

Mandating the Executive Board of ILGA-Europe to co-opt Advisory Members to the Executive Board

BOARD PROPOSAL FOR A RESOLUTION OF THE GENERAL MEETING

September 2022

The Executive Board of ILGA-Europe (the “Board”) requests that the membership of ILGA-Europe approve the Board proposal to mandate the Board to co-opt Advisory Members into its structures in accordance with the terms outlined in this resolution.

Background and rationale

What is the role of the Board? What does ILGA-Europe need? The Executive Board of ILGA-Europe is usually composed of ten representatives of the Full Members, elected by the General Meeting of the European and Central Asia for a period of two years. The Board’s primary function is to govern and direct the organisation, and while the Board is not involved in day-to-day operations, the strain put on it continues to grow along with the diversity of work taken on, the staff team, and the movement as a whole.

With the expansion of ILGA-Europe’s functions and budget, and for the benefit of the membership, it is necessary for the Board to be able to fill its competence gaps and the ability to reflect the diversity and perspective of the movement. At the 2019 AGM, the Board committed to undergo a periodical review of its composition against a wide set of required characteristics and skills against the guidance issued to the membership on nomination of candidates to the Board elections. These guidelines, beyond outlining the role and tasks of the Board, list the following competence areas and skills as desirable and needed:

- Risk management
- Crisis management
- Strategic vision
- Policy development
- Financial management
- Human resources/staff management
- Fundraising
- Governance
- Communications

What are some challenges faced in meeting these needs? For a number of years now it has been challenging to compose Boards that reflect the diversity of experiences and identities of the LGBTI movement in Europe and Central Asia, and the needed skill sets and competences. Individual activists who are leaders in their local movements are often already overburdened with the growing complexity of their environments, and are under-resourced. It is particularly true for those in leadership positions, and those who work on the issues of under-represented groups and marginalised populations. The expectation that they would invest additional time and effort into a voluntary board position is in many cases unrealistic and unfair.

Over the past five years, particular attention has been given by the Board and the Executive Director to finding ways to address these challenges. There has been proactive outreach every year to encourage people to run for the Board, especially people who would bring complementary skills and competences, and people from under-represented parts of the community. A very common response in this outreach has been that people do not have time and energy to contribute to ILGA-Europe in addition to their current commitments. Steps have also been taken to communicate more explicitly about the role of the Board and the needs in terms of profile, to improve knowledge and understanding about the Board's work and clarify expectations for potential Board members.

Despite all these efforts, the number of people running for the Board has been decreasing every year (even before the pandemic), and more Board members tend not to renew their mandates, very often because of the lack of capacity to continue in the role. One conclusion is that the pool of candidates from the membership is very small and likely to be so for the years to come.

What are the opportunities we want to pursue? We know there are more and more people beyond the membership (i.e. staff, volunteers, boards of member organisations) who would want to support ILGA-Europe more actively. There are lots of skills and knowledge that sits beyond the membership and activist organisations, as well as people who would bring additional layers of skills and lived experiences, including those of intersectional marginalisation, to the groups and movements they work with. We believe there is an opportunity to bring such people on the Board, and to broaden the pool of people who can contribute to ILGA-Europe's governance.

This is why the Board wants to propose to set up a mechanism for co-option of Advisory Members to the Board.

The Executive Board of ILGA-Europe is submitting a proposal for approval by the membership during the October 2022 General Meeting to include new provisions to the Standing Orders, enabling the Executive Board to co-opt up to three Advisory Board members. The Board is making this proposal as it considers that this model presents the best option to meet the current needs of the organisation. As this is a new mechanism, it will be assessed and revised, with a view of proposing adjustments to the membership.

As detailed below, the Board is proposing a process that aims to be as transparent and accountable as possible.

- The co-opting of Advisory members would be done following a periodic review of competence and representation gaps or when the need for an Advisory Board member is identified by the Board, in collaboration with the Executive Director.
- Individuals will be co-opted based on needs identified at different moments in time.
- No more than three Advisory Members of the Board may be serving at the same time. However, there is no requirement to fill these three positions at all times.
- The creation of this new mechanism will in no way limit ILGA-Europe's ongoing efforts and initiatives to continue to strengthen capacity within the movement and empower LGBTI activists.

The role of Advisory Members would be to bring additional and complementary skills, experience, and perspectives to the overall board. In contrast to consultants ILGA-Europe hire to support the staff team by contributing their expertise to a specific project or facilitating a process within the organisation, Advisory Members would be expected to contribute to the ongoing thinking and discussions within the Board and with the staff team. A concrete example would be in the case of a review of ILGA-Europe's Constitution: while we would be hiring lawyers and notaries to support with the legal aspects of the change in statutes, we do also need to have Board members with a strong understanding of governance to be steering the process. If we found ourselves in a situation where this was not the case (for instance if there are a lot of new Board members), we could look at co-opting someone to support the Board.

We remain committed to creating space for gradual growth and development of representatives of the LGBTI movements into the management and governance roles performed by the Board.

The aim of this mechanism is to increase the effectiveness of the Board without creating undue burden on the organisation's operations. The assessment is that having additional members would have a very limited impact in terms of administration and finances.

Proposed Amendment for New Provision in the Standing Orders

Based on Article E.6 of the ILGA-Europe Constitution

The Executive Board can also delegate special powers to one or more persons of its choice. It may also revoke at any time, with immediate effect and without cause, all special powers granted to special proxy holders.

and based on Article E.7 of the ILGA-Europe Constitution

The Executive Board may create committees when it deems it necessary in order to delegate some of its powers or the execution of any of its resolutions. It shall determine the term for which the committee is set up. The Executive Board may dissolve or alter its mandate at any time.

Proposed amendment for a new provision in the Standing Orders:

I) Move 12.11 to 12.10 (Currently Null)

II) Add 12.11 Advisory members of the Executive Board

12.11(a)

- **The Executive Board acting in the best interest of the organisation and membership, shall have the power to co-opt individuals as Advisory Members to the Executive Board.**

Role, rights and obligations of the Advisory Members

Advisory Members of the Board may be co-opted for the purpose of supporting the Board and organisational operations where a need or a gap has been identified in an annual assessment process done in collaboration with the Executive Director, or upon occasional unforeseen circumstances during annual assessment through advice and carrying out specific tasks. Each individual may be co-opted for a determined duration of no longer than two years starting from the date they are co-opted, renewable once. The co-option may occur at any given time during the year.

Advisory Members are given the mandate to participate in Board operations, discussions and meetings where appropriate and hold the same rights, obligations and requirements of confidentiality as Board Members, including those listed in the Constitution, Standing Orders and Governance Manual, with the exception of:

- a) voting rights
- b) representation functions
- c) the recognition in the formal registries of ILGA-Europe under Belgian law
- d) Management of the staff.

Additionally, Advisory Members may not hold Board positions (Co-Chairs, Treasurer, Co-Secretaries) but they may support the implementation of tasks assigned to these positions. Depending on the composition of a given Board, they may be asked to take on specific responsibilities, including support to governance processes related to General Meetings, inputs for financial oversight and oversight of employment policies and recruitment, coordination of elements of Board work, facilitation of meetings or processes.

Former ILGA-Europe Executive Board members may be considered to become Advisory members of the Executive Board, only after 1 year after the end of their term of office.

Advisory Members report back to Co-chairs of the Board when required or necessary. Advisory Members composition would not affect or include requirements of gender representation in ILGA-Europe Executive Board.

Assessment process

The Board shall assess its overall composition in light of:

- a) ensuring the effective governance of the organisation and
- b) meeting the commitment to reflecting the diversity of the membership on the Board, as outlined in Section E.1 of the Constitution

The Executive Director (as the individual charged with day-to-day operations, organisational management, and implementation of the strategic framework) shall participate in this assessment to ensure that the long-term direction and needs of ILGA-Europe are appropriately reflected in the process.

The assessment process will include a realistic evaluation of elected Board Members' capacities, including competences and time, and the Board's overall ability to reflect the diversity of experiences present in the membership and relevant to ILGA-Europe's work. ILGA-Europe's operational and development needs shall be put at the core of the assessment through the engagement of the Executive Director in the process.

Should gaps be identified, either in the overall Board composition skill set or in relation to specific work areas foreseen for the coming years, for example related to organisational change or strategic planning, a further discussion will take place in order to establish whether these gaps may and should be filled in by co-option. This should also consider the need to not unnecessarily increase the size and burden of the Board. Following this, a term of reference will be composed to clearly outline the identified needs, as well as the rights, obligations, duration of co-option, and regulations outlined in this document. Appropriate transparent procedures shall be put in place to prevent any potential conflict of interest issues that may arise.

12.11(b) Co-option

Based on the identified needs, the Board and Executive Director may commence a search for Advisory Members. The process does not need to be competitive and public, but disclosure of decision-making to the membership is obligatory – with respect to the right of privacy of any individuals considered but not co-opted. To be considered, individual candidates must:

- Be in good standing with the LGBTI movement in Europe and Central Asia
- Hold in high regard the interests of ILGA-Europe and the movement

- Not be in a situation of conflict of interest in relation to ILGA-Europe staff, Executive Board and operations
- Not endanger ILGA-Europe's image or reputation

The Board acting in the best interest of the organisation and membership, may co-opt individuals as Advisory Members of the Board through consensus. Should consensus not be possible, the decision may be taken by a 70% majority of the votes of the Board present or represented, without taking into account abstentions. A decision to renew an Advisory Member's mandate may be taken in the same way.

No more than three Advisory Members of the Board may be serving at the same time. However, there is no requirement to fill these three positions at all times. **Individuals will be co-opted based on needs identified at different moments in time.**

Removal of Advisory Members

Unless specifically decided otherwise, the tenure of an Advisory Member starts at the first Board meeting following the co-option, and ends by:

- The expiration of the term,
- the resignation,
- the legal disqualification or death, or
- the revocation by the Board in the way of a simple majority vote.

The revocation by the Board may be carried out based on the failure to comply with the obligations and regulations outlined in the Constitution, Standing Orders, Governance Manual, this standing order and the term of reference.

Accountability to the membership

Additional measures shall be put in place to ensure transparency of the mechanism and accountability of the Board to the membership:

- Any Advisory Member co-opted will be presented to the membership upon the earliest opportunity, at the latest during the next General Meeting following the co-option, by the Board.
- The rationale for the co-options that occurred within a term, the composition of the Board, and any needs assessed by the Board, will be presented to the membership before each year's elections of Board Members at the General Meeting, by the Board.
- The activities and engagement of Advisory Members shall be presented to the membership within the Board Annual Activity Report.

This standing order is effective immediately upon approval, and open-ended in its validity.