

## **Governance document for ICOMOS**

As adopted by the ICOMOS Board on 21 September 2020

### **Mission Statement**

**ICOMOS works for the conservation and protection of cultural heritage places in both its tangible and intangible aspects. It is dedicated to promoting the application of theory, methodology, and scientific techniques to the conservation of monuments, groups of buildings and sites based on the principles enshrined in the 1964 international Venice Charter, other adopted doctrinal texts and the ICOMOS Statutes.**

#### **A. Governance Process for the Board**

These policies outline the roles and duties of the Board and its members

### **DUTIES OF THE BOARD**

#### **1. Overview**

The Board is the organ of direction and:

- represents the interests of the ICOMOS world membership
- determines the benefits that the organisation will produce, in accordance with the decisions of the General Assembly and its long-term strategic directions
- monitors the organisation to ensure that ICOMOS Statutes, as well as other policies and doctrinal texts are being complied with and that results are being accomplished
- ensures that all organs and statutory bodies of ICOMOS work together in collaboration and cooperation to achieve ICOMOS' aims and objectives
- ensures professional standards are in place
- ensures the protection of the good reputation of the organisation
- ensures financial stability

#### **2. Governing Style**

The Board will:

- govern according to its Governance Policies with an emphasis on:
  - outward vision
  - encouragement of diversity of viewpoints
  - strategic leadership more than administrative detail
  - a clear distinction between Board and Director General roles
  - collective rather than individual decisions
- cultivate a sense of group responsibility, working in conjunction with the General Assembly and the Advisory Committee in initiating policy
- direct, control and inspire the organisation through the establishment of broad written policies, which will focus on its long-term strategies
- enforce upon itself a discipline in relation to attendance, participation, preparation for meetings, policy-making principles and ensuring continuance of governance capability.
- ensure continual Board development by periodic discussion of process improvement, strategic issues and future vision for ICOMOS
- formulate clear decisions and identify the persons responsible for their implementation
- ensure the implementation of these decisions within an agreed timeframe
- monitor and evaluate its own performance and report annually at the Advisory Committee
- ensure orientation of new members in the governance policies

#### **3. Board Responsibilities**

The Board will:

- provide for strong communication with the international membership
- adhere to the ICOMOS Statutes and the Rules of Procedure in carrying out its business
- provide written governing policies that realistically address the broadest level of decisions and situations by:
  - focusing on results: organisational impacts, benefits, priorities, etc.
  - setting out Director General authority to establish prudence and ethical boundaries within which all activities and decisions must take place
  - setting out how the Board conceives, carries out and monitors its own tasks
  - setting out the delegation of power, the monitoring of its proper use, the role of the Director General and his/her authority and accountability
  - ensuring successful organisational performance in relation to results
- appoint from time to time Committees or Work Groups to undertake specific tasks within a defined timeframe

#### 4. Officers & Committee Roles

In fulfilment of and in addition to their duties as set out in the Statutes.

The President will: (Statutes: Article 11-e-1 and others)

- assure the integrity of the Board process
- ensure that meeting content ordinarily will only be that which clearly belongs to the Board to decide or to monitor
- ensure that deliberation will be fair, open and thorough but also timely, keeping to the point
- ensure that information that is neither monitoring the performance nor Board decisions will be minimised and noted as such
- may direct the Director General in accordance with the directives of the Board
- on occasion delegate his/her authority but will remain accountable for its use

The President executes the decisions of the Board and delegates his authority under defined conditions both in terms of general administration and financial planning. The President may direct the Director General in accordance with the directives of the Board.

The Secretary-General will: (Statutes: Article 11-e-4)

- ensure the correct and formal documentation of decisions
- verify compliance with the Statutes and Rules of Procedure
- work with the President on the preparation of meetings, with the Director General on the direction and operation of the Secretariat and with the Treasurer General on the budgets.
- ensure minutes are kept of the meetings of the Board
- ensure the keeping of records of the organisation.
- Oversee with the Director General the annual reports of the National Committees and the International Scientific Committees
- bring to the attention of the Board any issues or concerns regarding the administration of ICOMOS

The Treasurer will: (Statutes: Article 11-e-3)

- engage with the Director General on financial matters and will monitor the budget on a regular basis
- work with the Director General and the World Heritage Centre in establishing budgetary constraints for the financial cycles for World Heritage work
- work with the Director General and Secretary General on the establishment of the annual budget for ICOMOS for consideration by the Board
- bring to the attention of the Board any issues or concerns regarding the financial matters of ICOMOS

The Bureau (comprised of the President (Chair), Secretary General, Treasurer General and 5 Vice-Presidents) will: (Statutes: Article 11-d)

- give assurance of organisational performance
- plan the agenda for Board meetings and the General Assembly
- ensure that minutes of meetings are distributed in a timely manner together with a record of decisions taken and setting out actions required
- give assistance and advice to the Board
- assure orientation for new Board members
- allocate responsibilities to the 5 Vice-Presidents

The Vice-Presidents will: (Statutes: Article 11-e-2)

- contribute to the workings of the Bureau
- co-ordinate regular regional meetings with National Committees
- represent the views of their region where relevant at Board meetings
- report to the Board on issues important to their region
- assist with any National Committee issues in their region
- be available to act as chairs for Working Groups
- be responsible for carrying out the tasks allocated to them by the Bureau

Committees (Work Groups) will:

- assist the Board in its work with clearly defined tasks and in compliance with the Board and Bureau decisions
- speak or act for the Board only when formally given such authority
- not exercise authority over staff
- cease to exist once their tasks are completed

## 5. Code of Conduct

The Board will:

- commit itself to ethical, businesslike and lawful conduct
- have loyalty to its membership through the General Assembly, unaffected by loyalties to staff, other organisations and any personal interest
- avoid conflict of interest with respect to its fiduciary responsibility
- be open and transparent about any self-dealing or business with ICOMOS by its members. Should a conflict of interest present itself during a decision that member shall withdraw not only from the vote but also from the deliberation
- ensure that its members will not use their positions to obtain employment in the organisation for themselves, family members or close associates. A member wishing to be a candidate for a position within the organisation will have their position on the Board suspended while they engage in the application process and are being considered. If successful they must resign from the Board (unless candidacy was for a position on the Board itself)
- ensure that its members only interact with the Director General or with staff when explicitly authorised by the Board
- ensure that its members only interact with public, press or other entities on behalf of the organisation when explicitly authorised by Board decisions
- ensure that its members do not express individual judgements of performance of the Director General or staff except for participation in Board deliberation
- ensure that its members respect the confidentiality appropriate to issues of a sensitive nature
- ensure that its members are properly prepared for Board deliberations by circulating the necessary documentation in advance
- ensure that its members will support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the member's personal position on the issue
- sanction Board members who fail to implement the above, in accordance with the ICOMOS Statutes, Ethical Principles and other related doctrinal texts

## B. Director General Responsibilities

This set of responsibilities gives the Director General guidance on how the Board wants him/her to achieve the desired outcomes or results. The Director General is free to direct and manage ICOMOS as long as he/she achieves the desired results and does not violate any limitations set.

## **DUTIES OF THE Director General**

### **1. National Committees, etc.**

The Director General must:

- give a clear understanding of what may or may not be expected from the services provided by the Secretariat

### **2. Staff Considerations**

The Director General must: (Statutes: Article 16-b)

- set the conditions to implement the activities and programme decided by the General Assembly and the decisions by the Board
- oversee the gathering of the annual reports of the National Committees and the International Scientific Committees
- provide clear job descriptions
- clarify rules & conditions of employment
- ensure all treatment of staff should be fair, respectful and clear
- provide for efficient handling of incentives and grievances
- monitor job performance
- undertake annual job evaluations
- protect against wrongful practices
- make allowance for appropriate dissenting views
- have a framework in place to deal with emergency situations

### **3. Financial Considerations**

The Director General works within a budget approved by the Board and voted by the General Assembly. The Director General must present a balanced budget.

The Director General must: (Statutes: Article 16-b and others)

- protect the financial integrity and public image of ICOMOS
- ensure that revenue is in place or projected to cover short and longer-term obligations
- only use operational reserves for cash flow purposes with the approval of the Board
- only transfer funds between categories of the budget with the approval of the Treasurer and the Board
- only use long-term reserves with the approval of the Board
- ensure that tax payments or filings are submitted on time and accurately filed
- settle payroll and debts in a timely manner
- pursue, after a grace period, monies owed to the organisation including fees
- apply an administrative cost recovery rate of at least 10% for all projects financed with external funds unless otherwise negotiated and agreed
- produce financial statements which are in accordance with international accounting standards
- provide credible projection of revenues and expenses
- provide cash flow analysis and disclosure of planning assumptions
- make adequate agreed provision for the work of the Board
- bring to the attention of the Treasurer and the Board any concerns with regard to the financial matters of ICOMOS
- provide regular financial reports to the Treasurer and Secretary General (as required) and the Board at intervals to be agreed.
- provide full briefing on the annual audit to the Treasurer and the Board. The accounts have to be accompanied by written notes, published and distributed. They need to be adopted by the General Assembly.

- guard against any conflict of interest

#### 4. Asset Protection

The Director General must:

- insure adequately against theft, fire and casualty losses to a prudent replacement value
- insure against liability losses to the Board members, staff, volunteers or the organisation itself
- ensure that the organisation, its Board or staff are not unnecessarily exposed to claims of liability
- protect property, documentation, information and files from loss or significant damage
- maintain equipment
- ensure the security of all electronic data and records

The President will have to delegate power to the Director General in order to do this; a standard formal motion each year should list these delegated powers.

#### 5. Communication and Support to the Board

The Director General must:

- keep the Board informed (Quarterly Report) and supported in its work
- submit monitoring data (Quarterly Report) to the Board in an accurate, understandable and timely fashion
- submit an Annual Report to the Board two weeks prior to the main annual meeting
- inform the Board of significant operational or financial risks, impending adverse media cover or threatened lawsuits
- provide decision-making information to the Board periodically
- ensure that the Board has access to workable mechanisms for official Board, Officer or Committee communications
- inform the Board of any non-compliance issues

#### 6. Emergency Executive Succession

In order to protect the Board from sudden loss of Director General services, the Director General must ensure there to be at least one other senior member of the Secretariat to be sufficiently familiar with Board and Director General issues and procedures to enable that person to take over as an interim successor.

#### C. Board – Management Delegation

These policies outline how the Board will interact with the Director General/Secretariat, including the delegation of responsibility and monitoring. They outline the Director General's role, authority and responsibility.

- the Board connection to the Secretariat, its achievements and conduct will be through the Director General
- official decisions of the Board are binding on the Director General
- the Director General will have authority and accountability of staff
- the Director General will evaluate the performance of the staff
- the Director General will respond to all reasonable requests for information and assistance by the Board
- the Board will develop policies, instructing the Director General to achieve specified results, for specified recipients, at a specified cost (outcomes)
- as long as the Director General uses any reasonable interpretation of the Board outcomes and limitations, the Director General is authorised to establish all further policies, make all decisions, take all decisions, establish all practices and develop all activities
- the Board may change its policies from time to time thereby shifting the boundary between Board and Director General domains but as long as any particular policy is in place the Board will respect and support the Director General's choices.

- the Board will rigorously monitor the Director General's job performance solely against the organisational accomplishment of the Board policies on results and organisational operation within the established boundaries
- monitoring is to determine the degree to which the Board policies are being met
- the Board may direct the decisions of the Director General if they are deemed by the Board to be ineffective.

GDR, Governance Work Group & Bureau  
Final Policy Document, 8<sup>th</sup>. March 2015.  
Updated (VPs) Document, 21<sup>st</sup>. September 2020 by Board