



CMC - GLOBAL

REPORT

ICMCI Governance Review Task Force

Annual Meeting of Delegates
October 2022

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ICMCI Governance Review Task Force

September 19, 2022

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Executive Summary

The ICMCI Governance Review Task Force has been tasked to advise the board on good practices in ICMCI governance and how it can be improved. This includes examining ICMCI governance structures and recommending how they can be improved to enhance the effective and efficient conduct of its business.

The current structure was established as part of the Breakthrough Strategy recommendations and was reflective of the situation at the time. Since then, the engagement of a full time Executive Director has created a staff operation that takes the lead on the implementation of programs and services. The Board is therefore changing its focus from one of developing and delivering services (through Institutes) towards the development of policy and delegation to the Executive Director. Committees, previously focused on both program development and program delivery, are as a result, in a state of transition.

The Current State of ICMCI is analyzed. Several recommendations are made to clarify the Governance duties of the Assembly of Delegates, The Board of Directors, and the Directors of the Board. The accountability and authority of Standing Committees, Task Forces and Working Groups seem to be where there is the most confusion, and this is discussed at length to review how these bodies should perform their duties, and the authority structure within which they should do this work. The Task Force recommends a framework for thinking about these bodies, and that there be a single point of accountability below the Assembly of Delegates which would be the Board of Directors.

Recommendations are made on the implementation of two formal Standing Committees documented in Bylaws, both of which would be accountable to the Board but would also provide annual reports to the Delegates. The focus of Board work would shift to having Directors named as accountable for specific activities. The Board would decide whether to create a Standing Committee to support the Director in this work, or to use the more temporary mechanism of Task Forces.

The role of Hubs is also discussed, and it is recognized that Hubs have a role in both Governance and in Operations. The role of Hubs is strengthened, and it is recommended that Hubs should be agile. They can be created to support work within geographies, but there are any number of areas of interest around which Hubs can be formed.

The authority of the Executive Director, and through the Executive Director is discussed. While the Board is accountable for developing the strategy and bringing it to the assemble of Delegates, it cannot do this without the input of the Executive Director based on the knowledge and experience of the staff organization. On the other hand, while the Executive Director is accountable for operations, the Board may well have insights and guidance that can be helpful to the Executive Director. The roles must be interactive, but each must have its distinct accountability and authority.

The report discusses the future state of ICMCI and makes specific recommendations with respect to Standing Committees (enshrined in the Bylaws or created by the Board), Task Forces (created by Delegates or the Board) and Working Groups (created by the staff organization).

The Report closes with discussion about the Code of Conduct, Risk Management and Change Management.



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The ICMCI Board initiated this Task Force and has been involved through the review of interim reports. This report has been presented to the Board of Directors for review and approval and is now presented to the assembly of Delegates.

Some of this work can be done under the authority of the Board, either directly or as delegated to the Executive Director. That work will commence in a transparent way, considering feedback from the Delegates at the 2022 Assembly.

Some recommendations are more fundamental and will require Bylaw changes. These will be developed during the next term of the Board and will be brought to the Assembly of Delegates at its 2023 meeting.

The next steps are detailed in the [Change Management](#) section of this report.

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Introduction

In March 2022 the Board of Directors of ICMCI established a task force to review the governance practices of ICMCI. Its purpose is to advise the Board of ICMCI on good practices in its governance and on the extent to which its governance structures can be improved to enhance effective and efficient conduct of its business. This includes a review of the relationships between governance and operations structures and processes.

Six specific tasks were identified:

1. Review the governance structure of ICMCI and the relationships between its constituent parts.
2. Consider how the governance structure can be improved to ensure the maximum effectiveness of ICMCI in meeting its statutory duties.
3. Consider the operational arm of ICMCI and its connections with the Governance arm to ensure the appropriate differentiation of accountability and authority between the governance and the operations of the organization, including the management of the organization.
4. Review how the governance structure enables and supports equality, diversity, and inclusivity.
5. Review the extent to which the governance structure meets good practice in regulatory governance.
6. Make recommendations to the Board for potential improvements.

The Task Force members are:

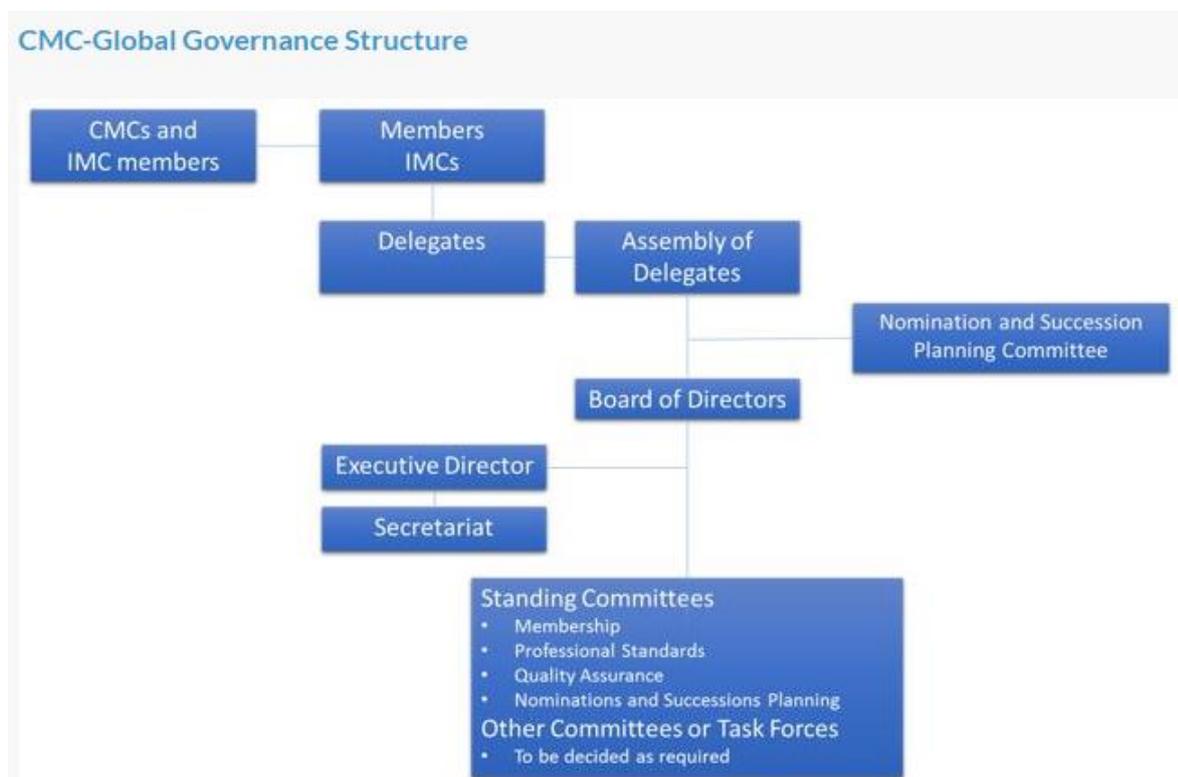
- Dwight Mihalicz, Chair
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The Task Force met three times virtually to discuss these issues. In addition, work was carried out amongst members via email communications.

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Current Governance Structure

The current structure of ICMCI is described in the following image:



This structure was established as part of the Breakthrough Strategy recommendations and was reflective of the situation at the time. As demonstrated by the mandate of the Task Force, there is work to be done to improve the way in which work is done at ICMCI.

The engagement of a full time Executive Director created a staff operation that takes the lead on the implementation of programs and services. The Board is changing its focus from one of developing and delivering services (through Institutes) towards the development of policy and delegation to the Executive Director. Committees, previously focused on both program development and program delivery, are as a result, in a state of transition.

With the framework set by the terms of reference of the Task Force, it reviewed the governance and operations of ICMCI and identified the following considerations.

1. Decision making is often delayed because of current protocols. Even though the Secretariat has the knowledge and ability to proceed with implementation of decisions, they are obligated to wait for the board, a volunteer, or a committee to decide or approve. The result is the same, but the delays can be significant.

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2. Some volunteers are appointed to a role, but they remain inactive, resulting in an inability to carry out that work because there is no-one else in place to do the work.
3. The question of volunteer vs paid roles for operational work has been discussed for some time and does need to be addressed through this process.
4. Governance and volunteer work have both been impacted by the pandemic, and this influence should be considered for the new way of doing things in an increasingly VUCA – volatile, uncertain, complex, and ambiguous - world.
5. Whether or not ethics for ICMCI volunteers (policy and operations) and staff is properly monitored and managed should be addressed.
6. The structure for doing operational work should be reviewed and recommendations for improvement made.
7. Our work should consider global best practices for quality processes, and governance oversight of work.
8. Are the standing committees doing what they need to do for the advancement of the profession, or are they doing administrative work? How can these two types of work be teased apart.
9. ISO 20700:2017 has 12 policies that are generic and could be a helpful resource to the Task Force.
10. The work of NSPC needs to consider equality, diversity, and inclusivity.
11. We need to Keep It Simple. What can we take away rather than what can we add? The intent is to liberate resources vs create bureaucracy.
12. The question was asked: “Are Standing Committees really required?” The policy work could be done by assigned Directors of the Board with support from Task Forces as required. Operational work falls under the purview of the Secretariat, who can bring together groups of volunteers into Task Forces as required. It was noted that there is real policy work to do, and the Board cannot be overloaded. It was noted that NSPC should remain as a more formal Standing Committee.
13. The independent oversight of ISO 17024 audits needs to be addressed.
14. The role of Hubs in governance and operations should also be reviewed and clarified.
15. A large part of the current work of Standing Committees is operational and is in fact work that is carried out mostly by the Secretariat who then report on action and make recommendations to the Standing Committees.
16. Questions of risk management should also be considered.

Governance and Operations for Future Success

Best practices in organizations are that there be a separation between the governance of an organization and the management or operations of an organization.

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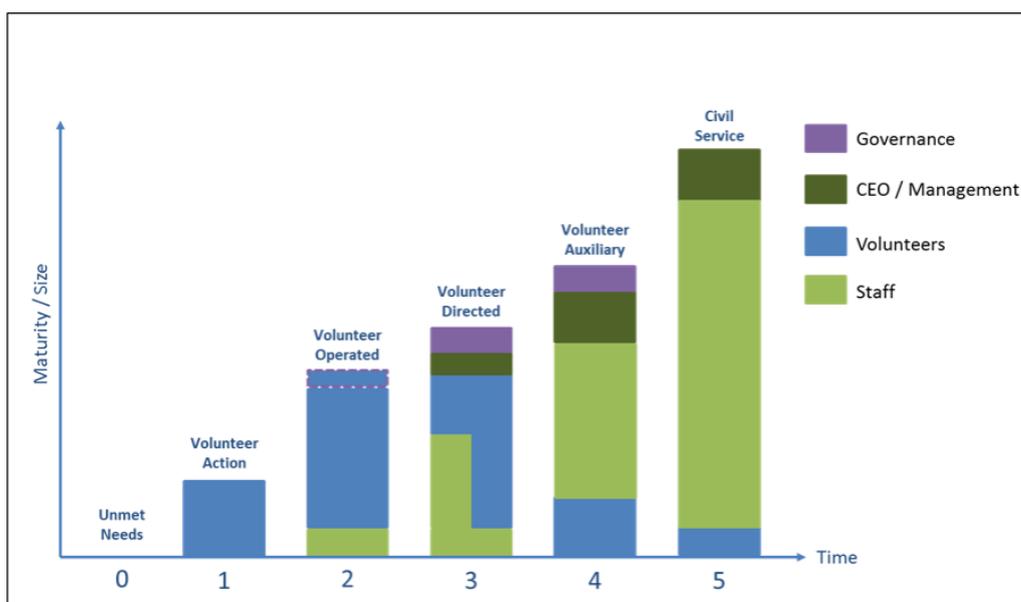
Governance is all about what an organization is. In the private sector, governance is represented by Shareholders. Shareholders in return for their partial ownership have some authority and control over the organization, but they do not have any direct involvement in the operations of the organization. Shareholders exert their authority over the organization at annual meetings of shareholders where they:

- Approve the bylaws of the organization
- Approve the strategy
- Hear a report on financial performance
- Hear reports on other major activities
- Elect a Board of Directors to represent the interests of shareholders between meetings of the shareholders

ICMCI is a non-profit organization, but the principles of governance are the same. At the bottom line, Governance is accountable to ensure that the social mission of the organization is achieved, and that the organization is financially viable. Governance is accountable for determining what the organization will achieve and how it will do this. Governance then delegates the attainment of this vision to the Executive Director (titles vary: sometimes CEO, sometimes President) for implementation through the staff organization.

The Task Force reviewed a model of the *Maturation Curve of Non-Profit Organizations*. The model describes how the governance and management relationships in organizations change over time, as organizations mature. This model is attached to this report.

For the purposes of this report, the Task Force agreed that ICMCI is in transition from State 2, Volunteer Operated, to State 3, Volunteer Directed.



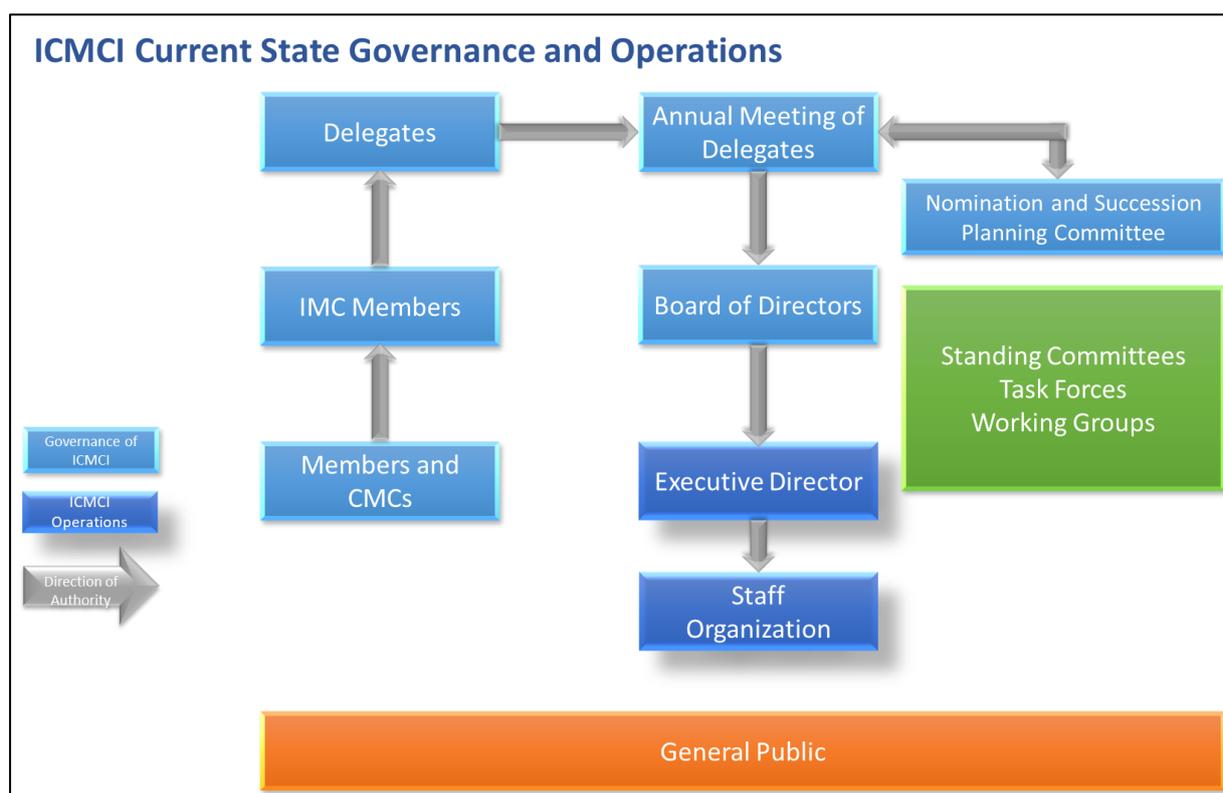
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One of the indicators that an organization is going through a transition between stages is that conflict inside the organization increases. This is not conflict between persons, but rather conflict that is generated between roles because the relationship between the roles is not clear.

ICMCI Governance and Management Current State

Following is a diagram of an interpretation of the ICMCI Current State Governance and Operations.



General Public

ICMCI is grounded, through its members, in the General Public.

Members and CMCs

The members of Institutes and CMCs form Institutes. Members, which in fact include the CMCs of that Institute, comprise the membership body of the Institute. Each Institute has its own governance and management practices that are suited to it as an organization and based on practices in that territory.

IMC Members

There are currently examples of Institutes that are country-wide, that include a number of different countries, that co-exist with other Institutes within one country, and that are virtual. The common theme is that a group of committed management consultant individuals have come together to form an Institute and have attained membership in ICMCI.

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Delegates

Each Full Member Institute is authorized, by virtue of the ICMCI bylaws, to name from 1 to 4 Delegates to represent them at ICMCI. In total, the Delegates form the highest level of governance at ICMCI. They execute their authority annually at the Annual Meeting of Delegates (formally named in the Bylaws as the Assembly of Delegates) where they come together to address the issues facing ICMCI and fulfill their obligations to the global organization. They also have specific duties they carry out between Annual Meetings, primarily as an interface between ICMCI and each Delegate's home Institute.

Annual Meeting of Delegates

At the Annual Meeting, Delegates perform their duties as clearly specified in Article VII, Section 1 of the Bylaws: "The affairs of ICMCI shall be controlled by its Assembly of Delegates. The Assembly of Delegates consists of all the Delegates of the Full Members." The specific duties carried out to fulfill this control are not specified, although the following procedural duties are specified in the ICMCI web site:

- attend and vote at the Annual Meeting of Delegates
- participate in all votes and elections, including the election of Board members
- make the views of their national institute known to CMC-Global
- report CMC-Global matters to their national institute and ensure their institute effectively communicates these matters to all its members
- act as a communications channel between CMC-Global and their national institute
- participate actively in committees, task forces and working parties
- ensure that the CMC-Global Secretariat is notified of all details of their appointment (contact information, date of appointment, personal profile information, etc.)

Recommendation 1. Create a role description for Delegates that describes their duties as individuals.

Recommendation 2. Create Terms of reference for the Assembly of Delegates that define the duties of the Assembly. This may have an impact on the Bylaws and, if so, appropriate changes to the Bylaws should be made.

The Assembly of Delegates has direct authority over two committees. The first is the Board. The second is the Nominations and Succession Planning Committee.

Board of Directors

The duties of the Board of Directors are laid out in the ICMCI Bylaws. In addition, at the Annual Meeting in Seoul in 2014 a Charter entitled *Governance Principles and Board Charter* was laid out that documents the best practices of governance and management (operations). As the Bylaws were updated in 2018, changing some terminology, the Charter feels out of date, although fundamentally it is a very good document.

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Recommendation 3. Review and update the *Governance Principles and Board Charter* to ensure it is consistent with best practices and consistent with the current Bylaws, or the Bylaws as they may be amended as a result of the work of this Task Force.

The Board of Directors is established by the Delegates of ICMCI. The Board is delegated authority through the Bylaws and the Charter to carry out the duties of the Assembly of Delegates between its meetings. The Delegates elect the Directors of the Board for three-year terms and have the authority to remove a Director for cause. In this respect, the Delegates maintain control of ICMCI through the Board of Directors.

Role of Directors

The roles of the Directors of the Board are described in the current Bylaws in the following categories:

- Chair
- Secretary
- Treasurer
- Past Chair
- Directors-at-Large

The current role descriptions are not in all cases clear about accountability and authority with respect to the differences between Governance and Management. It would be timely to review and simplify the Bylaws and clarify the accountability of the Board as a whole, and specifically the Chair, other Officers, and Directors-at-Large.

The Chair is the only role which is elected directly to the role by Delegates. In all other cases, the Directors are elected, and the officers are selected by the Board. This is done in a transparent way and allows for succession planning.

The Chair role has an important leadership position with the Board. This role sets the agenda, drives the strategy, oversees the work of the Board and Executive Director, and represents ICMCI. While the Chair role has no independent authority over the Executive Director (this direction is set by the Board as a whole) it is an important roles and its duties should be reviewed in this light.

The role of the Board and its Directors are described more completely in *Governance Principles and Board Charter*. This should be reviewed and updated to be consistent with best practices governance practices and the Bylaws.

There also exist a Terms of Reference for the Board of Directors that have not been updated in some time.

Recommendation 4. Update the Bylaws to clarify the accountability and authority of the Board, and the duties of Officers and Directors of the Board.

Recommendation 5. Update the *Governance Principles and Board Charter* to ensure its consistency to governance and management best practices and the Bylaws.

Recommendation 6. Update the Board Terms of Reference to be consistent with the decisions made during the review of this report.

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Recommendation 7. Review and update the Bylaws sections and role descriptions for the roles of Chair, Secretary, Treasurer, Past Chair, and Directors-at-Large.

Standing Committees, Task Forces and Working Groups

Committee work can get things done efficiently and effectively. Sometimes, the full board is too large for certain tasks which means that smaller groups are better equipped in handling issues with focus until such time as they need more input from other areas or perspectives on their decisions about what needs doing next regarding these matters at hand.

A committee will often provide advice towards managing any problems coming up within the organization. The committee can also act directly if so delegated. Committees are only able to act within the terms of Reference set by the Board. Any recommendations made by committees need approval from the Board before they can be acted upon.

In the case of ICMCI, Committees have a dual functional because of the historical nature of the work delegated to them.

The first function is to provide insights and recommendations to the Board for decision-making. This is part of the governance process of the organization. The work of the Committee can result in policies that will guide operations. They can provide insights that will support the deliberations of the Board.

The second function is to implement programs that have been approved by the Board. This is a critical function in the formation stages of a non-profit. ICMCI was in that position for its first 26 years when all policy making, and all implementation was done by volunteers. These volunteers sometimes wore a “policy hat” and sometimes wore an “operations hat”.

In 2013 after 26 years of being an almost fully volunteer organization, ICMCI appointed its first Executive Director. For some years before this, some support for the Board had been engaged but this was primarily in the bookkeeping and administration areas.

In these early years of ICMCI, the Trustees (now known as Delegates) had an annual meeting where the Strategy and Budget was set and approved. At the Annual meeting an Executive Committee (ExCom) was elected. The ExCom had the responsibility to execute the Strategy that was approved at the Annual Meeting. To prepare the Strategy and work development issues within the key topics the ExCom (now referred to as the Board) needed assistance from Committees. The key committees were given a status in the by-laws as “Standing Committees”.

Today ICMCI has Delegates who meet annually at the Annual Meeting. At the Annual meeting the Delegates elect a Board, discuss, and approve the Board report and plan of Strategy and Budget as well as discuss and approve the Secretariat report and plan about the operations. The Standing Committee reports are included in the Board report – also about the operations tasks.

This has resulted in a major shift in the Governance of ICMCI. Professional staff now manage the operations while the Board creates the Strategy and guiding policies. In the new governance model,

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the Standing Committees have not been able to find a proper role, working partly as the Strategy support to the Board and partly as an implementer of programs and policy, but reporting to the Board.

Based on global best practices, the Standing Committees should not be tasked with working in operational areas. This work has been delegated to the Executive Director. In the same way, the Board should not work in operations. It is the Board, as a whole, that makes decisions. The Executive Director then implements these decisions, with the support of hired staff and volunteers.

This raises the question of whether ICMCI requires standing committees at all. Can the Board itself, with the support of its Executive Director and Secretariat, do all the strategy and policy work that is necessary?

There are advantages to this approach:

- Clear accountability of the key tasks for Strategy and policy development rest with the Board. It is a single point of accountability from the perspective of the delegates.
- It is easy to communicate the accountability to stakeholders for communication.
- Directors of the Board can decide any needs they have for support in their strategy and policy work, and strike Task Forces or Working Groups, as required.

There is an outstanding question of whether there is any specialized expertise that the Board may require. There are three examples that come to mind:

- Finance and Audit activities, where a Standing Body slightly removed from the Board, but reporting to the Board, could add value.
- Nominations and Succession planning, where specialized expertise and focus could add value to the work of the Board.
- ISO 17011 requires that ICMCI have an independent body to oversee ISO 17024 certification programs. That body need not be independent of ICMCI but must be independent in its decision making and recommendations to the Board.

This raises a related question. Is it possible that as an alternative to the operations work now carried out by Standing Committees, the Secretariat could establish a Task Force or a Working group to support its work. Can it simply recruit volunteers to support some aspects of its work?

There are advantages to this approach:

- There would be clear accountability by the Secretariat of all operations tasks.
- It would be easier to communicate the accountability to stakeholders for communication.
- It is the Executive Director who would decide the need of support in the execution of strategy and implementation of programs.
- The Secretariat have access to find the best volunteers to fit specific requirements.

Following this logic, there would be less of a need for formal standing committees. Each Director of the Board could be accountable for oversight of specific areas in which the Board has interest.

Examples would include:

- Membership (acquisition, support, and growth of Members)

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- Quality Assurance Committee (perhaps renamed) overseeing the assessment and reassessment of Institutes
- Professional Standards
- Marketing and Advocacy

Best practices would dictate that there are two standing committees that should be in place:

- Finance and Audit. This standing committee would oversee the annual audit, would review the budget and financing submissions of the Executive Director for consistency with strategic objectives, and would monitor ongoing financial activities.
- Nominations and Succession Planning. This standing committee (possibly with a broader scope and renamed) would carry out its current duties. In many organizations, the work of this committee also includes governance oversight.

There is also a need for ICMCI to ensure that there is independent oversight of its ISO 17024 program. ICMCI's self declaration of adherence to the ISO 17011 standard requires that there be independent decision-making with respect to the approval and audit of certification programs granted under ISO 17024. Therefore QAC, or some aspects of it, need to be mandated, but not necessarily through a Bylaw-required Standing Committee. This is discussed [later in this document](#).

Recommendation 8. Consideration should be given to not using Standing Committees of the Board in favour of naming Directors of the Board to oversee areas of special interest. As the need might arise, the Directors would have the authority to recommend to the Board a Task Force to support them in their work.

Accountability and Authority Reporting Relationships

When looking at the Figure detailing the ICMCI Current State Governance and Operations, Nomination and Succession Planning Committee is a committee of the Assembly of Delegates. All other Standing Committees are shown in the Bylaws to be Standing Committees of the Board. And of course, the Board itself is an entity formed by and accountable to the Assembly of Delegates.

This can add to the confusion of which body is accountable for which work.

The most fundamental aspect of the Governance of ICMCI is the Assembly of Delegates. The Assembly comprises the Delegates that have been named by Member Institutes to represent them at the federated, global level.

The Delegates are situated around the world and come together as a body only once a year. This is insufficient to govern the activities of an organization. To ensure that the appropriate work is done in the appropriate way, The Assembly of Delegates elects a Board of Directors, representative of the Delegates, to act on its behalf between meetings of the Assembly.

This is a single point of accountability. The Assembly knows who to go to when things go well, and they know who to call to account when things do not go well. The Assembly elects its Board through an open election that is held each year and has the authority to make changes to the Board if there are any issues. In addition to the context, it sets through its Bylaws, the Assembly has the authority to set policy frameworks within which work must be done.

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When it comes to Standing Committees, which are a policy making and oversight arm of governance, the Assembly of Delegates can form a Standing Committee that reports to it directly. Alternatively, it can require through its Bylaws that the Board have such a Standing Committee that does its work under the authority of the Board.

In either case, the Assembly of Delegates can require certain reports be presented to it at each annual meeting and rely on the Board to ensure that this happens.

In the Private Sector, shareholders typically strike three standing committees that report directly to them:

- Nominations – who will be on the Board
- Audit – what is the financial performance of the company
- Compensation – how much is paid in salaries to executives and Board members

In the non-profit world, typically standing committees, although established by the stakeholders, report directly to the Board. In the private sector the financial affairs and compensation (which can reduce profits to be paid to shareholders) are of vital interest to stakeholders. While these are also important in the non-profit world, the overall mission takes precedence, and a single point of accountability at the level of the Board can be very powerful. In a review of multiple models of governance, the overwhelming majority of standing committees are established as accountable to the board, although of course reports are made to stakeholders as well.

Overall, it would seem to be more effective from the perspective of the Assembly of Delegates to oversee the work of ICMCI through a single point of accountability. If the Assembly has multiple points of accountability, then the Assembly itself must manage the integration. Since the Assembly only meets once per year, even though it can call special meetings, it has no capability to oversee this integration throughout the year when things are happening. The Board is set up to do exactly this.

Recommendation 9. The ICMCI Bylaws should be reviewed to identify those Standing Committees which should be enshrined in the Bylaws, while providing flexibility to the Board to create Task Forces under the authority of a named Director for other work.

Recommendation 10. There be two Standing Committees required by the Assembly of Delegates, each reporting to the Board (the duties of these two standing committees are discussed below:

- a. Governance and Nominations Committee
- b. Finance and Audit Committee

Recommendation 11. The Governance and Nominations Committee will be chaired by the Immediate Past Chair.

Recommendation 12. The Finance and Audit Committee will be chaired by the Treasurer.

Nominations and Succession Planning Committee

The Nominations and Succession Planning Committee (NSPC) is listed in the Bylaws as a Standing Committee of ICMCI. It is the only Standing Committee with this status. The Bylaws include a

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paragraph describing the work of the committee, including “managing an open nominations and election process” and “succession planning and rotation of Board officers and directors and Committee Chairs”.

This important committee is working without an approved Terms of Reference. Such a document is important as it provides additional guidance to the work of the committee and the succession of committee members that serve on NSPC.

In addition, NSPC should also be independent enough to be able to work with and monitor the Ethics of the ICMCI, and to be the appeal channel for the stakeholders.

There is another category of work that needs to be considered. There is currently no delegated accountability by the Delegates or by the Board for the oversight of the governance of ICMCI. The *Governance Principles and Board Charter* does a good job of laying out these principles, and the various involved roles. However, there is no body named as the authority to oversee these principles.

It would seem appropriate that NSPC should also be delegated this work so that there is delegated accountability for ensuring that best governance practices are maintained.

Recommendation 13. The Nominations and Succession Planning Committee should be given the authority to oversee the governance practices of ICMCI and renamed the Governance and Nominations Committee.

Recommendation 14. The Governance and Nominations Committee should be required, through its Terms of Reference, to report annually to the Assembly of Delegates on its activities throughout the year, and the health of ICMCI’s governance and succession planning processes.

Recommendation 15. The Bylaws and Charter should be updated to reflect the enhanced duties of the newly named Governance and Nominations Committee.

In parallel to the work above, it would be timely to develop draft Terms of Reference for NSPC, considering its expanded scope.

Recommendation 16. Terms of Reference for the newly named Governance and Nominations Committee should be developed and approved by the Board.

Another aspect of Governance is the oversight of the effectiveness of the organization. An important part of effectiveness is an evaluation of how work is done. There should be processes in place to measure performance of and provide feedback to:

- The annual meeting of the Assembly of Delegates
- The Board of Directors
- Standing Committees and other formal bodies producing work for ICMCI
- The Executive Director (performance management by the Board)

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- Secretariat Employees (performance management by the Executive Director)

Recommendation 17. The Governance and Nominations Committee should ensure that appropriate performance review systems are in place throughout ICMCI.

Recommendation 18. The Chair of the Governance and Nominations Committee should lead the performance management system for the work of the Board.

Succession planning is a very important aspect of the regeneration and ongoing health of any non-profit organization. By clarifying the governance and operations roles in the organization, it will be easier to map volunteer career paths for volunteers.

For example, volunteers at the Secretariat and on working groups may move on to become members of Task Forces or Standing Committees at the governance level. Those who have been active in Hubs may move on to Chair the Hub or be involved in the work of Task Forces or Standing Committees. All these people create a pool from which candidates can be drawn for Board and Officer positions.

The Governance and Nominations Committee would be accountable for mapping these career paths and making them known. When recruiting for various positions this committee can consider the work experience of volunteers at the international level. In order to do this, the Governance and Nominations Committee should be accountable for the identification of Chairs of Standing Committees and Task Forces and recommending them to the Board for approval.

The current Bylaws state that only Delegates of Institutes are eligible for election to Board positions. This narrows the field of available candidates significantly, as many Delegates are already involved in the governance of their Institute and do not have the capacity to be a governance volunteer at the international level as well.

Consideration should be given to broadening the field of candidates that are eligible for ICMCI Board positions. This could be done by increasing the number of delegates that are appointed by Institutes. It could also be done by changing the current Bylaw requirement for Delegates only to those who have been Delegates over a certain period, say 10 years. Or it could go even further and allow candidates who have been in Chair positions of Standing Committees or some other criteria related to ICMCI governance work.

Recommendation 19. The renamed Governance and Nominations Committee will be accountable for Succession Planning, including mapping out career paths to ICMCI governance positions.

Recommendation 20. The renamed Governance and Nominations Committee should be accountable for recommending Chairs of Standing Committees and Task Forces to the Board.

Recommendation 21. The Bylaws should be reviewed to determine how best to increase the field of candidates that are eligible for nomination to the ICMCI Board.

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ICMCI also need to have a logical place to which appeals, complaints and ethical issues are directed. [Later in this report](#) the role of the Governance and Nominations Committee as the Administrator of the Code of Conduct is discussed. This does not however cover all issues that could possibly require an appeals process. This would seem to be an appropriate role for the Governance and Nominations Committee.

Recommendation 22. The Governance and Nominations Committee should be the committee to which appeals, complaints and ethical issues are directed.

Finance and Audit Committee

ICMCI currently has a Finance Committee, overseen by the Treasurer. The Finance Committee is not currently a Standing Committee, but best practices would indicate that it should be so designated.

There are Terms of Reference in place for the current Finance Committee. These were put in place in 2018, and it would be timely to review these to be sure they are in keeping with best practices in governance.

The addition of the concept of the annual audit should be reflected in the title of this Standing Committee. The current Terms of Reference do reflect oversight of the audit process, but this may need to be strengthened.

Recommendation 23. The Finance Committee should be given the authority to oversee the financial and audit practices of ICMCI and renamed the Finance and Audit Committee.

Recommendation 24. The Finance and Audit Committee should be required, through its Terms of Reference, to report annually to the Assembly of Delegates on its activities throughout the year, and the health of ICMCI's finances and its audit process.

Recommendation 25. The Bylaws and Charter should be updated to reflect the enhanced duties of the newly named Finance and Audit Committee.

In parallel to the work above, it would be timely to develop draft Terms of Reference for the Finance and Audit Committee, considering its expanded scope.

Recommendation 26. The Terms of Reference for the Finance and Audit Committee should be reviewed, updated, and approved by the Board.

Recommendation 27. In general practice, the Governance and Nominations Committee should oversee the Terms of reference of any Standing Committees, initiate their update in discussion with the impacted Committee, and then recommend their approval to the Board.

ISO 17011 / 17024 Oversight

ISO 17024 is a program that has been in development and is now operational in nature.

Therefore, the accountability for the management of this program falls to the Executive Director, who also requires the authority to manage this program. This aspect [is discussed later](#).

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There is a governance aspect, that has to do with the independence of a body within ICMCI that can approve 17024 certification and oversee their regular audit. This is a critical aspect of ISO 17011, the standard against which ICMCI does its work as an accreditation body.

The ISO 17011 standard states that there is increasing demand for impartial attestation of the competence of conformity assessment bodies. Conformity assessment bodies are those bodies for which ICMCI attests their competence to award certifications, which would primarily be Member Institutes. As stated in ISO 17011 (*parenthetical comments added*): “Such attestation (*approval to issue certificates*) is done by accreditation bodies (*ICMCI*) that are impartial and independent in relation to the conformity assessment bodies (*Member Institutes*) and the conformity assessment bodies' clients (*Management Consultants*).”

Since Member Institutes, through appointed Delegates, govern ICMCI activities there could be some perception that ICMCI may not be independent.

The Quality Assurance Committee (QAC) is the independent body of ICMCI that assures the competence of Institutes to certify Certified Management Consultants through an assessment of new members and a reassessment every three years thereafter. Best practices have been put in place to assure independence. No one Member Institute can compel a QAC Assessor to provide a favourable result. Currently, this panel of Assessors is independent from QAC to further assure independence of reviews and recommendations. The power and reciprocity of the certification depends on the quality of the standard across all the members. QAC therefore maintains this independence of decision making from Member Institutes, makes its decisions, and makes its recommendations to the Board for approval. The Board also maintains this independence of decision making through its mandate to do what is best for ICMCI overall, and not to be compelled by any one Institute.

QAC would therefore seem to be a body that could be enshrined the same independence of action it has for CMC to be applied to ISO 17024 accreditations.

QAC, however, has a mix of governance and operations authorities, and this does need to be clarified. In the teasing apart of these duties it may be better to rename the QAC governance (quality of certifications oversight) and the operational aspects.

This requirement can be met through policy statements, and there is no need for a Bylaws requirement for a Standing Committee. The Board would, however, have the authority to establish a formal group to do this work if it is determined that such an approach was warranted.

Recommendation 28. The Board should put in place a policy that enables the independent oversight of ISO 17024 certification, in accordance with the ISO 17011 standard.

The Role of Hubs

Hubs are a formal body that is established in the Americas, Europe, and Asia-Pacific. It is in early stages of formation in Africa.

The question is whether Hubs are part of governance, part of operations, or a bit of both.

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The Hubs can be effective arms of ICMCI for out-reach, service delivery, cultivating member institutes, and enhancing overall impact on the management consulting profession.

Hubs can also be a think tank of ICMCI, perhaps even the profession, and be the pulse of the reality in the different areas of the world, as well as the sensors of new possible members in the area.

Hubs have the ability to communicate in both directions. They can be a forum for the ICMCI Board to test strategic thinking in advance of the Assembly of Delegates. They can also initiate new thinking (bottom up) about the grassroots needs in their area. They can also have ongoing communication with member institutes within their areas between the official meetings of the Hub.

The matter of Hubs and how they should operate has been under discussion for a long time. It may be that no consensus has emerged (creating one format fit for all) is that all Hubs serve a different purpose in each region.

It may be better to let the Hubs create their working structure themselves, within broad guidelines from ICMCI. If so, it may be the best not to regulate too much the working methods of any one Hub. It may be better to define what a HUB should deliver to ICMCI and give the HUB Chair the formal position and authority to support this. What else the HUB is doing and how the work is carried out can then best be decided in each HUB.

Any directives from the Board should be quite broad to enable the regional needs, maturity of the Hub, and common pressing challenges define the way. To ground this work in the overall ICMCI strategy, Hubs must nevertheless understand their role and the expectations (of delivery) with the ICMCI.

In the same spirit, when and how a Hub is formed should be more flexible. The consulting world of the future is increasingly less bound by national boundaries. How Institutes collaborate with each other on common issues should similarly not be bound by geography. There is no reason that a Hub cannot come together of several institutions, to solve a common problem, and then dissolve when the problem is solved. For consistency, these agile Hubs should operate under the same broad guidelines established by ICMCI for all Hubs. This is essential for communication and collaboration across all Hubs.

Items for consideration in a revised Hubs Terms of Reference include:

- To facilitate free exchange of information among Member Institutes and with ICMCI.
- To identify and solve problems common to the Member Institutes within the Hub.
- To foster the management consulting industry and encourage the formation of institutes of management consulting where these do not exist (in coordination with Global Institute).
- Assign a Country Ambassador or Envoy to promote ICMCI membership in potential geographical areas (for geographic-based Hubs).
- To organize an Annual Hub Conference, and seminars and workshops as appropriate.
- To provide an Annual Report for submission to the Annual Meeting.

Following this logic, Hubs are hybrid. They are governance support mechanisms from the perspective of ICMCI and the Board. They are problem-solving, communications and multi-Institute

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implementation mechanisms from the perspective of the Member Institutes. They are communications mechanisms in both directions.

Therefore, Delegates, ICMCI governance volunteers, and the Executive Director and the Secretariat all have roles to play in the work of the Hubs. Member Institute staff would have a role to play is working with the Executive Director to support Hubs that impact those members. The Executive Director would have authority to intervene with and support the work of the Hub, as with any other ICMCI governance body. Hub meetings should be attended by Delegates, ICMCI governance volunteers, Institute volunteers and staff, and Secretariat staff and operations volunteers.

As has been the case to date, attendance at Hub meetings should be open to all to encourage cross fertilization of ideas across Hubs.

Recommendation 29. ICMCI should update the Hubs Terms of Reference to create an agile framework for the collaboration of Institutes in a variety of ways, including but not limited to geography.

Recommendation 30. The Hubs structure is an element of ICMCI. The ICMCI Board will establish the terms of reference and the process of the establishment, functioning and oversight of the work of Hubs, including the naming of the Hub Chair within succession planning policies.

Authority of Standing Committees, Task Forces and Working Groups

The working relationships between the Standing Committees and the Executive Director seem to be missing in almost all the Terms of Reference of the Standing Committees.

This needs to be rectified to resolve the problem of delay in operational execution or administrative tasks. Likewise, there is need to define the working relationships between the Standing Committees and the Executive Director in the *Governance Principles and Board Charter*.

Current Committee Terms of Reference with no mention of working relationships with the Executive Director include the CMC Firm, QAC, PSC, and Constantinus.

The Finance Committee Terms of Reference have only a brief mention of the Executive Director.

The *Governance Principles and Board Charter* has no mention of working relationship between Committees and Executive Director

Depending on the specialized areas or competencies of each committee the currently defined Standing Committees can be restructured as Advisory Panels, Advisory Groups, Working Committees, Task Forces, Special Project Teams, and so on. The group can be formed by the Board for specific purposes, they can be pulled together by one particular Board member when required, or they can be formed by the Executive Director for operational matters. The term or duration of service of these groups can also be varied with the exception of any Standing Committees.

The list of current committees, TASK Forces and other bodies is:

- Nominations and Succession Planning Committee (NSPC)*

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- Quality Assurance Committee (QAC)*
- Professional Standards Committee (PSC)*
- Membership Committee*
- Finance Committee
- Marketing and Advocacy Committee
- CMC Firm and Appraisers Committee
- Constantinus International Award
- Academic Fellow Panel
- Shaping The Future of Management Consultancy Task Force
- National Consulting Index Taskforce
- Governance Review Taskforce
- Stakeholders Review Taskforce

Current Standing Committees are marked with an asterisk (*).

Recommendation 31. The current list of ICMCI Standing Committees as listed in the Bylaws, and other Committees currently in operation should be reviewed to determine how they should be structured based on best practices governance.

There are options for doing this work:

- Disband the Committee and fold programme or policy development (governance) work into the Board and operational work into the Executive Director.
- Revise the Terms of Reference to contain only governance work and have them formed at the will of the Board.
- Revise the Terms of Reference to contain only operational work and have them formed at the will of the Executive Director.

This work must be done in the following framework.

The Board is accountable for the activities of the Assembly of Delegates between the meetings of the Assembly.

It is the accountability of the Board to ensure effective operations. Therefore, it is the Board that will make the decisions as to the working framework below them and name the Board's Standing Committees, Task Forces or Working Groups. For the Board to do its work, it will assign accountability to Directors to take the lead on areas of special focus for strategy reasons. Development work, new initiatives and input to strategy should be led by the Directors of the Board. If they feel they need assistance they should create committees, taskforces, etc. to assist them. They would do this by recommending such a body, its purpose and time frame to the Board for the Board's approval. Even in this case, it is the Director that has the accountability for the outcomes until the requirements are met, and there is an accepted implementation plan that can be handed over to the Executive Director.

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Recommendation 32. The Board has the authority to create Standing Committees or Task Forces on the recommendation of a Director to support the work of the Director. This work is for program or policy development and implementation is always handed to the Executive Director.

Executive Director and Secretariat

The Executive Director is appointed by the Board. The Board is accountable for the engagement, oversight, performance management, and replacement, when necessary, of the Executive Director.

Given the current maturity state of ICMCI, the operational arm has been delegated increasing accountability to get things done. This creates accountability for the Executive Director to implement strategy that is consistent with decisions made by the board and approved by the Assembly of Delegates.

It must be noted that there is not a clear demarcation between these areas. In these VUCA times there is an increasingly need to embrace both top-down and bottom-up wisdom.

While the Board is accountable for developing the strategy and bringing it to the assemble of Delegates, it cannot do this without the input of the Executive Director based on the knowledge and experience of the staff organization. In fact, it would not be unusual for the Executive Director to do much of the drafting of the strategic plan based on discussions with the Board.

On the other hand, while the Executive Director is accountable for operations, the Board may well have insights and guidance that can be helpful to the Executive Director. Such discussion should not be avoided.

There are, however, certain principles that are sacrosanct:

- It is the Board, in its entirety, through formal deliberations, that decides on policy matters and makes other decision impacting operations.
- The Board directs the Executive Director through this policy-making function. No one individual on the Board, including the Chair, has the authority to direct the Executive Director.
- Governance volunteers, including Chairs, can only impact policy by recommending to the Board. A committee cannot create policy that is binding on the staff organization. No committee member, including the Chair, can direct the Executive Director or any member of staff.
- Only the Executive Director has the authority to delegate work to the staff organization.

The Board has full authority delegate work to the Executive Director, to oversee that work, and to evaluate the performance of the Executive Director. The Executive Director is accountable to the Board for delivering results.

In addition, there must be full and ongoing communication between governance and operations. This exchange of information is incredibly important and should be nurtured in all ways. However,

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for effective operations, it is important to have the distinctions of accountability for work, and who has the authority to direct others in terms of the work that they do.

Recommendation 33. The accountability and authority of the various ICMCI governance and management entities should be clearly documented in Terms of Reference or in other ways.

Recommendation 34. The Executive Director should create an orientation program that is delivered to all staff and volunteers in governance and management to orient them to the work of ICMCI and the various authority relationships that exist.

Recommendation 35. The Governance and Nominations Committee should oversee the development and implementation of an orientation program for Delegates and other ICMCI governance volunteers, to be coordinated and delivered by the Secretariat.

ICMCI does not have the budget, at this time, to fully staff for all the operational activities that are required. This means that the Executive Director must depend on the staff that are in place, with supplemental activity from volunteers who are in the existing committee structure.

There is a logic for how one would appropriately resource the operational arm of ICMCI. The nature of volunteer roles in the staff organization is discussed below.

Volunteer Roles

Volunteers that are part of the strategic decision making of ICMCI are unpaid. As volunteers, they are devoting valuable time to assisting ICMCI in its governance and policy making.

In NGOs such as ICMCI, volunteers (whether they serve on the Board, on committees, or to help implement programs) are sometimes perceived as no more than “free labor”. This under-plays their engagement, talents, network, diversity, and commitment. It is true that some volunteers may like the prestige but remain rather inactive. On the other hand, the value of recruiting and managing volunteers can far outweigh their economic value. Indeed, somewhat counter-intuitively, it is sometimes more worthwhile to spend more to get a good volunteer than to use a salaried staff.

Before hiring more paid staff, the potential of getting more productive output from volunteers should be carefully considered.

Recommendation 36. Volunteers that volunteer for ICMCI will not be paid for these duties by ICMCI, although travel or out of pocket expenses may be covered in certain situations as approved by the Executive Director.

Recommendation 37. Job descriptions should be created for all volunteer positions involved in governance work, including the reporting relationship of those individuals to ICMCI.

There is volunteer activity that will continue at ICMCI for both strategic, governance work, and for operational work.

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Those volunteers who volunteer their time as part of the operations, fall under the authority of the Executive Director. The Executive Director has the authority to recruit, staff, manage, and disengage volunteers for them to carry out operational activity.

Recommendation 38. Any volunteers carrying out operational work fall under the authority of the Executive Director.

Recommendation 39. Any volunteers carrying out governance / strategic work, follow under the authority of the Board, as overseen by NSPC (recommended new name: Governance and Nominations Committee) with the support of the Executive Director.

Management of Staff and Volunteers

Following this logic, the Executive Director is accountable for the recruitment, staffing, management, and disengagement of all paid staff and volunteers. In some organisations, volunteers in this category are referred to as unpaid staff. The key point is that the Executive Director makes the decision as to whether operational activities can be resourced with volunteers, or whether it is necessary to pay staff persons to carry out this work. If the decision is to use paid staff, a funding program must be identified, and approved through the budget process.

If it is agreed that operational volunteer positions fall under the jurisdiction of the Executive Director, then all the best practices that apply to paid staff positions should also apply to the volunteer positions.

There must also be systems in place for the managing and monitoring of the various volunteer roles at the governance level. While the Executive Director is not accountable for these appointments, the Executive Director must be involved in this decision-making. The staff organization would also need to develop and maintain the volunteer management system for both governance and operations volunteers.

Recommendation 40. The executive director should put in place a process for developing job descriptions for all operational roles, whether they are fulfilled by staff or by volunteers. In these job descriptions, the authority of the executive director would be clearly spelled out.

Recommendation 41. It falls under the authority of the executive director to determine whether an operational role should be filled by a paid staff position, or by a volunteer. This would be done within the approved budget and be consistent with the strategy of ICMCI.

Recommendation 42. The Executive Director is a member, ex officio, of the Governance and Nominations Committee.

Recommendation 43. The Executive Director will put in place a volunteer management system to support the work of the Governance and Nominations Committee and of the volunteer work force in operations.

In the discussions brought about by the task force review, and in ongoing discussions with the Executive Director, it has become apparent that the coordinating role of the Executive Director has grown significantly since that position was first put in place.

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ICMCI has ambitions for growth, and requires a strong staff organization, with an Executive Director that can focus on the overall growth of the organization and support of the governance structure including the development and implementation of strategy.

Recommendation 44. That a senior staff role be created that can carry out some of the activities now being carried by the Executive Director, to create the ability of the Executive Director to focus on higher order work.

Oversight of ISO 17024 activities.

There are two main roles in the ISO 17024 process

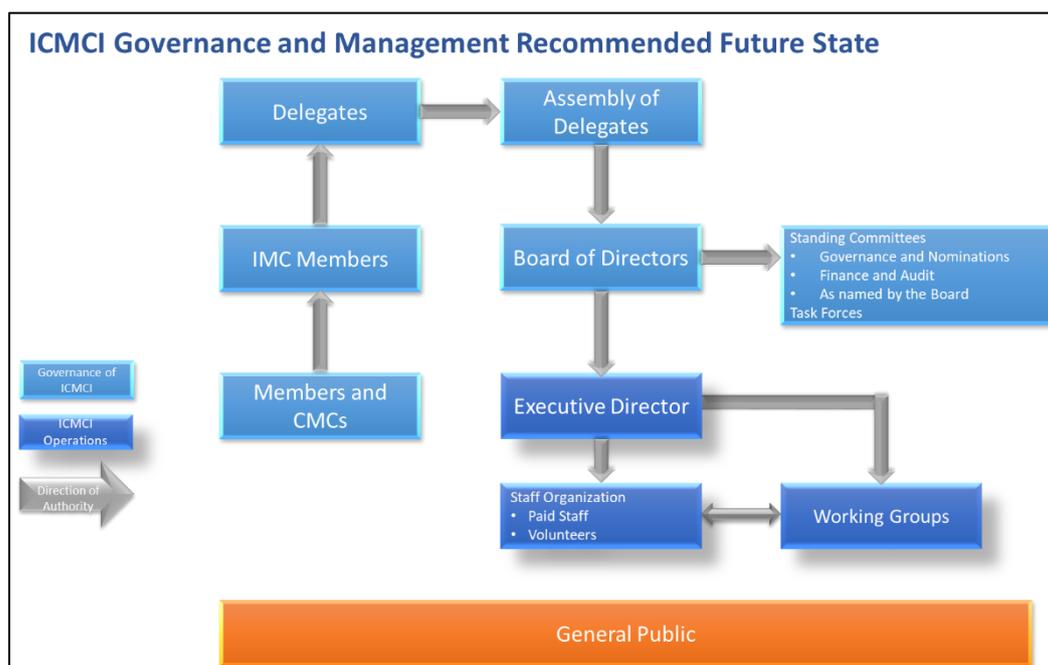
The first are auditors, who are paid professionals engaged to audit the Institutes to ensure that everything is in place for them to be able to operate an effective certification program. A process has been developed to recruit and assign auditors.

The work of these auditors falls under the authority of the Executive Director, who has the authority to put in place the most effective methods of recruiting training and assigning auditors to work. The decision of whether it is necessary to engage paid auditors to do this work, or to do this through a volunteer program, rests with the Executive Director.

This would be enabled by the approval of the recommendations in [the previous section](#).

ICMCI Governance and Management Recommended Future State

The following figure captures the overview of the recommendations for improvement of governance and management at ICMCI.



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The lines of authority clearly show that Governance matters (light blue) fall within the domain of the Assembly of Delegates.

Operational matters (dark blue) fall within the domain of the staff organization under the authority of the Executive Director.

To clarify accountabilities for easier mutual understanding, the following terminology is recommended. Following is the recommended alignment of Standing Committee, Task Force and Working Groups.

Standing Committees

Standing Committees are part of the Governance of ICMCI.

Standing Committee listed in the Bylaws are those committees delegated work that is seen by the delegates as long term and important enough for them to direct the Board to ensure this work is carried out at a level below the work of the Board.

It is [recommended earlier](#) that two Standing Committees be listed in the Bylaws and be accountable to the Board. In other works, the Board must maintain these two Standing Committees. The Bylaws spell out in general terms the duties of these Standing Committees, and the Board puts in place and maintains Terms of References that detail their duties:

- Finance and Audit Committee
- Governance and Nominations Committee

The work of the Finance Committee is overseen at the Board level by the Treasurer, and this Committee would be Chaired by the Treasurer.

The work of the Governance and Nominations Committee is overseen at the Board level by the Immediate Past Chair, and this Committee would be Chaired by the Immediate Past Chair.

Standing Committees can also be established by the Board. These would be Committees that the Board requires over the long term to be able to do their work effectively. In each case, a Director of the Board to be accountable for taking the lead on overseeing this work.

When Standing Committees are established, they must work within Terms of Reference approved by the Board, and as monitored by the accountable Director.

The Board will need to decide between naming a Standing Committee or doing the work through the Director, who can call Task Forces to support the work. See next section.

To be consistent with best governance practices, the following Board level Standing Committees be established.

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Institute Quality Assurance.

This reflects the governance level of the current quality assurance program. This body would have the required expertise to make independent decisions with respect to the qualification of certifying bodies to maintain the standard of the certification process. This would apply to the CMC and to the ISO 17024 certifications. It also applies to the new Member and Member recertification processes. There may be other certifications that would also be monitored. These decisions are then referred to the Board for ratification.

Member Acquisition and Development.

This reflects the governance work of the former Membership Committee. This includes identifying growth strategies, recruiting new members, establishing Member standards, overseeing the status of Institutes, and supporting their development and success.

Education, Learning and Development.

This reflects the governance work of the current Professional Standards Committee. This Standing Committee would, under the direction of a Director of the Board, be accountable for developing, monitoring, and keeping up to date the standards for the programs decided by the Board. Implementation of these programs is a staff function.

Recommendation 45. It is recommended that the following Board level Standing Committees be established:

- a. Institute Quality Assurance
- b. Member Acquisition and Development
- c. Education, Learning and Development

Recommendation 46. Each Standing Committee put in place by the Board will be chaired by a Director of the Board.

Task Forces

There are other points of focus that are important for the work of ICMCI. At a minimum, this point of focus would be through the naming of a Director to take the lead on the work. The Director may be able to do the necessary work independently. Or the Director may need a group of policy volunteers to support the Director in this work. The Director would have the authority to recommend to the Board that a Task Force be put in place to do this work.

Each Director position of the Board should have a job description that details their duties generally as a director, and with respect to their specialty accountability.

When Task Forces are established, they must work within Terms of Reference approved by the Board, and as monitored by the accountable Director.

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The following points of focus are recommended to be instituted and maintained by the Board. The Board puts in place and maintains Terms of References that detail the duties of the Directors that are accountable for any Task Force that is established.

Examples of Tasks Forces are:

- ICMCI Governance Review Task Force
- ICMCI Stakeholder Review Task Force

Recommendation 47. Position descriptions should be developed by Governance and Nominations Committee for each Board position to detail the accountability of that Director. This would include experience, skills and competencies required for success in the role.

Recommendation 48. The Assembly of Delegates has the authority to name Task Forces to carry out work specified by them for a shorter duration of time than a Standing Committee.

Working Groups

Working Groups are formal bodies put in place by the Executive Director under the authority of the Executive Director.

In most cases the Executive Director's work can be done through the employment of staff or the recruitment of volunteers. Whether staff or volunteer, the Executive Director needs to have in place a recruitment, engagement, onboarding, and performance management system.

There may be some cases where the naming of a Working Group or some other body would be appropriate. There may be cases where a group of individuals are part of a certain program, or there may be circumstances where for visibility or public relations that such a formal group would be appropriate. There may be cases where having a group of experts meet on a regular basis could be helpful for operations.

Following are some instances where such a group may be helpful:

- Panel of assessors for Institute assessment and reassessment
- Panel of auditors for ISO 17024 audits and surveillance
- Marketing and Communications
- Constantinus International Award
- Implementation of a new program
- CMC Firm and Appraisers
- Academic Fellow Panel
- National Consulting Index

Recommendation 49. The Executive Director has the authority to name Working Groups or other formal bodies within operations to support the work of the Secretariat.

Recommendation 50. Working groups or other formal bodies shall work under the direction of the Executive Director or such oversight may be delegated to a paid staff member or operations volunteer.

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Code of Conduct

The current Code of Conduct was implemented in 2021. While a Code of Conduct has been mandated for Member Institutes for some time, this is the first Code of Conduct to be developed and implemented and that applies to all volunteers, Board Directors, Delegates, and staff members of ICMCI.

A code has value as both as an internal guideline and an external statement of corporate values and commitments. It clarifies an organisation's mission, values and principles and links them to standards of professional conduct thus providing benchmarks for measuring performance and a central guide to support day to day decision making.

A code is also a marketing tool and can service as a public statement of what the organization stands for and its commitment to high standards and right conduct.

All volunteers and staff working for ICMCI are now required to sign the Code of Conduct. The Nominations and Succession Planning Committee (recommended to be renamed the Governance and Nominations Committee) have been named to be the code administrator.

Recommendation 51. The Governance and Nominations Committee should retain the NSPC authority to administer the Code of Conduct.

Recommendation 52. All ICMCI volunteers, whether governance or operations, should be required to sign and abide by the ICMCI Code of Conduct. This should be documented in Terms of Reference or Role Descriptions as appropriate.

Implementation

Ideally the code should be a living document for the organization. To facilitate this, it should be:

1. easily available online with relevant hyperlinks
2. accompanied by other promotional activities:
 - a. attached where possible to appointment letters/emails
 - b. include FAQs to cover potential scenarios
 - c. include an email/feedback mechanism
 - d. awareness programs and short online ethical decision-making resources or training module
3. actively supported by management by integrating the topic of ethics and the code into the organization's regular business activities
4. supported by a 'help line' made available regarding ethical issues
5. supported by a process investigating breaches and an integrity and ethics unit appointed to manage the code and any alleged breaches.

Observations of the Current Code

To ensure that the code is sufficiently clear in its wording and comprehensive in its coverage, the following points were identified.

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Recommendation 53. In clause 3.5 it should be specified who is accountable for ensuring that volunteers and staff have signed the Code of Conduct.

Recommendation 54. In clause 4.18, it is suggested that gifts above the value of €50 must be declared to the Code Administrator

Recommendation 55. Suggest replacing Clause 5.6 with the following words: *"Subject to section 5.3, if a reported breach or potential breach relates to a Person other than the Person reporting it, the Person in question is to be advised in writing of the allegation and given seven (7) days to respond to the allegation."*

Recommendation 56. Suggest replacing Clause 5.7 with the following words: *"Having received an allegation of a breach of this Code, the Code Administrator must promptly review all submitted evidence, make a decision, complete a written report that includes justification for the decision, and provide the report to the Board Secretary for inclusion in ICMCI records."*

Recommendation 57. Develop a simple ethical decision-making model to accompany the Code.

Risk Management

Risk Management is important for the organization overall. The Board would be accountable for Risk Management, but it should be delegated to a Standing Committee. The Finance and Audit Committee would be the most likely place for this work to be done, with recommendations to the Board as necessary.

The current Terms of Reference reflect this accountability, and it should be reinforced when the Finance and Audit Committee Terms of Reference are updated.

Recommendation 58. When updating the Finance Committee Terms of Reference to the newly named Finance and Audit Committee, accountability for risk management activities should be spelled out.

Implementation and Change Management

This report reflects the thoughts of a Task Force working with the intention of helping ICMCI move forward successfully.

The world is going through significant and unpredictable change. One of the best ways to prepare for the coming challenges is to have a very clear view of governance and management to ensure that all energy is directed in the most appropriate way. There is no room for wasted energy caused by confusion, lack of clarity or role conflict.

This report is presented to the Assembly of Delegates as a suite of recommendations. It is included as an annex to the Strategic Plan to indicate that these improvements in Governance and Management are intertwined with the strategy for to the future success of ICMCI.

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In this report, the Task Force wishes to provide insight into best practices for our type of organization and begin the discussion on how we can adapt or adopt these principles for our use.

Some recommendations are more fundamental and require Bylaw changes. These will be developed during the course of the next term of the Board. This will provide an opportunity for Delegates, Member Institutes, and current ICMCI Committees and other bodies to be involved in the fundamental changes that will impact the future of ICMCI.

Some of this work can be done under the authority of the Board, either directly or as delegated to the Executive Director. That work will commence in a transparent way, considering feedback from the Delegates at the 2022 Assembly. At each step, it will be important to take into account those who are involved in actually doing the work of ICMCI. The intent is to create clarity, and put in place mechanisms that will enable a more efficient and effective means of getting things done. At the same time, and changes need to reflect all of the ICMCI governance and operations working relationships.

It is recognized that the engagement of the key stakeholders for this work will be important. For those who can't be engaged through this process, clearly documenting, communicating, and even possibly training those who are to implement or work to the changes will be critical.

Recommendation 59. Orientation programs be prepared that will be attended by all governance volunteers, operations volunteers, and staff, to orient them to the structure and work of ICMCI, its culture, and its working processes. These should be augmented with specific orientation to the role of each individual.

The following implementation road map is recommended.

- The initial work of the Task Force is completed with the submission of this report.
- Consultations with the Board with the Board have also been completed and were approved by the Board for submission to the 2022 Assembly of Delegates.
- A virtual consultation with stakeholders will be held October 4, 2022 to outline the report, top receive feedback, and to answer questions.
- The Board will present this report to the Assembly of Delegates as part of ICMCI strategy for discussion on October 13, 2022.
- The discussion of the Task Force and its resolution with provide guidance to the ICMCI Board to begin work as outlined in the report.
- The 2023 Hub Meetings will be a vehicle for discussing the progress of any implementation and obtaining feedback from those present. Any implications for the Bylaws will also be discussed.
- If the Board identifies any specific issues that require a broader consultation, online and virtual meetings will be organized for stakeholders as required
- Throughout this process, the Board will implement changes that are consistent with the report. For example, developing the recommended Terms of Reference.

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- The Board will also do preparatory work for those recommendation that are under the authority of the Assembly of Delegates, including recommended Bylaw changes
- A report on status of recommendations under the authority of the Board of Directors will be given to the Assembly of Delegates at the 2023 meeting.
- A submission for approval of Bylaw changes recommended as a result of the work between Assemblies will be provided to the Assembly at the 2023 meeting.

Submitted by the Board of Directors on the recommendation of the ICMCI Governance Review Task Force, 19 September 2022.

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Appendix A – List of Recommendations

Recommendation 1. Create a role description for Delegates that describes their duties as individuals. 11

Recommendation 2. Create Terms of reference for the Assembly of Delegates that define the duties of the Assembly. This may have an impact on the Bylaws and, if so, appropriate changes to the Bylaws should be made. 11

Recommendation 3. Review and update the *Governance Principles and Board Charter* to ensure it is consistent with best practices and consistent with the current Bylaws, or the Bylaws as they may be amended as a result of the work of this Task Force. 12

Recommendation 4. Update the Bylaws to clarify the accountability and authority of the Board, and the duties of Officers and Directors of the Board. 12

Recommendation 5. Update the *Governance Principles and Board Charter* to ensure its consistency to governance and management best practices and the Bylaws. 12

Recommendation 6. Update the Board Terms of Reference to be consistent with the decisions made during the review of this report. 12

Recommendation 7. Review and update the Bylaws sections and role descriptions for the roles of Chair, Secretary, Treasurer, Past Chair, and Directors-at-Large. 13

Recommendation 8. Consideration should be given to not using Standing Committees of the Board in favour of naming Directors of the Board to oversee areas of special interest. As the need might arise, the Directors would have the authority to recommend to the Board a Task Force to support them in their work. 15

Recommendation 9. The ICMCI Bylaws should be reviewed to identify those Standing Committees which should be enshrined in the Bylaws, while providing flexibility to the Board to create Task Forces under the authority of a named Director for other work..... 16

Recommendation 10. There be two Standing Committees required by the Assembly of Delegates, each reporting to the Board (the duties of these two standing committees are discussed below):.... 16

a. Governance and Nominations Committee 16

b. Finance and Audit Committee..... 16

Recommendation 11. The Governance and Nominations Committee will be chaired by the Immediate Past Chair. 16

Recommendation 12. The Finance and Audit Committee will be chaired by the Treasurer. 16

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Recommendation 13. The Nominations and Succession Planning Committee should be given the authority to oversee the governance practices of ICMCI and renamed the Governance and Nominations Committee. 17

Recommendation 14. The Governance and Nominations Committee should be required, through its Terms of Reference, to report annually to the Assembly of Delegates on its activities throughout the year, and the health of ICMCI’s governance and succession planning processes. 17

Recommendation 15. The Bylaws and Charter should be updated to reflect the enhanced duties of the newly named Governance and Nominations Committee. 17

Recommendation 16. Terms of Reference for the newly named Governance and Nominations Committee should be developed and approved by the Board..... 17

Recommendation 17. The Governance and Nominations Committee should ensure that appropriate performance review systems are in place throughout ICMCI. 18

Recommendation 18. The Chair of the Governance and Nominations Committee should lead the performance management system for the work of the Board..... 18

Recommendation 19. The renamed Governance and Nominations Committee will be accountable for Succession Planning, including mapping out career paths to ICMCI governance positions. 18

Recommendation 20. The renamed Governance and Nominations Committee should be accountable for recommending Chairs of Standing Committees and Task Forces to the Board. 18

Recommendation 21. The Bylaws should be reviewed to determine how best to increase the field of candidates that are eligible for nomination to the ICMCI Board. 18

Recommendation 22. The Governance and Nominations Committee should be the committee to which appeals, complaints and ethical issues are directed. 19

Recommendation 23. The Finance Committee should be given the authority to oversee the financial and audit practices of ICMCI and renamed the Finance and Audit Committee. 19

Recommendation 24. The Finance and Audit Committee should be required, through its Terms of Reference, to report annually to the Assembly of Delegates on its activities throughout the year, and the health of ICMCI’s finances and its audit process. 19

Recommendation 25. The Bylaws and Charter should be updated to reflect the enhanced duties of the newly named Finance and Audit Committee..... 19

In parallel to the work above, it would be timely to develop draft Terms of Reference for the Finance and Audit Committee, considering its expanded scope. 19

Recommendation 26. The Terms of Reference for the Finance and Audit Committee should be reviewed, updated, and approved by the Board. 19

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- Recommendation 27.** In general practice, the Governance and Nominations Committee should oversee the Terms of reference of any Standing Committees, initiate their update in discussion with the impacted Committee, and then recommend their approval to the Board. 19
- Recommendation 28.** The Board should put in place a policy that enables the independent oversight of ISO 17024 certification, in accordance with the ISO 17011 standard. 20
- Recommendation 29.** ICMCI should update the Hubs Terms of Reference to create an agile framework for the collaboration of Institutes in a variety of ways, including but not limited to geography. 22
- Recommendation 30.** The Hubs structure is an element of ICMCI. The ICMCI Board will establish the terms of reference and the process of the establishment, functioning and oversight of the work of Hubs, including the naming of the Hub Chair within succession planning policies. 22
- Recommendation 31.** The current list of ICMCI Standing Committees as listed in the Bylaws, and other Committees currently in operation should be reviewed to determine how they should be structured based on best practices governance. 23
- Recommendation 32.** The Board has the authority to create Standing Committees or Task Forces on the recommendation of a Director to support the work of the Director. This work is for program or policy development and implementation is always handed to the Executive Director. 24
- Recommendation 33.** The accountability and authority of the various ICMCI governance and management entities should be clearly documented in Terms of Reference or in other ways. 25
- Recommendation 34.** The Executive Director should create an orientation program that is delivered to all staff and volunteers in governance and management to orient them to the work of ICMCI and the various authority relationships that exist. 25
- Recommendation 35.** The Governance and Nominations Committee should oversee the development and implementation of an orientation program for Delegates and other ICMCI governance volunteers, to be coordinated and delivered by the Secretariat. 25
- Recommendation 36.** Volunteers that volunteer for ICMCI will not be paid for these duties by ICMCI, although travel or out of pocket expenses may be covered in certain situations as approved by the Executive Director..... 25
- Recommendation 37.** Job descriptions should be created for all volunteer positions involved in governance work, including the reporting relationship of those individuals to ICMCI..... 25
- Recommendation 38.** Any volunteers carrying out operational work fall under the authority of the Executive Director. 26
- Recommendation 39.** Any volunteers carrying out governance / strategic work, follow under the authority of the Board, as overseen by NSPC (recommended new name: Governance and Nominations Committee) with the support of the Executive Director. 26

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Recommendation 40. The executive director should put in place a process for developing job descriptions for all operational roles, whether they are fulfilled by staff or by volunteers. In these job descriptions, the authority of the executive director would be clearly spelled out. 26

Recommendation 41. It falls under the authority of the executive director to determine whether an operational role should be filled by a paid staff position, or by a volunteer. This would be done within the approved budget and be consistent with the strategy of ICMCI. 26

Recommendation 42. The Executive Director is a member, ex officio, of the Governance and Nominations Committee. 26

Recommendation 43. The Executive Director will put in place a volunteer management system to support the work of the Governance and Nominations Committee and of the volunteer work force in operations. 26

Recommendation 44. That a senior staff role be created that can carry out some of the activities now being carried by the Executive Director, to create the ability of the Executive Director to focus on higher order work. 27

Recommendation 45. It is recommended that the following Board level Standing Committees be established: 29

- a. Institute Quality Assurance 29
- b. Member Acquisition and Development..... 29
- c. Education, Learning and Development 29

Recommendation 46. Each Standing Committee put in place by the Board will be chaired by a Director of the Board. 29

Recommendation 47. Position descriptions should be developed by Governance and Nominations Committee for each Board position to detail the accountability of that Director. This would include experience, skills and competencies required for success in the role. 30

Recommendation 48. The Assembly of Delegates has the authority to name Task Forces to carry out work specified by them for a shorter duration of time than a Standing Committee..... 30

Recommendation 49. The Executive Director has the authority to name Working Groups or other formal bodies within operations to support the work of the Secretariat. 30

Recommendation 50. Working groups or other formal bodies shall work under the direction of the Executive Director or such oversight may be delegated to a paid staff member or operations volunteer. 30

Recommendation 51. The Governance and Nominations Committee should retain the NSPC authority to administer the Code of Conduct. 31

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- Recommendation 52.** All ICMCI volunteers, whether governance or operations, should be required to sign and abide by the ICMCI Code of Conduct. This should be documented in Terms of Reference or Role Descriptions as appropriate. 31
- Recommendation 53.** In clause 3.5 it should be specified who is accountable for ensuring that volunteers and staff have signed the Code of Conduct..... 32
- Recommendation 54.** In clause 4.18, it is suggested that gifts above the value of €50 must be declared to the Code Administrator..... 32
- Recommendation 55.** Suggest replacing Clause 5.6 with the following words: *"Subject to section 5.3, if a reported breach or potential breach relates to a Person other than the Person reporting it, the Person in question is to be advised in writing of the allegation and given seven (7) days to respond to the allegation."* 32
- Recommendation 56.** Suggest replacing Clause 5.7 with the following words: *"Having received an allegation of a breach of this Code, the Code Administrator must promptly review all submitted evidence, make a decision, complete a written report that includes justification for the decision, and provide the report to the Board Secretary for inclusion in ICMCI records."* 32
- Recommendation 57.** Develop a simple ethical decision-making model to accompany the Code.... 32
- Recommendation 58.** When updating the Finance Committee Terms of Reference to the newly named Finance and Audit Committee, accountability for risk management activities should be spelled out. 32
- Recommendation 59.** Orientation programs be prepared that will be attended by all governance volunteers, operations volunteers, and staff, to orient them to the structure and work of ICMCI, its culture, and its working processes. These should be augmented with specific orientation to the role of each individual. 33

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Appendix B – Maturation Curve of Non-Profit Organizations

September 3, 2015

Manager effectiveness drives organizational performance. What about the evolution of management in not-for-profits, and how these link to the maturation of organizations?

Governance is concerned with the political aspect of organizations. Who owns the organization? How do these owners ensure that the organization is doing what they intend? How do the owners observe and measure the outputs of the organization?

Management, on the other hand, is concerned with what implementation. How can the organization use the resources that has to maximize its effectiveness?

Much has been written about governance and management, and it is well understood that there must be a separation between the governance of an organization and its management. Governance is concerned with setting directions, appropriate monitoring and oversight, and measurement of results. Management is concerned with improving operations and maximizing the owners return on investment.

In the not-for-profit world, this separation between governance and management is equally important. The goals of the organization are not as crisp in financial terms since the profit motivation is removed. Not for profits, however, can successfully make this differentiation.

What is not as well recognized, is that there is a life cycle or maturation process for volunteer-based not-for-profit organizations.

Volunteer organizations are in a constant state of change. This paper identifies five distinct states that a volunteer organization progresses through.

This model can apply to a program within a large, multi-service volunteer organization, or to the organization as a whole. Understanding these varying states in an organization is important, as any system that is experiencing change, i.e. moving from one state to another, is vulnerable.

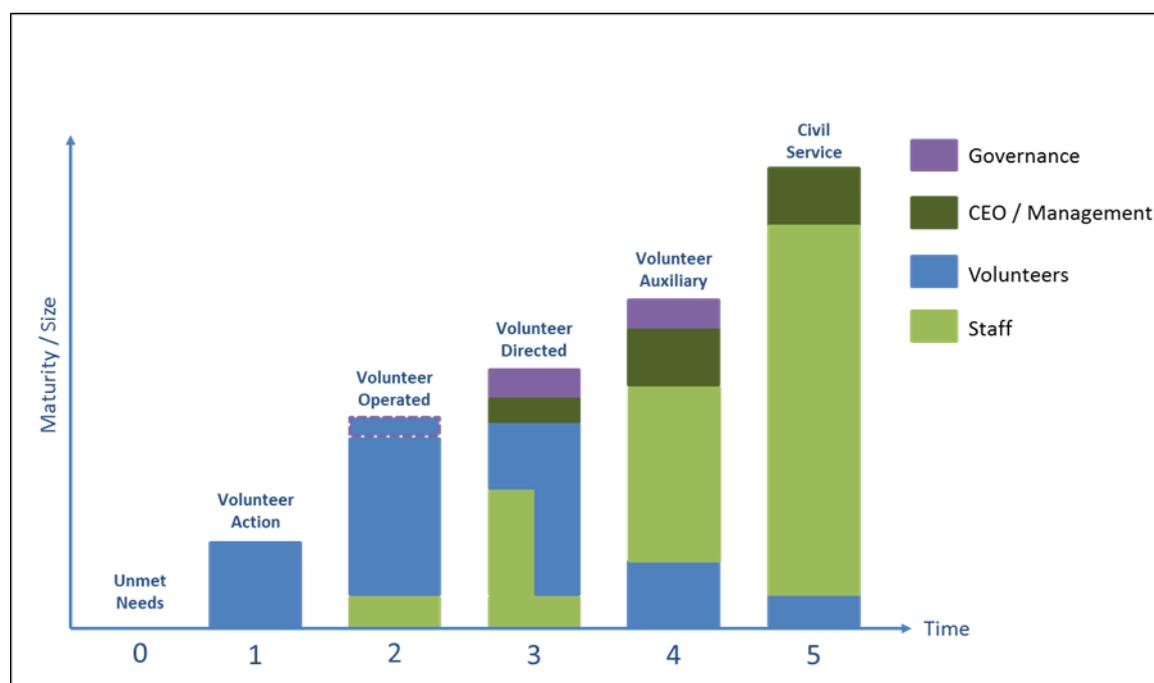
Many of the means of operating in the organization change. Roles that still have the same title may have different accountabilities and authorities. Procedures and processes may change. Individuals may perceive their roles differently in a variety of ways, but these may not be well communicated. This result in confusion in the organization, and in its worst case, turmoil.

This paper discusses the maturity phases of an organization as it evolves. It proceeds through five identifiable states. Each of these states is discussed from the following perspectives:

- Maturity State
- Characteristic Description
- Volunteers

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- Staff
- Governance
- Committees



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Figure 1

Volunteer Organization Maturity Curve

Maturity State 0: Unmet Needs

An individual or a group of individuals in a community are increasingly affected by an identified need. This need can be social, economic, or of another nature, but has the characteristic of creating a situation where some individuals are perceived to be less well off than others in their community.

Maturity State 1: Volunteer Action

An individual or a group of individuals recognize the negative impact of this unfulfilled need and resolve to do something about it. They may undertake to raise funds, carry out volunteer service, and encourage others to provide support to the individuals who have these needs.

- **Volunteers:** All of the work carried out is of a voluntary nature. Individuals identify the need and work to resolve it because of their humanitarian value set. In the earlier states there is no remuneration, but after fundraising to support the program begins, some out of pocket expenses may be covered.
- **Staff:** There are no staff employed to support this service.

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- **Governance:** There is no distinction between a governance volunteer and service delivery volunteer, as everyone that is involved in making the decisions also carries out the work. There is probably a formal or informal leader.
- **Committees:** The individuals do the work also decide what the work will be. Work may be split amongst various groups of volunteers, but in very informal way.

Maturity State 2: Volunteer Operated

The work that is being carried out by the group of volunteers has been positively received by the community and fundraising activities have been successful. As a result, the amount of service provided has increased dramatically, and volunteers find that there is an increasing amount of administration, which takes their time away from volunteer duties. The first staff persons are hired, first for administrative duties and then for some aspects of service delivery.

- **Volunteers:** Those volunteers who originally started the program are normally still involved in all aspects of work, and some of them in service delivery, but some of them increasingly in decision making capacities. The organization is still clearly operated by volunteers. Volunteer meetings are becoming more formal and formal Board meetings are taking on more importance.
- **Staff:** Staff are engaged to carry out administrative and support work under the direction of volunteers
- **Governance:** The Board of the organization is formalized as the central decision-making body. It is still involved in all aspects of operations from policy making to administrative matters. The Board receives reports on administrative matters from staff persons.
- **Committees:** The Board will strike formal committees to carry out certain aspects of the work, and asks them to report back to the Board.

Maturity State 3: Volunteer Directed

The charitable endeavors of the group are increasingly recognized in the community responding to a particular need. The organization has fundraising structures in place, and service delivery is becoming increasingly formalized through the implementation of program materials, training programs, and standards. Full time professional staff are hired with expertise in service delivery, and staff are increasingly being employed to deliver the services.

Volunteers: Volunteers increasingly see themselves as implementers of service, and take direction from staff in these areas. A number of these service delivery staff are still also members of the Board and confusion can develop with regard to the capacity in which they carry out their work.

Staff: Professional staff are in place and responsible for specific areas of activity. There will an Executive Director who reports to the Board. The Executive Director will be nominally responsible for all staff activities but Board volunteers will have a strong interest in staffing issues.

Governance: The Board is normalized as a decision making body, which receives recommendations from staff. Staff have an increasing influence on the decisions taken by the Board. The Board has

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committees in place and depends heavily on representatives from these committees in its decision making process.

Committees: Committees are in place with delegated power from the Board. In single service organizations these committees may be developed on functional lines. In multi-service organizations, these committees may be responsible for particular services. In any event, the volunteers on these committees take a strong role in the development of program standards and in many cases take an active role in programming decisions, particularly by directing the staff in the function or geographic area for which they are accountable.

Maturity State 4: Volunteer Auxiliary

The organization has increased in size, and is firmly entrenched as the primary service provider in its area of Expertise in the community. A sophisticated staff structure is in place, and the Board is formalized as a policy-making body. Increasingly funds are received from the government for service delivery, and the public comes to depend upon the services provided.

- **Volunteers:** There is a clear distinction between service delivery volunteers and governance volunteers. Those volunteers recruited for service delivery are involved in developing specific tasks, and are clearly seen as supportive to staff. Governance volunteers are recruited specifically for their expertise and generally do not deliver services at the same time.
- **Staff:** The services are mature, with standards in place, and are implemented by professional staff. The staff hire additional staff persons for service delivery. The reporting relationship between the professional staff and their Executive Director is clear, and direction is provided by the Executive Director within the context of policy.
- **Governance:** The Board of Directors is responsible for policy direction and recognizes that staff, through the Executive Director are responsible for service delivery. Some confusion may still exist with respect to the respective roles of volunteers and staff, but these lessen as the organization matures.
- **Committees:** The Board will have fewer subcommittees in place, and these deal primarily with policy matters, for instance a Planning and Budget committee. There will be program committees, but individuals on these committees are in an advisory role to staff, who take their recommendations under consideration in the development of policy recommendations for the Board.

Maturity State 5: Civil Service

The need is recognized in the community to the degree that the government puts in place a program that responds to the need, or completely funds the program which is then still operated by the organization.

- **Volunteers:** Volunteer involvement is minimized. It consists primarily of support staff in administrative areas. Specific peripheral programs may be carried out under a staff person who is a director of Volunteer service. An example would be a candy-striper in a hospital.

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- **Staff:** All aspects of service delivery and development are carried out by staff under broad policy direction.
- **Governance:** The people of the community still have an oversight role for programs, but through the elected officials of government, or through bodies set up by the government to provide this function. As a result only very broad policy is in place, and this deals primarily with the nature and extent of the service.
- **Committees:** There may be informal citizen committees to provide feedback to the government, but these are primarily a means of two way communication and recommendations that are considered by staff and taken into account at their discretion.

Conclusion

The maturation of the organization is often accompanied by the growth of the organization. This growth will tend to result in a larger, more complex organization with a concurrent need for an increased amount of professional competence. There may be a need for more professionals, and some of those professionals may need to be able to work at a greater level of complexity than previously required. For the organization, this can result in the need to change some persons in some positions, to recruit additional persons, and in some cases to pay more for staffing.

Similar to the need for increased professional resources in professional staff, it may be necessary to recruit volunteers with different profiles for governance positions. In the previous state, many governance volunteers are typically elected because of their representative nature of functions or geographic regions. Recruiting potential senior level volunteers that can provide policy guidance in the time frames and complexities required may require changes to election mechanisms.

Evaluation of programs and measurements of organizational performance often need to be overhauled. The Board, no longer involved in day-to-day management, needs to develop mechanisms for gathering information (through the staff network) that will provide it with the basis for decision making. The period between the time when changes are made and new information systems are available can be a frustrating time for both staff and volunteers. The required systems also often impose a cost burden on the organization that did not exist previously.

Acknowledgements

With thanks to Mr. D. Lauchlan, who made a presentation to the Alberta NWT Division of the Canadian Red Cross Society circa 1980. At this meeting he discussed a taxonomy of Volunteer Organizations. He differentiated three states: Simple Volunteerism, Partnerships, and Professional, and discussed the transition issues of moving from one state to another. This was the origin of the thinking that led to this paper.