

Agenda Item 3.2: Rotation of Board Committee Chairs and Trustee Members

Summary:

This agenda item outlines the various issues to be considered when planning for the rotation of trustees committee membership as well as the Committees Chairs.

It highlights the various parameters to be considered, including the suitable approaches that will enable the governance structure of the Federation to remain functional. It provides clarity on the vacancies as well as the opportunities for trustees to serve as committee members or chairs. It finally outlines the process to be followed in the future to ensure smooth transition at Board committee's level.

Action Required:

The Board **to consider** the various options as presented in the background paper and **agree** the suggested process for the rotation of board committee membership and chairpersonship.

Rotation of Board Committee Chairs and Trustee Members

1. Introduction

With its first General Assembly (GA) completed, and the new Strategy 2028 now in place, the Board, at its November 2022 meeting, agreed to consider the options and process for possible rotation of trustees' roles on Board committees at its first meeting in 2023.

Trustees will recall that initial allocations of trustees to Board committees' roles, under the relevant bye-laws and regulations, were made early in the Board's first 12 months of service, with incoming trustees then also later assigned to committees, as appropriate. It should also be noted that other "ad-hoc" trustee assignments were also made during the Board's first period of service, including to various working groups (such as, for example, to oversee the WHR separation and the lawsuit against the UK Government, and the Anti-Racism working group as well as the GA Oversight group).

However, this paper focuses specifically on trustees' membership and chairing of Board (standing) committees and proposes issues to be considered when deliberating on the possibility of rotation of trustees' roles.

2. Proposed principles to guide the discussion.

In reaching a view about the rotation of committee chairs and membership, the Board may wish to agree both to uphold certain principles, and to strive to reach decisions that strike the best balance between the agreed principles. An advantage of agreeing principles to inform assignment decisions is to make explicit, that while "excellence in role to date" may be a driving factor, there are other factors to consider. The rotation process is not a "performance evaluation" process. It would be role-sharing process, for which perhaps several factors are relevant. Expressed as guiding principles, those include:

- Fair opportunity for all trustees to participate in committees.
- Ensuring that youth trustees have opportunities to experience committee membership and to lead committees.
- Fair burden-sharing between all trustees of committee duties.
- Respecting trustees' availability and willingness/readiness to serve.
- Aligning committee participation/leadership to trustee technical expertise.
- Recognition of trustees' proven excellence in role – privileging continuity of service, where deemed crucial.
- Striking a gender balance in leadership positions.
- Prompt filling of trustee membership vacancies.
- Matching rotations/changes in roles with relevant constraints, such as end of term of office as a trustee.

The Board first may wish to consider and confirm these principles as relevant, or amend, add or detract from them as deemed appropriate.

Taking into account the principles that it decides to apply to the matter, the Board may then wish to affirm, in principle, its willingness to consider rotation of trustee assignments.

3. Current assignments

In considering which assignments may be opened to rotation, the Board should note not only trustees' current assignments, but the end dates of the terms of office for trustees who currently chair or are members of committees. The table below provides those details:

Committee	Chair	Term ends	Member	Term ends
C/FAR	Liz	15 May 2023 (renewable)	Vacant (was Bience when treasurer)	NA
C/SIP	Abhina	15 May 2023 (renewable)	Santiago	31 August 2023 (not renewable)
MC	Donya	15 May 2023 (nonrenewable)	Uluk	15 May 2025 (nonrenewable)
RATC	Isaac	15 May 2025 (nonrenewable)	Sami	30 October 2023 (renewable)

4. Current assignments

If the Board began by first:

- i) taking the constraint of term-ends into consideration (i.e. non-renewals of terms);
- ii) were to assume for this purpose only, that trustees who come up for renewal this year, will both seek and be granted renewals of terms; and
- iii) assume the willingness of affected trustees to continue to serve as trustees;

the Board could then adopt the following decisions:

- Affirm **Liz as C/FAR chair**, noting her appointment to the Board for this purpose, her unique technical expertise for the role and her exceptional service thus far in the role.
- Affirm **Donya as chair of MC**, until the end of her (nonrenewable) term in May this year.
- Affirm **Santiago as trustee member of C/SIP**, until the end of his (nonrenewable) term in August this year.

5. Available assignments to committees.

Were the Board to agree to those decisions proposed immediately above (at section 4), the following roles could be opened for rotation:

Committee	Chair	Member
C/FAR	NA	Vacancy
C/SIP	Vacancy	Vacancy after August 23
MC	Vacancy after May 23	Vacancy
RATC	Vacancy	Vacancy

6. Trustees who have not served on a committee.

For the Board's information, trustees who have not yet served on committees are:

- Surakshya
- Hayatha
- Rosa
- Andreas
- Rose-Marie
- Aurelia

7. Trustees who, because of term ends and/or existing assignments, would not be available to serve in roles deemed vacant.

Some trustees will not be available to be assigned to the vacancies due to term-related constraints or continued assignments (as addressed in section 3). Those trustees are:

- Liz, assuming assignment to C/FAR chair
- Donya, due to nonrenewable end of term in 2023.
- Santiago, due to nonrenewable end of term in 2023.
- Andreas, due to nonrenewable end of term in 2023.

8. Proposed process for agreeing trustee assignments to committees (chairs and members).

Bearing the issues addressed above in mind, and assuming the Board wishes to enable rotation of trustees' committee assignments, it is proposed that the Board call for "expressions of interest" in standing committee chairing and/or membership vacancies (as set out in the table at section 4) from all trustees whose terms of office allow them to so nominate (including those awaiting renewal this year).

The Board could adopt the following process:

- i. Trustees' expressions of interest in the vacant roles are to be sent to the Board chair by email.
- ii. Expressions of interest may, but need not, include a statement of rationale in support, addressing the agreed principles as proposed in section 2.

- iii. Once all expressions of interest have been received, the Board chair will report to the Board:
 - a. Those positions for which only one expression of interest has been received.
 - b. Those positions for which more than one expression of interest is received.
- iv. For those positions where only one expression of interest has been received, the Board could choose to affirm (rather than vote for) the relevant assignments. This could be done in a bundle or in a sequence of sessions from which the relevant trustee absents themselves.
- v. For those positions where more than one expression of interest is received, a sequence of sessions would occur (with the nominees absenting themselves), in which the Board would decide on who it wished to assign.
- vi. The Board would not deem those assignments to be final until it has also considered the degree match with its agreed principles of assignments overall (i.e. check on outcome overall in terms of, for e.g., youth participation and gender balance etc.)

9. Timing for the process to be undertaken.

Assigning committee chairing and membership is a time sensitive matter. Although the status quo can hold in the immediate, early clarity about who is serving on and chairing committees in this period is essential, not the least because of the Board's duties to the new Strategy and its and its committees' full work agenda.

There are options for the Board to consider in regard to the timing of this process:

- If trustees feel prepared to do so, expressions of interest could be sent immediately i.e. overnight, between days one and two of the March 2023 meeting, with the process then to be completed in the course of day two.

If trustees wish to have more time to submit expressions of interest the process could be undertaken in the weeks following the March meeting either:

- By email (with affected trustees removed from the email list when needed).
- or
- By convening an extraordinary session of the Board – dedicated solely to the process.