

Terms of Reference

IFLA Corporate Governance Review Working Group (IFLA CGRWG)

1. Introduction:

The International Federation of Landscape Architects (IFLA) recognises the importance of periodically reviewing its Constitution, By-laws, and rules of procedure to ensure they remain aligned with the organisation's mission, values, and best practices in landscape architecture. This working group is established and mandated by the 2023 IFLA World Council to conduct a comprehensive review and propose amendments, with the aim of presenting a preliminary proposal for discussion at the 2024 IFLA World Council.

2. Objectives:

The Corporate Governance Review Working Group, herein referred to as "IFLA CGRWG", is mandated with the following objectives:

- a. Review the current IFLA Constitution and By-laws, identifying areas that require revision or improvement.
- b. Draft and propose amendments that enhance IFLA's governance structure, transparency, and operational effectiveness.
- c. Ensure the revised constitution and by-laws align with IFLA's mission, values, and strategic goals.
- d. Achieve compliance with French legislation and EU policy as an integral component of our legal registration.
- e. Engage in a consultative process with IFLA member associations and stakeholders to collect input on the proposed changes.
- f. Prepare and present a preliminary proposal for discussion at the 2024 IFLA World Council.

3. Composition:

The IFLA CGRWG shall consist of the following members:

- a. IFLA President (Chair)
- b. IFLA Vice-President (Co-Chair)
- c. Three IFLA Delegates
- d. Two External Members to IFLA

IFLA delegates will be selected through an open call from within the organisation's membership. Each IFLA delegate is allowed to participate in only one working group. External members will be selected based on their expertise in governance.

4. Responsibilities:

The IFLA CGRWG has the following responsibilities:

- a. Review: The IFLA CGRWG is responsible for conducting a comprehensive review of the current IFLA constitution and by-laws, identifying areas that require modification.
- b. Drafting: The IFLA CGRWG will draft and propose amendments that align with IFLA's mission and values and enhance its governance and operational efficiency.

- c. Consultation: The IFLA CGRWG will engage in a consultative process with IFLA member associations and relevant stakeholders to solicit input and feedback on the proposed amendments.
- d. Alignment: The IFLA CGRWG will ensure that the revised Constitution and By-laws align with IFLA's strategic goals and international best practices.
- e. Presentation: The IFLA CGRWG will present a preliminary proposal for discussion at the 2024 IFLA World Council. The presentation should include a clear explanation of the rationale behind the proposed changes.
- f. Documentation: The IFLA CGRWG will maintain records of all discussions, recommendations, and decisions made throughout the review process.
- g. Expertise: The IFLA CGRWG may seek legal and governance expertise as required to ensure that the proposed amendments are legally sound and conform to best practices.
- h. Reporting: The IFLA CGRWG will provide monthly updates to the IFLA Executive Committee (IFLA ExCo).

5. Timeline:

The IFLA CGRWG is expected to complete its review and submit the preliminary proposal at least six weeks prior to the 2024 IFLA World Council. The timeline for the IFLA CGRWG's activities will be as follows:

- a. Review phase: 01 January to 29 February 2024 (2 months)
- b. Consultation phase: 1 March to 30 April (2 months)
- c. Drafting phase: 1 May to 15 June (1,5 months)
- d. First draft of the preliminary report for input from the ExCo and the broader IFLA membership: 15 June 2024
- e. Final report to the IFLA World Council: 15 July 2024
- f. Presentation to the 2024 IFLA World Council: 2-3 September 2024

6. Meetings and Reporting:

The IFLA CGRWG is expected to meet monthly, leading to potential fortnightly meetings in the two months preceding the submission of the report to the IFLA World Council. In addition, the IFLA CGRWG will provide regular progress updates to the IFLA ExCo and the IFLA World Council.

7. Resources:

IFLA will provide administrative support, access to relevant documents, and necessary resources to assist the IFLA CGRWG in carrying out its responsibilities.

8. Confidentiality:

Members of the IFLA CGRWG are expected to handle all information and discussions with the utmost confidentiality. Any documents generated during the review process should be treated as confidential until they are presented to the 2024 IFLA World Council.

9. Conclusion:

This Terms of Reference defines the purpose, composition, responsibilities, and timeline for the IFLA Corporate Review Working Group (IFLA CGRWG). The successful completion of this review process is essential to ensuring the continued relevance and effectiveness of IFLA's governance structure. The

IFLA CGRWG will most likely continue under revised terms of reference in the period leading to the 2025 IFLA World Council.

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