



## Extract from Board Manual

March 2021

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## Purpose and sources of this manual

The Board Manual (formerly Board Guidance Document) is intended to serve as an orientation handbook for IHA Board members. It brings together the rules and procedures approved by the General members meeting or decided by the Board. It also introduces some of the procedures of Central Office.

The key governing document of IHA is the IHA Constitution and Byelaws.

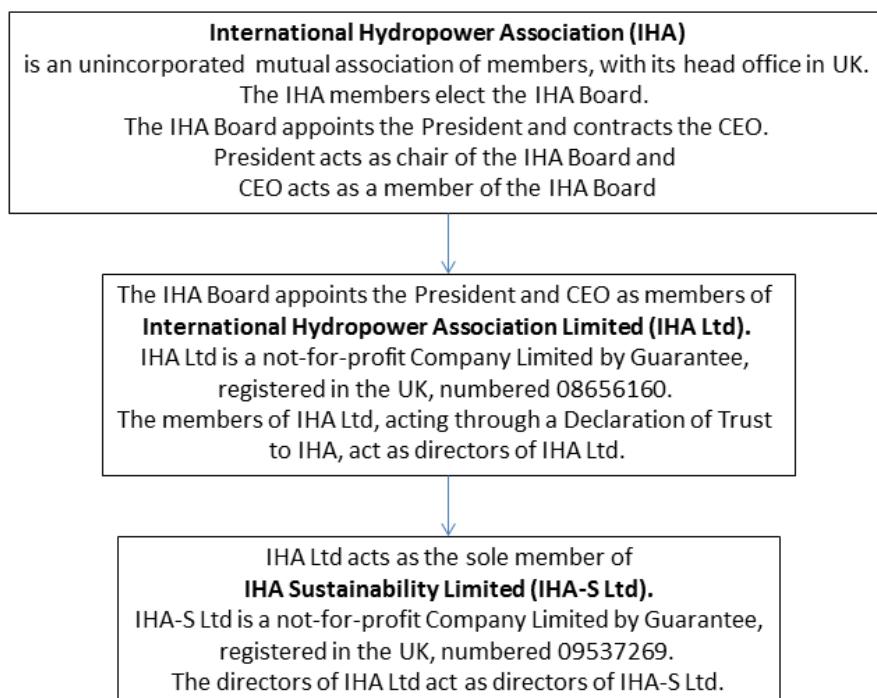
As IHA's entities are registered under English law, this manual also makes reference to relevant sources in the English legal code where relevant.

This Manual has been composed by Central Office and is reviewed by the Governance & Finance Committee, who also recommend improvements to the Board Manual as appropriate. It does not provide policy, rather it explains current practices.

## Legal status

The IHA Group comprises the unincorporated membership association, IHA, and two subsidiary companies limited by guarantee: International Hydropower Association Limited (IHA Ltd) and IHA Sustainability Limited (IHA-S Ltd). The IHA Group is established under English law.

## Organisational structure



## The Board

Whilst they might be employees of member companies, Board members serve in an individual capacity. Up to 18 members are elected to the Board by IHA members every two years. There can also be up to 6 co-opted members. The Executive Director is also a (non-voting) member of the Board. Full details of the criteria are available in the Constitution and Bye-Laws.

At its highest level:

- i. The Board (as a whole) directs
- ii. The President ensures (adherence)
- iii. The Chief Executive manages
- iv. The Vice-Presidents work

## Roles and responsibilities of the Board

Explaining what is meant by 'directing', 'ensuring', 'managing' and 'working':

### i Direct (the Association)

- Establish goals, objectives and targets
- Approve strategic and other major initiatives and programmes
- Establish budgets, fees and related items
- Approve policies, procedures and related public statements
- Approve appointment of the Chief Executive

### ii Ensure (the performance of ...)

- Prepare (or have prepared) and maintain relevant protocols and procedures for the Board and other organs of the Association
- Exercise control over Association meetings and consultation mechanisms
- Serve as the primary contact for employment, performance and work assignment information and expectations between the Board and the Chief Executive
- Counsel Board, Committee and Council members regarding processes and participation requirements

### iii Manage (the Association)

- Provide advice and recommendations to the Board on all items requiring Board direction or decision
- Engage and direct staff as required
- Institute appropriate managerial and financial control and reporting procedures
- Supervise all initiatives and programs, delegating to staff as appropriate
- Serve as the principal 'voice' of the organisation

### iv Work (on ...)

- Chair and/or participate in sub-committee and working groups
- Prepare (or have prepared) relevant subject material, potential programmes and recommendations for Board consideration
- Undertake specific tasks or assignments as agreed

IHA Central Office is Secretariat to the Board. The CEO reports to the Board through the President (Chair) and is responsible for the activities of the Secretariat.

All Board members should act as IHA ambassadors to members and potential members in the region under which they were elected to represent. This includes reaching out to:

- Understand members' concerns, issues and experience on specific topics,
- Recruit and retain new and existing members,
- Encourage participation at the World Hydropower Congress,
- Represent IHA at related hydropower meetings, seminars, etc., and
- Promote IHA's work in meetings with governmental, regulatory and similar officials.

And promoting IHA amongst your industry connections:

- Endorse IHA's messages on social media
- Include IHA role on LinkedIn profile
- Engage in conversations on Hydropower Pro

## Additional President responsibilities

The Board appoints the President at its first meeting of the new board. The President will have previously been a Vice President or at least served one term. A President may serve a maximum of three complete terms, after which they are no longer eligible to stand for election to the Board.

- Legally appointed director of IHA Ltd
- Chair Board meetings
- Member of the Governance and Finance Committee
- Have frequent meetings with CEO
- Have regular meetings with member CEOs
- Chair HR Working Group
- Encouraged to take roles in other IHA Committees
- Present on behalf of IHA at international events
- Be quoted in the Press as guided by IHA Communications Dept
- Approve content of Board circulars

## Additional Vice President responsibilities

The Board appoints up to 6 Vice Presidents at its first meeting of the new Board. Vice Presidents will already have completed a term on the Board.

- Member of the Governance and Finance Committee
- Chair or Vice-Chair of another IHA Committee

## Time commitment

Board members take on the role in a voluntary capacity, there is no financial reimbursement for hours worked, expenses or travel undertaken in order to participate in meetings or events.

Board members can expect to devote on average 2-4 hours per month on IHA work. There are currently between three and five Board meetings a year and Committee meetings could be as frequent as monthly, which tend to last 1-2 hours. All meetings will require papers to be read.

## Board meetings

The Board meets between three and five times a year. Efforts are made to meet in person (ideally in different regions) or, especially when international travel is restricted, virtually. A meeting can last from one hour to a full day. Consideration is given for time zones if the meeting is held virtually. All meetings are conducted in English.

The meeting dates are agreed by doodle poll at the start of the new term.

The dates for 2021 term are: 3 February, 29 April, 7 July and 23 or 24 September (to be confirmed).

Board papers are sent out electronically via the Board distribution list 14 days in advance of the meeting. It is the Board member's responsibility to read the papers ahead of the meeting to be able to contribute where necessary.

The quorum for a Board meeting shall be the majority of the members in person or participating virtually. Should it be required, each member of the Board, excluding the Chief Executive, will have one vote.

The draft minutes are sent out within 14 days after the meeting for approval, with any decisions clearly indicated.

### a) Attendance

As a Board member, every effort should be made to attend meetings. Members who are unable to attend should, as a matter of courtesy, convey their apologies to the Chair (President) and Secretariat before the meeting. Such apologies are announced at the start of the meeting and recorded in the minutes.

In certain circumstances a representative from your organisation (Board Observer) may attend on your behalf, noting they do not take on any rights of a Board member.

If a Board member has repeated non-attendance at Board meetings over a 12-month period their position on the Board may be terminated at the discretion of the President.

### b) Board self-assessment questionnaire

Board members are asked to complete a self-assessment questionnaire mid-term in order to help improve the functioning of the Board, its Committee and to provide constructive feedback to the President and Central Office. The form is completed anonymously and covers questions around clarity of the role, setting directions, board set-up and the evaluation of meetings, governance and Central Office support.

### c) Board objectives

At their first meeting newly elected Board members are asked to set themselves a set of IHA business objectives, which are reviewed in the penultimate meeting.

### d) Board diversity and skills survey

Board members are asked to complete a survey stating their expertise in a range of business functions. An ideal Board will have a balanced spread of gender, experience and skills. The collated results are reviewed and will form the basis of any decisions required to co-opt members to ensure the Board has the appropriate skills and knowledge.

### e) Board decision register

This is included on each Board agenda so that Board members can track and follow up on their decisions.

## Board communications

All communications with the Board are conducted in English.

### Contact details and profile

When elected as a Board member you agree to receive Board communications and communications from IHA. Your agreed email address will be added to [Board@hydropower.org](mailto:Board@hydropower.org). Should you have a CC who you wish to also receive emails, they will be added to [BoardCC@hydropower.org](mailto:BoardCC@hydropower.org). It is a Board member's responsibility to keep Central Office informed of any change of contact details.

Once elected Board members will be asked to supply a short biography profile which is displayed on the IHA website along with a headshot photo. Board members profiles and photos may also appear in other IHA publications. Current board member profiles are found: <https://www.hydropower.org/who-we-are/our-board>

### Board circular

This communication channel is used to update the Board on issues relevant to their role as Board members. Items in the circular are all indicated as being for decision, action or information. All circulars start with a message from the President.

### Board zone – Hydropower Pro

Hydropower Pro is IHA's online networking platform, bringing together the various communities of IHA. There is a dedicated Board Zone where members can find the dates of upcoming meetings. Board documents and circulars can be found located in the Resources section of the Board Zone.

### Board Conduct

Board members shall observe the highest standards of integrity and ethical conduct and shall act with professionalism and honesty representing the interests and mission of IHA in good faith.

### Confidentiality

Board members shall not use any information that is provided in their role and which is not already in the public domain in any manner other than in the furtherance of their duties.

## IHA values and behaviours

Board members are expected to adhere to the IHA Cultural Values and Behaviours when representing IHA and dealing with IHA Central Office.



## Conflict of interest

Board members shall at all times act in the best interests of IHA and not for interests such as personal and private benefits or financial gain. Board members must recuse themselves for any discussions that commercially relate their own company or personal business.

## Board elections

During the process of the IHA Board elections, the following points should be observed:

- The conditions of elections according to the IHA Bye-laws (article 6) must be followed.
- Each Board candidate must be willing and able to attend the majority of Board meetings.
- In the call for candidates, emphasis should be given to identify at least two candidates for each geographical region (Africa, America North and Central, America South, Asia One, Asia Two and Europe).
- In the call for Board candidates, the aspiration is to be made that Board Members should be executives of high calibre with appropriate competencies and experience.
- There is no limit to the amount of times a member can stand for election and if elected remain on the Board (unless they have taken the President position which is limited to three terms).

## Mid-term changes to Board employment

If a Board member changes employers during their elected term, they are responsible for updating Central Office as to their new circumstances. If the new employer is not an IHA member, there will be a grace period of three months for the Board member to get their new employer to join or to take out an Individual membership.

## Mid-term resignations

A Board member may typically step down, retire or resign from the Board at the end of a two-year Board term or sooner if the case arises. Should, at the end of that Board member's two-year term, the organisation represented by that Board member, or the Board member themselves, no longer be a Member of the Association, the Board member shall step down/retire/resign from the Board with immediate effect.

Should, at any time during the course of the aforementioned two-year term, a Board member make it known that they wish to step down, retire or resign from the Board, the Board shall accept their retirement or resignation subject to, in the opinion of the President (after having taken adequate advice from other Board members, and Committee Chairs), that Board member having adequately fulfilled their responsibilities to the Board, any Committees, and/or IHA in general.

Current Board members are encouraged to give as much notice as possible if they can no longer continue in their current term.

The departing Board member can nominate another member of their organisation to be a representative on the Board to see out the remaining length of term. Preferably this person would have been an Observer previously so thus familiar with IHA's processes. The recommendation would need to be approved by the President and Governance and Finance Committee before being agreed by the rest of the Board.

## Dismissal from the Board

Should a Board member not be fulfilling their duties through non-attendance at the majority of Board meetings, committee meetings, or having been seen not to uphold its values or the IHA Charter or having negatively spoken out against organisation, their time on the Board may be terminated.

The President and Central Office will review the Board members' activity and contribution and agree with the Board member the appropriate steps. Usually but not necessarily, the Board member will receive a first warning.

## Guidance on co-option of Board members

Further to the guidance given in IHA Constitution Article 7.3 and Bye-law Articles 6. viii and 6.ix, the total number of co-opted Board members is to be limited six including those co-opted to replace retiring Board members between elections. The principal purpose of co-option, however, should be the identification of candidates with relevant experience to fill knowledge and profile gaps within the existing Board. There is no regional category restriction required.