



IUCN WORLD CONSERVATION CONGRESS
3–10 September 2021, Marseille, France

**Proposed amendments to the IUCN Statutes and the
IUCN Regulations:**

Functions of the IUCN Treasurer

ADOPTED MOTION

The IUCN World Conservation Congress,

Adopts the following amendment to the Statutes and Regulations of IUCN: (*cf. Table attached hereafter as Annex 1*)

Decides that they shall become effective at the close of the IUCN World Conservation Congress.

EXPLANATORY MEMORANDUM

The issue

Specific functions of the Treasurer are described in various places in the Statutes and the Regulations, without there being a provision defining the Treasurer's main role.

While the Statutes place the overall responsibility for oversight on the IUCN Council, they give the Treasurer specific financial oversight responsibilities linked primarily to budgets, financial plans and the audited financial statements.

In contrast, the Regulations place the emphasis on providing advice to the Director General. However, the Regulations are silent on whether or not the Treasurer's advice needs to be followed. In the absence of such a requirement, it is assumed that the Director General has an obligation to ask the Treasurer for advice but no obligation to act on such advice.

The requirement for the Treasurer to provide both oversight and advice creates a conflict of interest.

In addition, to properly exercise an advisory role to the management would require the Treasurer to accept a level of liability and investment of time that cannot be expected from a voluntary position.

Council's proposal

Part of its Response to the External Review of aspects of IUCN's governance, the IUCN Council reviewed the role of the Treasurer in the light of financial and risk management requirements of IUCN and good governance practice.

Details of the proposed revisions are shown in Annex 1. The key changes are:

1. The Statutes

Articles 88 and 89: Clear separation of the roles of the Director General and the Treasurer in respect of the finances of IUCN. The over-riding role of the Treasurer is defined in article 89 as "The Treasurer shall provide advice on the financial affairs of IUCN and report to the World Congress and the Council as described in the Regulations."

A provision has been added to Article 89 to enable the Treasurer's advice to Council to be based on official information sourced from the Director General and to establish the basis for the Director General and the Treasurer to communicate on financial matters.

As a result, Article 20 should be revised by adding the requirement for Congress to receive a separate report from the Treasurer as opposed to a joint report from the Director General with the Treasurer on the financial affairs of IUCN.

2. The Regulations

Article 88: Requirement for the Director General to consult with the Treasurer on various financial matters has been removed as this was neither practical, nor was there any requirement for the Director General to act on any advice received.

Article 90*bis*: New article detailing the role of the Treasurer in providing advice to Congress and in assisting Council with its financial oversight responsibilities.

Process

The IUCN Council reviewed the functions of the Treasurer in the context of its [Response to the External Review of aspects of IUCN's governance](#) approved by Council in January 2020. The proposal was therefore not presented for discussion to the Regional Conservation Forums together with the other proposals of the Council to improve the governance of IUCN.

The proposal was prepared by the Council's Governance and Constituency Committee with involvement of the Treasurer, the Chief Financial Officer and the Legal Adviser. The Council's Finance and Audit Committee concurred with the proposal.

Proposed amendments to the IUCN Statutes and the IUCN Regulations regarding the functions of the IUCN Treasurer

Existing provisions of the IUCN Statutes	Amendments (with track changes)	New version of the IUCN Statutes as amended (all track changes 'accepted')
<p>Part V - The World Conservation Congress</p> <p><u>Functions</u></p> <p>20. The functions of the World Congress shall be <i>inter alia</i>: (...) (c) to receive and consider the reports of:</p> <p>(i) the Director General on the activities of IUCN during the period since the preceding session of the World Congress;</p> <p>(ii) the Director General with the Treasurer on the financial affairs of IUCN; (...)</p>	<p>Part V - The World Conservation Congress</p> <p><u>Functions</u></p> <p>20. The functions of the World Congress shall be <i>inter alia</i>: (...) (c) to receive and consider the reports of:</p> <p>(i) the Director General on the activities <u>and the financial affairs</u> of IUCN during the period since the preceding session of the World Congress;</p> <p>(ii) the Director General with the Treasurer on the financial affairs of IUCN; (...)</p>	<p>Part V - The World Conservation Congress</p> <p><u>Functions</u></p> <p>20. The functions of the World Congress shall be <i>inter alia</i>: (...) (c) to receive and consider the reports of:</p> <p>(i) the Director General on the activities and the financial affairs of IUCN during the period since the preceding session of the World Congress;</p> <p>(ii) the Treasurer; (...)</p>
<p>Part XI – Finance</p> <p>88. The Director General shall: (...) (d) with the Treasurer, submit to each ordinary session of the World Congress, a report on the consolidated accounts of IUCN together with the auditors' reports for the relevant years;</p> <p>(e) submit to each ordinary session of the World Congress for approval, a draft programme and financial plan for the period until the next ordinary session of the World Congress, together with the comments of the Treasurer and the Council; (...)</p>	<p>Part XI – Finance</p> <p>88. The Director General shall: (...) (d) with the Treasurer, submit to each ordinary session of the World Congress, a report on the consolidated accounts of IUCN together with the auditors' reports for the relevant years;</p> <p>(e) submit to each ordinary session of the World Congress for approval, a draft programme and financial plan for the period until the next ordinary session of the World Congress, <u>together with the comments of the Treasurer and the Council;</u> (...)</p>	<p>Part XI – Finance</p> <p>88. The Director General shall: (...) (d) submit to each ordinary session of the World Congress, a report on the consolidated accounts of IUCN together with the auditors' reports for the relevant years;</p> <p>(e) submit to each ordinary session of the World Congress for approval, a draft programme and financial plan for the period until the next ordinary session of the World Congress; (...)</p>

<p>(g) keep the Treasurer informed of unforeseen expenses and important variations from the projected income and, if necessary, submit amended budgets to the Council in agreement with the Treasurer.</p>	<p>(g) keep the Treasurer informed in the event of unforeseen expenses and important variations from the projected income inform the Council and, if necessary, submit amended budgets to the Council for approval in agreement with the Treasurer.</p>	<p>(g) in the event of unforeseen expenses and important variations from the projected income inform the Council and, if necessary, submit amended budgets to the Council for approval.</p>
<p>89. The Treasurer may object on financial grounds to any proposed alteration of the budget, and shall inform the Council of such objection.</p>	<p>89. The Treasurer may object on financial grounds to any proposed alteration of the budget, and shall inform the Council of such objection. shall:</p> <p>(a) provide advice on the financial affairs of IUCN and report to the World Congress and the Council as described in the Regulations;</p> <p>(b) be kept informed by the Director General about IUCN's financial situation between sessions of the Council.</p>	<p>89. The Treasurer shall:</p> <p>(a) provide advice on the financial affairs of IUCN and report to the World Congress and the Council as described in the Regulations;</p> <p>(b) be kept informed by the Director General about IUCN's financial situation between sessions of the Council.</p>

Existing provisions of the IUCN Regulations	Amendments (with track changes)	New version of the Regulations as amended (all track changes 'accepted')
<p>Part IX - Finance</p> <p><u>Financial Powers of the Director General</u></p> <p>88. The Director General, in consultation with the Treasurer, shall:</p> <p>(a) as necessary, establish detailed financial policies and procedures, which may differ according to the requirements of the States in which IUCN is operating;</p> <p>(b) have the power to accept grants, donations and other payments on behalf of IUCN, subject to any instruction by the Council;</p>	<p>Part IX - Finance</p> <p><u>Financial Powers of the Director General</u></p> <p>88. The Director General, in consultation with the Treasurer, shall:</p> <p>(a) as necessary, establish detailed financial policies and procedures, which may differ according to the requirements of the States in which IUCN is operating;</p> <p>(b) have the power to accept grants, donations and other payments on behalf of IUCN, subject to any instruction by the Council;</p>	<p>Part IX - Finance</p> <p><u>Financial Powers of the Director General</u></p> <p>88. The Director General shall:</p> <p>(a) as necessary, establish detailed financial policies and procedures, which may differ according to the requirements of the States in which IUCN is operating;</p> <p>(b) have the power to accept grants, donations and other payments on behalf of IUCN, subject to any instruction by the Council;</p>

<p>(c) designate the banks in which the funds of IUCN shall be kept;</p> <p>(d) be responsible for ensuring that the legal requirements of business operation are met in all States where IUCN is operating;</p> <p>(e) maintain an appropriate level of reserves; and</p> <p>(f) implement appropriate risk management strategies.</p>	<p>(c) designate the banks in which the funds of IUCN shall be kept;</p> <p>(d) be responsible for ensuring that the legal requirements of business operation are met in all States where IUCN is operating;</p> <p>(e) maintain an appropriate level of reserves; and</p> <p>(f) implement appropriate risk management strategies.</p>	<p>(c) designate the banks in which the funds of IUCN shall be kept;</p> <p>(d) be responsible for ensuring that the legal requirements of business operation are met in all States where IUCN is operating;</p> <p>(e) maintain an appropriate level of reserves; and</p> <p>(f) implement appropriate risk management strategies.</p>
<p>90. In keeping IUCN accounts and controlling expenditure, the Director General shall: (...) (d) confer in person with the Treasurer and external auditors each year on the annual audit of the financial statements of IUCN.</p>	<p>90. In keeping IUCN accounts and controlling expenditure, the Director General shall: (...) (d) confer in person with the Treasurer and external auditors each year on the annual audit of the financial statements of IUCN.</p>	<p>90. In keeping IUCN accounts and controlling expenditure, the Director General shall: (...) (d) confer with the Treasurer and external auditors each year on the annual audit of the financial statements of IUCN.</p>
<p>[none]</p>	<p><u>(new provision) The Treasurer</u></p> <p><u>90bis (a) The Treasurer shall provide advice and report to the World Congress, in particular on the financial health of IUCN, the audited financial statements and the draft financial plan.</u></p> <p><u>(b) The Treasurer shall assist the Council in its oversight function regarding the financial affairs of IUCN and in particular, shall:</u></p> <p><u>(i) provide advice and comments to the Council on the draft annual budget submitted by the Director General for approval;</u></p> <p><u>(ii) provide advice on reserves and risk management strategies;</u></p>	<p><u>The Treasurer</u></p> <p>90bis (a) The Treasurer shall provide advice and report to the World Congress, in particular on the financial health of IUCN, the audited financial statements and the draft financial plan.</p> <p>(b) The Treasurer shall assist the Council in its oversight function regarding the financial affairs of IUCN and in particular, shall:</p> <p>(i) provide advice and comments to the Council on the draft annual budget submitted by the Director General for approval;</p> <p>(ii) provide advice on reserves and risk management strategies;</p>

	<p><u>(iii) confer with the external auditors each year on the annual audit of the financial statements of IUCN.</u></p>	<p>(iii) confer with the external auditors each year on the annual audit of the financial statements of IUCN.</p>
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