



World Water Safety

INTERNATIONAL LIFE SAVING FEDERATION

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ILS POLICY – POL 19

ILS GOVERNANCE POLICY

1. PURPOSE

The purpose of this Policy is to establish agreed procedures and principles under which the ILS Board of Directors (Board) will carry out its duties, consistent with the Constitution, Bye-Laws and other rules set by the General Assembly.

Within the framework of the authority provided in the Constitution and the Bye-Laws, the Board may delegate its day-to-day affairs to the President, the Secretary General, the Chancellery or one or several of its, Vice-Presidents, Commissions or Committees, Directors or to agents.

NOTE: In any case that the Constitution or Bye-Laws conflict with this document, the Constitution and Bye-Laws prevail.

2. THE BOARD OF DIRECTORS

2.1 Composition

The composition of the Board is set out in Article 8.1 of the Constitution and 4.2 of the Bye-Laws.

2.2 Legal

A. Legal Duties

In very broad terms, the principal duties imposed upon Board Members may be summarised as follows:

- 1) To act honestly and in good faith in the interests of the ILS as a whole.
- 2) To exercise the degree of care, skill and attention to detail that a reasonable person in a like position would exercise.
- 3) To exercise powers honestly.
- 4) To exercise only those powers specifically granted and use those powers only in the interests of the ILS.
- 5) To avoid any actual or potential conflict between the obligations owed to the ILS and a Board Member's personal interest.
- 6) To keep confidential information obtained confidential, and not to disclose an advantage or business opportunities acquired, in the course of office.
- 7) To prevent insolvent trading by the ILS.

B. Duty of care, skill and attention to detail

The following are some of the broad principles which are relevant in the determination of whether a Board Member has fulfilled the Board Member's duty of care, skill and attention to detail on behalf of the ILS. Although the list is not all-inclusive, the law generally requires Board Members to:

- 1) Take reasonable steps to place themselves in a position to guard and monitor the management of the ILS.
- 2) Maintain a working knowledge of the basics of the business of the ILS.
- 3) Keep informed about the activities of ILS and assess the conduct of the business practices of management.
- 4) Generally, monitor the ILS affairs and policies, although a detailed inspection of day to day activities need not be undertaken.
- 5) Maintain a familiarity of the financial status of the ILS by regularly reviewing the financial statements.
- 6) Make enquiry into matters revealed by the financial statements which call for enquiry.

2.3 Induction and/or Training

All new Board Members will be briefed by the President, the Secretary General or by a person appointed by the Board and will receive a copy of the following items:

- Constitution.
- Bye-Laws.
- Organisational Chart.
- Governance Policy.
- Strategic Plan.
- Board Members and Officers insurance policy.
- Other relevant documents.

2.4 Policies

- 1) The Board is empowered under Article 8.4(I) of the ILS Constitution to "adopt regulations, policies and procedures to guide the management of the ILS."
- 2) The Board will ensure a register of all current ILS policies and procedures is maintained and that all policies are available on the ILS website.
- 3) All Board Members shall familiarise themselves with and comply with all policies.

2.5 Governing Style

The Board will govern with an emphasis on:

- Strategic leadership.
- Objectivity.
- Strategic planning.
- Policy development and implementation.
- Risk Management.
- Financial management and sustainability.
- Positioning the ILS for the future.
- Anticipating and planning for change.
- Observing good governance practices.
- Being proactive rather than reactive.

3. THE PRESIDENT'S ROLE

3.1. The role as chair

- 1) The President is the nominal head of the ILS and will act as chair of any Board meeting or General Assembly of the ILS subject to the Constitution and Bye-Laws, or delegate this responsibility as may be required.
- 2) The President shall ensure that discussions at meetings are on issues that according to the Constitution and Bye-Laws and other ILS rules are within the authority of the Board Meeting or General Assembly to decide.
- 3) The President shall endorse Electronic Ballots for matters related to the Board in accordance with Chapter 10 of the Bye-Laws¹.
- 4) The President should identify issues of significance to the Board, provide the right environment for consideration of these issues and ensure that all Board Members have the opportunity to express their views.
- 5) The President should ensure that the Board deals quickly and efficiently with routine matters, allowing time for attention to key areas of responsibility such as accountability, strategic thinking, monitoring and policy issues.

3.2. The President and the Secretary General

- 1) The President and Secretary General shall represent the Board in legal proceedings in which the ILS may be involved in accordance with Article 8.7 of the Constitution. The President and Secretary General may be assisted by relevant experts from within or external to the ILS.
- 2) The President and the Secretary General are empowered to jointly enter into legally binding transactions and to sign contracts on behalf of the ILS after a decision of the Board in accordance with Article 8.7. of the Constitution. Legal and other advice must be sought prior to contracts being executed which involve significant financial, strategic or long-term implications. Contracts of a minor nature such as office equipment may be executed by the Secretary General or the staff member in accordance with the ILS Expense Policy.
- 3) The President and Secretary General shall be the principal spokespersons for the ILS in relation to the Board Members and Member Organisations, other organisations and authorities and media, etc. The President and Secretary General may be assisted by relevant experts from within or external to the ILS.
- 4) The President must be able to strike the right balance in supporting and trusting the Secretary General while retaining an objective view of the management of the ILS. Individual Directors should wherever possible use the President as the appropriate link between the Board and the Secretary General. The President and Secretary General are accountable to the Board. In any case that the President or Secretary General has concerns about the conduct of the other with respect to their duties which cannot be easily resolved, they should be brought before the Chancellor or the Board. The Board should be advised of any serious issues.

4. THE SECRETARY GENERAL

As the Board has a clear governance role, the Secretary General, in consultation with the President, fulfils the management role of the ILS. Subject to the policy directives of the Board, the ILS shall be managed by the Secretary General, as an elected Board Member of the ILS. In summary the role of the Secretary General includes:

- 1) Assist the President and the Board in all matters.
- 2) Generally, manage and administer the affairs of the ILS.
- 3) Represent the ILS.

¹ Chapter 10 of Bye-Laws talks about electronic presence and does not mention postal ballot

- 4) Administer all matters concerning notice for, agenda for, conduct of and voting at Annual General Assemblies, Elective General Assemblies, Extraordinary Assemblies and Board meetings in accordance with Bye-Laws 3 and 4.
- 5) Manage the Headquarters (General Secretariat).
- 6) Manage employment and human resources. *Note: Article 8.4 (k) – The Board of Directors shall be empowered to... 'Appoint and dismiss such officers and employees of the ILS as the Board considers necessary to carry out the day to day business of the ILS'.*
- 7) Prepare and manage the finances through the approved budget.
- 8) Promote business development.
- 9) Promote relations to sponsors and business partners.

5. VICE-PRESIDENTS

As set out in Article 8.1 of the ILS Constitution there shall be four (4) Vice-Presidents one (1) from each of the Regions of Africa, Americas, Asia/Pacific and Europe. Each Vice-President shall be elected by the Full Members of their Region. Preferably a Vice-President shall be the President of the Region. The Vice-Presidents are Directors of the Board.

6. GOOD GOVERNANCE PRINCIPLES

Board and the Chancellery supports, promotes and adopts the following principles of good governance for the ILS and for all Regions.

- 1) Transparency in both the decision-making process and the implementation of institutional and operational decisions.
- 2) Democracy in the decision-making process or participatory governance².
- 3) Access to information open to all potentially concerned and/or affected by the decisions at stake.
- 4) Sound financial and business management.
- 5) Effective reporting and evaluation mechanisms.

7. CHANCELLERY

7.1 Composition

The composition of the Chancellery is as provided in Bye-Law 2.9.3., namely the President, the Secretary General and the Four Vice-Presidents.

7.2. Duties

The Chancellery:

- 1) Shall act as a reference group for the President and Secretary General on major matters that may impact the ILS during the periods between meetings of the Board. They should be kept fully informed.
- 2) Shall oversee Policy development.
- 3) Shall address disciplinary matters as authorised by the Bye-Laws.
- 4) Shall subject to its delegation by the Board of responsibility and authority, propose for approval or ratification to the Board, the ILS Awards and Recognitions on individuals, teams and organisations approved by the Chancellery.

7.3 Communications

- 1) All Chancellery members shall be included in all communications dealing with Chancellery matters or referencing to the Chancellery, unless the matter involves a conflict for a Chancellery Member, in which case the Member shall declare the conflict in accordance with the ILS Conflict of Interest Policy.

² Participatory governance is a variant or subset of governance theory which puts emphasis on democratic engagement, in particular through deliberative practices.

- 2) All correspondence written on behalf of the Chancellery, at the request of the Chancellery, or referencing actions by the Chancellery shall be provided to the Chancellery for approval prior to the correspondence being submitted to the intended person or organisation.
- 3) Decisions of the Chancellery shall be made by a formal process consistent with that of the Board. An agenda will be provided at least 15 days in advance of the meeting and Minutes of the meeting shall be taken and distributed to the Chancellery Members, with final approval of the Chancellery.
- 4) Matters proposed to be confidential shall first be agreed upon as such by the Chancellery. All members of the Chancellery (and any advisors or staff in attendance) shall maintain complete confidentiality of matters determined to be confidential, including discussions and outcomes.
- 5) Discussions within the Chancellery shall be treated as confidential matters.
- 6) Decisions of the Chancellery that are not determined to be confidential shall be shared with the Board of Directors and published as Minutes. Decisions of the Chancellery that are determined to be confidential shall be shared only among the Chancellery.
- 7) Decisions of the Chancellery that are determined not to be confidential shall be part of a verbal report from the President to the Board and shall be recorded in the minutes. Where decisions are the result of a majority vote (not unanimous) the vote shall be reported numerically.

7.4 Regional Matters and The Chancellery

- 1) Region affairs shall be the responsibility of the Regional Branch.
- 2) Regional Branches shall comply with the ILS Constitution and Bye-Laws, including the following specifically noted.
 - a) Regional Branches shall actively support and comply with the ILS Legislation. (Bye-Law 6.2.1)
 - b) Regional Branches shall have Operating Rules (e.g. Constitution, Bye-Laws, etc.) that are not in conflict with the ILS Legislation. (ILS Bye-Law 6.5.) The Operating Rules shall be construed only to suggest that a Regional Branch may not have a rule that contravenes an ILS rule, not that the rules of a Region must closely follow those of the ILS.
- 3) Regional Branches will actively support and implement the current policies and procedures of the ILS and are not permitted to issue or implement policies that may impinge on other Regions or Member organisations. (Bye-Law 6.6)
- 4) The Chancellery (and/or the Board) may intervene in regional affairs only when a Region's or regional official's actions conflict with the ILS rules or the rules of the Region. This must be done in accordance with the ILS Bye-Laws.
- 5) The management of Regional Affairs shall be the sole responsibility of the Region unless a request for assistance is made to another Region or to the ILS Secretary General.
- 6) A Regional Branch seeking assistance from the ILS or the ILS officials shall send such requests to the Chancellery through the ILS Secretary General.
- 7) It is preferred that assistance provided directly by the ILS Secretary General shall only be where a Regional Branch or one of the ILS Full Members of the Region is unable to assist. This is to ensure the impartiality of the ILS Secretary General and not to overload or divert the attention of the ILS Secretary General from administrative matters of the ILS as outlined in section 3 above.
- 8) Breaches of Regional governance and operational practice are to be brought to the attention of the relevant Regional President.