

Proposals for Restructuring EB and Council

Version 5

1. Background

The present structure of EB and Council has remained unchanged for many years, and this structure is clearly limiting the optimal operation of IFIP.

One example is the fact that officers performing very important roles in IFIP, like the Chairpersons of the Financial and Publications Committees are not (necessarily) members of EB.

Another example is the lack of any possibility to second a knowledgeable person onto EB to perform some specific duty as determined by EB or the President.

Furthermore, the way the present Council is constituted also needs discussion. Whether the benefit of getting all TC Chairs together at every Council meeting is necessarily in line with the cost of attending and the value added by attending, is debatable.

Furthermore the concept of Trustees has outgrown its time, as nobody really knows how Trustees can really be integrated into the management structure.

The rest of this document is structured in the form of a number of Parts. Each Part contains one Proposal.

Proposal 1 in Part 1 contains a set of restructuring changes which are seen as the starting point for moving towards a new governance structure for IFIP.

All subsequent Proposals accept Proposal 1 as a given and contains suggestions for further changes.

PART 1

1. Proposal 1

Proposal : The Executive Board (EB), the Council and the position of Trustee in their present forms are terminated and replaced by 'The IFIP Board', subsequently referred to as 'The Board'.

1.1. The Board

This Board consists of :

- 1.1.1 The President
- 1.1.2 Four Vice-Presidents which are elected by GA
- 1.1.3 Secretary
- 1.1.4 Treasurer
- 1.1.5 Eight 'Councillors' - 6 elected and two seconded (appointed) onto the Board

(The term 'Councillor' is provisionally used to replace the present term 'Trustee'.)

1.2. The Vice-Presidents

The four VPs are elected as present by the GA from amongst its members. The portfolios assigned to these VPs are :

- VP 1 : Member Societies
- VP 2 : Technical Activities (Chair TA)
- VP 3 : IFIP Events
- VP 4 : Finance (Chair FC)

For each of these 4 portfolios a job description will exist, and potential candidates will prior to election, have to motivate their suitability for the specific portfolio.

1.3.The Councillors

1.3.1 Councillor 1 is a serving TC Chair, with the sole purpose of representing TC Chairs on the Board, and is elected by GA. This Councillor must report annually to TA. The term is 3 years,

1.3.2 Councillor 2 is a serving Member Society (MS) representative, with the sole purpose of representing MSs on the Board and is elected by GA. This Councillor must report annually to GA (actually the MSs). The term is 3 years.

1.3.3 Councillors 3 and 4 are serving GA members (national MS representatives or TC Chairs) with specific expertise appointed by the Board on nomination by the President. The appointment is for the term of the specific President, and the President can determine what expertise is required (for his/her term).

1.3.4 Councillors 5 - 8 are elected by GA from GA members (national MS representatives and TC Chairs). All these Councillors will have responsibility for specific portfolios.

1.4 Board Meetings

The Board meets twice a year in February/March and August/September.

1.5 Trustees

The present system of Trustees is replaced by the concept of Councillors having specific responsibilities.

1.6 Portfolios

The following Portfolios will exist (provisionally) and be assigned to Councillors (possibly combined):

- Marketing
- Publications
- Professionalism
- International and Industry Liaison
- Quality and Quality Control
- Developing Countries

For each of these portfolios a job description will exist, and potential candidates will prior to election, have to motivate their suitability for the specific portfolio.

The Board may decide to change, rename or regroup these portfolios as circumstances demand.

1.7 Management Committee

The IFIP Board has a Management Committee (MC) consisting of :

- The President
- The Vice-Presidents
- Secretary
- Treasurer

The Board may second other members of the Board to the MC as required.

1.8 MC meetings

The MC will act in cases where speedy decisions have to be made between Board meetings. The MC will meet electronically as much as possible. Physical meetings will be limited to extraordinary and special situations.

2. Motivation for Proposal 1

Motivations for some of the most serious suggestions in the Proposal above, are discussed below.

2.1 Terminology

The present term 'Executive Board' is strange, as IFIP does not have a Board which then has an 'Executive' arm.

It seems more logical to have a formal 'Board', mandated by GA to run IFIP in between GA sessions. This proposal therefore uses the term 'Board'.

2.2 Disbanding Council

2.2.1 TC Chair attendance

As stated above, it is debatable whether a physical meeting of TC Chairs twice a year is really necessary. If a proper electronic conferencing approach is implemented, it will be possible for TC Chairs to have electronic meetings more frequently, and at much lower cost.

Proposal 1 accepts at least one full electronic meeting of TA, scheduled to take place before the February/March Board meeting.

Such an approach will surely save time and money. TC activities will in no way be affected by this change, as (electronic) meetings will still take place.

Furthermore, this approach saves money for those MSs (very few but very important to IFIP) who pay for their TC Chairs to attend Council – it should therefore also be very acceptable to them.

TA will of course, as is presently the case, have a physical meeting during GA.

At the Council meeting in March 2007, TA was in general agreement with this approach.

2.2.2 Trustees/Councillors

Probably the role of Trustees, apart from 'looking after' TCs in earlier years, had also been to act as GA appointed 'auditors' or 'overseers', over the activities of the present EB between GA meetings, and to act as a 'experience gathering platform' for future senior management roles of IFIP. This 'overseeing' and 'experience gathering' roles seem very logical and needed. In abolishing the present position of Trustee, these roles of 'auditor' or 'overseer' and 'experience gathering' must be continued.

These roles are encapsulated in the idea of elected Councillors by MSs, TC Chairs and GA, and two appointed Councillors. These Councillors are now full members of the Board, with specifically defined responsibilities, integrating them into the IFIP governance structure.

2.3 The appointment by the Board of 2 members on nomination by the President

Proposal 1 includes the appointment of 2 Councillors by the Board on nomination by the President.

It should be the prerogative of any President to include some people whom he/she thinks have the expertise and knowledge to perform specific tasks. For that reason, such appointments are only for the term of that specific President.

2.4 Board meeting in February

By having all stakeholders present on the Board, a more seamless situation will result. No TA meeting or Standing Committee (SC) meetings are needed anymore because all stakeholders are represented on the Board, and all relevant SC and TA meetings have taken place electronically before the time.

No repetition is needed as at present where there is very often cross reporting between TCs, SCs, Council and GA which causes a lot of unnecessary repetition and wasting of time.

Such a Board meeting can be completed in 2 days, saving cost and time, without sacrificing efficiency – in fact efficiency will actually be improved.

3. Statutes, Bylaws and Standing Orders (SB&SO)

The President-Elect, Vice-President Strous, Secretary Johnson and TC Chair Max Bramer have offered to prepare a proposal for GA which will address transitional matters as far as SB&SO are concerned.

4. Transition measures

If these restructuring proposals are approved, some transition measures will be needed. One example is that of present Trustees and present EB members. As it is very difficult to clearly define all such possible transition measures, it is suggested that that be done when the restructuring proposals are approved. What should however be made very clear is that no present office holder of any kind will be 'worse off' than he/she would be if no restructuring took place.

PART 2

1. Proposal 2.

IFIP will leverage the concept of electronic/virtual meetings to a much greater extent. As indicated in Proposal 1, all relevant Committees will have at least one full virtual meeting before the annual February Board meeting, and this will probably be extended to another (shorter) one before the annual GA meeting.

The Board will have several (once per quarter?) electronic meetings.

2. Motivation

This move seems very logical, especially as IFIP is claiming to be the leader in the use of IT.

Furthermore, significant time can be saved in terms of physical meeting times, and all members of a specific Committee can take part. Presently, very often, a

Committee meets and only a subset of the members are present, as the rest did not physically attend the relevant Council or GA meeting. Such meetings, specifically those of SCs, will also provide proper input into the relevant Board or TA or GA meetings.

By having more frequent Board, TA and SC meetings, the whole decision making process of IFIP may be speeded up, and many issues may be resolved faster than present.

PART 3

1. Proposal 3.

Proposal : The whole structure of Standing Committees (SCs) will be reviewed, and responsibility for SCs will be divided between VPs and Councillors. This means that every SC will be represented on the Board by a VP/Councillor through some Portfolio holder. This Portfolio holder may be, but need not necessarily be, the Chairperson of the relevant SC.

Whether a specific Portfolio holder will require the need for a supporting Committee, and whether many of the activities of existing SCs can be handled by the relevant Portfolio holder in conjunction with the administrative HQ and/or Portfolio holder for Secretarial services and Finance, will be investigated in detail.

2. Motivation

The present set of SCs needs urgent review. SCs should only exist for those aspects which cannot be handled efficiently by the relevant Portfolio holder as discussed above. As indicated in Proposal 4, SCs will meet electronically in due time to prepare proper inputs to Board and GA meetings.

Examples of SCs which may be investigated with the eye on possible change/termination, transferring responsibility directly to the Board, include :

- Activity Management Board
- Admissions Committee
- Statutes and Bylaws Committee
- Nominations Committee

Other SCs may be affected depending on the definition of the relevant portfolios.

PART 4

1. Proposal 4

The Structure/Agenda of the Board and GA will be reviewed and restructured. Specifically the structure of GA should be such that more time for discussion and debating is available – rather than for listening to micro details about finances, TC/WG members and activities, reports from Associates etc.

2. Motivation

The challenge will be to make GA meetings more interesting and relevant to all those who attend.

Basie von Solms
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