

ICVA 18th General Assembly 18 & 19 May 2021 ICVA Statutes: Proposed Amendments

The ICVA Board is proposing the following amendments to the ICVA Statutes for consideration and approval by members at the 18th GA on 18 & 19 May 2021.

The proposed amendments reflect

1. Convening a virtual or online General Assembly
2. Adoption of Strategic and Annual Plans by GA and Board
3. Coopted members composition and term of office

The rationale for the proposed amendments are summarised below.

For the full text changes please refer to the Statutes with track changes.

Proposed amendments

1. Format of the General Assembly

Article IX. Meetings. Quorum. Voting

To allow the ICVA Board to be able to convene a General Assembly under an electronic format

The ICVA Statutes state that that representatives of member organisations need to be physically present for the GA.

For the GA 2021 we are able to convene the meeting virtually due to special conditions as set out by the Swiss government under Covid-19 restrictions.

Electronic voting for Board members even if not in attendance at the GA was introduced in the 2018 revision of the Statutes.

To be able to provide the board with the necessary flexibility in the future to convene the GA either in person, electronically or even a hybrid meeting, the proposal is to update the Statutes to allow for hosting the GA online/virtually/under electronic form. Members should be able to exercise their rights (speak and vote) on whatever platform is chosen.

The proposed amendment will allow members to participate in a General Assembly by an electronic mean, e.g. by video-conference, and vote through this mean.

Article IX Meetings. Quorum. Voting

- a) The ICVA General Assembly shall normally be convened at least once in every three calendar years. The date ~~and~~ place **and format** shall be decided by the Board, which may also call extraordinary meetings of the Assembly.
- b) **The members may participate by an electronic mean, e.g. by video-conference, and vote through this mean.**
- c) The representatives of at least one-third of members ~~physically present~~ **participating** shall constitute a quorum at a meeting of the General Assembly.

2. Adoption of Strategic and annual workplans by General Assembly and Board

Article VIII. Functions of the General Assembly and Article XIII. Functions of the Board

To update the functions of the General Assembly and the Board in relation to the adopting of long-term strategy, strategic priorities, three year and annual workplans.

Currently the Statutes require the GA to adopt a multi-year strategic plan, and the Board approves and monitors the implementation of annual plans.

The proposed changes will align the Statutes and the ICVA 2030 Strategy which recommends that the GA adopts the long-term strategy and the strategic priorities. While the Board adopts the three years and annual workplans of the Secretariat. The Board will continue to be accountable to the GA for delivering on the strategic priorities and strategic framework as a whole, while the Secretariat will be accountable to the Board for three-year and annual workplans.

Article VIII. Functions of the General Assembly

c) to adopt the ~~multi-year Strategic Plan~~, long term strategy and strategic priorities;

Article XIII. Functions of the Board

- e) to appoint, evaluate, and determine the duties of the Executive Director of the Secretariat; to review the staffing situation of the Secretariat in line with the annual budget; to oversee the development and implementation of the ~~Strategic Plan~~ long term strategy and strategic priorities; and to monitor the on-going work of the Secretariat;
- f) **To adopt and monitor the implementation of the three year and annual workplans of the Secretariat;**
- l) to ensure preparation for the meetings of the General Assembly, including the establishment of a nominations committee for the purpose of preparing the election by the General Assembly of the Board, and to prepare a draft of the ~~multi-year long term strategy Strategic Plan~~ and strategic priorities for the General Assembly to adopt;

3. Term of office Board members

Article XII. Composition of the Board

To provide clarity on the term of office of elected members

It is clear in the Statutes that Board members may be consecutively re-elected two times. Therefore, they can be in office for a full three terms of 3 years. However, it is not clear whether this rule also relates to coopted member agencies.

The proposed change makes it clear that it is the elected Board members that may be consecutively re-elected two times.

Article XII – Composition of the Board

c) **Elected** Board members may be consecutively re-elected two times.



4. To provide guidance around coopted board members

Article XII. Composition of the Board

The board has the option to co-opt up to two member organisations to the Board. Currently it is a member organisation that is coopted to the Board.

There are occasions when it is appropriate and advantageous to ICVA for an individual from a member organisation to be co-opted onto the Board when that individual has an area of relevant knowledge and expertise (financial, human resources) or to provide appropriate diversity on the board (gender).

The proposed amendment will provide the Board with the authority to coopt not more than either two agencies or - and this is the change - individuals.

Individuals are to be affiliated to a member organisation, and to be coopted for a specific purpose and for a specific period.

In this case, the coopted members would therefore no longer be the member agency.

Article XII- Composition of the Board

- a) not more than two agencies **or individuals affiliated to an ICVA member agency** co-opted by the Board as members.

- d) Individuals affiliated to a member agency may be coopted by the Board for a specific purpose and for a specific period.**