictions as the programme is developed
- Election processes will be determined through future byelaws, developed from current practice

Amendment of Articles (See *Articles*, 32):

- The Institute may revoke, amend or add to any of the provisions of these Articles by special resolution of the Members entitled to vote at a General Meeting or at an AGM.