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Nature Representation Pathways

**Nature on the Board: Community Interest
Companies**

Nature Representation Pathways

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HOW TO USE THIS PATHWAY

This is a starting point for opening a discussion with decision makers. This document allows you to:

- View a critical path through the project and begin to plan from a time and budget perspective.
- Identify key stakeholders and centres of power.

We have included an estimate for how long these processes can take, as well as a suggested amount of sessions if you engage Lawyers for Nature to work with you through the process.



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WHY BRING NATURE INTO YOUR ORGANISATION?

- To ensure that Nature has a voice in operational decision making for the benefit of the community the CIC serves and its wider stakeholders.
- To be a thought leader in the non-profit sector for nature-centric governance and encourage other CICs to make Nature a Director.
- To align your organisation's governance and purpose with ecological responsibility and long-term regeneration of our shared home.
- To open up the organisation to new opportunities and richer conversations and to demonstrate you are willing to place Nature at the heart of your decision-making.

The Suggested Process

1. Initial Conversations & Scoping

1 MONTH,
2 SESSIONS

- Hold exploratory meetings to define what “Nature on the Board” means for your CIC.
- Be clear on ‘WHY?’. Why do you want to make these changes? What are your goals and hopes for the project? What difference will it make to the organisation? What are the pros and cons?
- Discuss where you understand the formal and informal centres of power to exist. You will do this in more detail later. Identify key stakeholders you want to co-create with. These may be internal or external and might include those from the ‘more than human’ world or a representative of future generations.



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- Consider options, timelines and budgets (and any possible funding), make sure there is agreement to enable the changes and that your organisation is ready for deep systems change.

2. Engaging Senior Leadership & The Board

1 MONTH,
1-2 SESSIONS

- Present case studies to senior management, leadership teams and the board (e.g., [Faith in Nature](#), [House of Hackney](#), [FutureEverything](#)).
- Discuss opportunities and challenges, such as balancing financial sustainability with ecological accountability, how will you balance competing interests? What will this mean for your organisation's mission and values?
- Test agreement and confirm alignment with your mission and core values.

3. Working Groups & Creative Sessions

1 - 3 MONTHS,
1-3 HALF DAYS

- Convene a cross-disciplinary group (i.e., an external group of lawyers, researchers, artists, technologists, funders, Indigenous knowledge holders - as FutureEverything did - alternatively it could be a group of people interested in the work from within the organisation).
- Run an in-person workshop (ideally, if not, online) to explore models and implementation options that work for your organisation
- Use the session to co-design implementation options:
 - Representation model (rotating/ fixed guardians/ use of AI/ other options)
 - Accountability and reporting mechanisms
 - Voting rights and decision-making scope and in which domains (finance, operations, fundraising?)



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- Who will act as representative(s) or guardian(s)? Will they be remunerated?
- Job description/ role profile and recruiting mechanism: responsibilities, authority, limitation
- Using a committee of experts or a mechanism for Nature to seek external advice or information, e.g., a Nature Related Matters or a Nature Committee
- Will Nature have access to all decision-making and information or will there be limits?
- How will you ensure transparency and accountability?
- Design a set of co-created protocols that will be published across the organisation
- Address key questions:
 - How will you define “Nature” (or will it be a specific piece of Nature, such as a river that sits on your board? Will you include Future Generations?)
 - What risks (ethical, legal, cultural) must be managed?
 - How will you share power with Nature? How will this work across some or all aspects of the organisation?
 - What changes are needed across governance and operations across the organisation?
 - How does giving Nature a greater voice in your governance enhance the benefit you deliver for your community?
 - Asset lock considerations - NOTB is unlikely to affect the CIC’s asset lock unless you make significant changes.
 - The asset lock must be there no matter what. However, there is an option to change the texture of the asset lock in favour of Nature (i.e., a CIC could make provision that funds are only ever transferred to a CIC or charity that has representation for nature on their board or makes reparations to nature.
 - Consider if you can build in protection for those advocating for Nature, such as an enhanced whistleblowing policy for Nature based disclosures.
 - How will you deal with conflicts of interests? What tests will you apply to help you?
 - Ensure you understand what constitutional entrenchment means and the effect it could have if you apply these kinds of provision. Most of the changes you introduce can be removed in the future by a simple majority vote, in some cases that may rise to a 75% majority vote of the members. Is this acceptable, or do you want to entrench the nature related provisions so that they can only be removed by a unanimous or

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super majority vote (i.e. 95%) of the members?



These key questions and more can often take time to consider and to work through and you may need to build in a level of adjustment to help you change things once the project is up and running. Whilst entrenching the changes can seem like a good idea we would advise caution on this and advise you to consider more options than simple entrenchment.

4. Organisational & Legal Changes

1 - 2 MONTHS

(Independent legal advice for the board as to what is in the organisation's best interests is recommended for this stage, along with how to make the changes in a manner consistent with the constitution as it stands, with any regulatory restrictions on the CIC and with the underlying intent of the CIC in respect of the intended impact of the changes and the messages they communicate.)

- Engage legal advisors to amend the CIC's constitution to include Nature as a director.
- Define Nature's voting rights and scope of authority, such as veto powers.
- Send the proposed changes to any advisory board and the board of directors for approval.
- Put a motion to the board of directors of the CIC and the members of the CIC for the changes to the constitution to be approved.
- File any changes to the CIC's constitution at Companies House within 14 days of the amendment.
- Appoint the new Nature Director at Companies House using form AP01.
- Set a budget for Nature.
- Embed Nature's role across operations and programming.
- Set 3–5 year benchmarks for ecological impact and organisational change.
- Set goals for reporting on the changes, benefits and drawbacks.
- Advise your insurance company that you have completed the project.

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5. Implementation, Embedding & Monitoring

Post Appointment

- Appoint initial guardian(s) or representative(s) to serve as Nature's voice.
- Integrate the Nature role into the board processes via circulation of papers, meetings, subcommittees, and departmental engagement.
- Embed into operations and strategy to ensure Nature's priorities are considered across functions (mission, finance, fundraising).
- Define and publish 3–5 year benchmarks (ecological, financial, governance) to assess impact.
- Set up mechanisms for regular review, feedback loops, and potential revision of the model.

OUTCOMES & BENEFITS

- **Be a catalyst for systems change:** By appointing Nature to your board, the organisation reshapes its governance structure so that Nature is given a voice and influence in decision-making.
- **Trust and leadership:** Demonstrating this level of ecological accountability builds deep trust with the communities you serve, your funders, regulators, and partners, and helps to position your CIC as part of a growing network of leaders in ecocentric governance.
- **Intergenerational responsibility:** Embedding Nature's voice creates a bridge to future generations, ensuring decisions made today do not undermine the rights, wellbeing, and opportunities of those yet to come. This creates a strong sense of responsibility.
- **Redefining organisational purpose:** This situates your work for the benefit of your community within a wider framing, aligning your strategy, operations and culture with long-term ecological regeneration in service of all life on earth.
- **Transparency and accountability:** Clear, co-created protocols ensure that Nature's role is substantive and protected, safeguarding against tokenism and embedding accountability.
- **A living legacy:** Giving Nature and/or future generations a formal place in governance seeds a wider cultural shift, showing that business and civil society can evolve to meet the climate and ecological crises through courage, creativity, and structural change which places Nature at the heart.



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NEXT STEPS

If your CIC is ready to explore giving Nature a seat at the table, you can use this open source Pathway to help guide you.

At Lawyers for Nature, we envision a future where Nature is recognised for its intrinsic value, afforded the respect it deserves, and safeguarded by the legal protections it needs to thrive. We work with organisations to help them to embed the voice of Nature into their decision-making processes.

Lawyers for Nature can help with any part of the process, from scoping to engagement with senior leadership and the board, creative sessions and beyond.

Get in touch with us at operations@lawyersfornature.com if you would like to learn more about this process and how we can help you embed Nature into your decision-making.



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Implementation Options for Community Interest Companies

This table shows the level of commitment from light green (still a very sound proposition) to dark green (really deep change with significant power to Nature).

Participation

IMPLEMENTATION	HIGH COMMITMENT	MEDIUM COMMITMENT	LOW COMMITMENT
Nature involvement and presence	Non-executive Director, attends all board meetings, with monthly (or regular) interactions with specific and non-delegated responsibilities to Nature	Non-executive attends all board meetings and/or those with specific duties to nature, and /or attends every second month (or regularly) for nature related matters meetings	Non-Executive/ Consultancy Role/Advisor/Observer role to bear witness to decisions made. With quarterly (or less regular) interactions.
Nature appointment process	Independent nomination committee of experts No board involvement	Board appointment by recommendation of experts	Board nomination and appointment, decided by a majority vote
Participation in decision-making	Some day-to-day decisions. All strategic matters. All finance matters. Opportunity to provide reasons representing the interests of Nature and make recommendations. Ability to request more time. Ability to request more research.	Very few day-to-day decisions Strategic and significant decisions mostly Nature can self declare a nature related matter.	Decisions with special significance on nature and the environment, as designated such by the board acting as a majority.

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	<p>Anyone can declare a nature related matter, including self-declaring</p> <p>Detailed approval of significant Nature Related Matters matrix indicating involvement of Nature</p>		
<p>Declaration of matters as 'Nature Related Matter' (NRM)</p>	<p>Nature can determine what is not a 'Nature Related Matter' (NRM). The board cannot overrule. The board can declare a NRM with a simple majority.</p>	<p>Nature can ask the board to declare a matter to be declared NRM. The board must agree by special majority at 75%.</p> <p>Mandatory reconsideration applied after 1 month if Nature requires.</p>	<p>Only the board can declare a NRM at a special majority of 75%.</p> <p>No mandatory reconsideration.</p>
<p>Nature Related Matters (NRM) procedure</p>	<p>NRM are used to give Nature enhanced voting powers and veto power.</p> <p>Greater transparency methods are applied to NRM for example full examination in end of year reports with a comment from Nature.</p>	<p>NRM are used to enhance voting powers and extend time limits for decisions.</p>	<p>NRM are treated in the same way as all other strategic decisions.</p>
<p>Attendance at Board meetings</p>	<p>Attendance of Nature counts toward quorum</p>	<p>Quorum requirement linked to the types of</p>	<p>No special quorum requirement for</p>

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	<p>requirement.</p> <p>Presence of Nature is requirement for board to be quorate</p>	<p>decision making required from Nature</p>	<p>board.</p> <p>Optional for Nature to attend.</p>
Voting Rights	<p>Nature has enhanced voting rights on NRM Eg. 2:1 or 3:1 v's all other board members.</p> <p>ND has special veto over certain matters</p>	<p>Nature has some enhanced voting rights on nature related matters. Eg. 2:1 where NRM decision is being considered</p> <p>No veto</p>	<p>Nature has no voting rights on nature related matters and can only observe</p> <p>No veto</p>
Nature Disagreement with Board members	<p>Compulsory to provide reasons when deviating from Nature recommendations</p> <p>Requirement for mandatory reconsideration by the board within 2 months in case of NRM decisions.</p> <p>Nature can request a reconsideration no more than 1 month later.</p>	<p>Best practice for the Board to provide reasons when deviating from Nature recommendations</p>	<p>Documentation of the disagreement. No reasons given</p>
Delegation of Authority	<p>Board sub-committee led by Nature with inputs from independent experts for determining and evaluating environmental matters</p> <p>No NDA between company and</p>	<p>Internal management team for determining and evaluating environmental matters. Eg. Nature and sustainability committee</p>	<p>No separate sub-committee</p>

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	Nature, No NDA between sub-committee and Nature.		
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Accountability

IMPLEMENTATION	HIGH COMMITMENT	MEDIUM COMMITMENT	LOW COMMITMENT
Reporting	<p>Quarterly or half-yearly report by the board on their duty to Nature, with unfettered comment from Nature.</p> <p>Detailed disclosure, including the board's reasoning and relevance to long term environmental interests, evaluation of previous strategies / decisions and future planning</p> <p>Both positive and negative information. Full control to Nature on all matters disclosable.</p> <p>Provide case studies on principal decisions.</p> <p>Public inspection of the report and Board's review.</p>	<p>One annual report on board's duty to Nature. With unrestricted comment from Nature.</p> <p>Board's review of the report and plan for the future.</p> <p>Public disclosure of the report and Board's review.</p> <p>Social media channels open for comments.</p> <p>All decisions disclosable with Nature having oversight on what is included.</p>	<p>Annual report on board's duty to Nature. With board approved comment from Nature.</p> <p>Comply voluntarily with the existing regulatory reporting obligations for PLCs on sustainability.</p> <p>Public disclosure of the report and Board's review.</p> <p>Social media channels closed for comments.</p> <p>Only major decisions are disclosable.</p>

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	Social media channels open for comments.		
Other Accountability Tools	<p>Board's remuneration (if any) linked to performance of the company from a Nature protection perspective. Public accountability via social media</p> <p>Mandatory reporting to funders or supporters on all decisions concerning Nature</p> <p>Corporate Governance Code concerning nature and the environment taken into account and followed where possible.</p>	<p>Public accountability via social media</p> <p>Some compliance with public listed companies' reporting obligations on nature and the environment even though you are not a PLC</p> <p>Some reporting to funders or supporters of organisation on environmental or nature based decision-making.</p>	Sharing knowledge/learnings with funders or supporters on environmental decision-making.

Procedures and Protocols

IMPLEMENTATION	HIGH COMMITMENT	MEDIUM COMMITMENT	LOW COMMITMENT
Nature Entrenchment in Organisation Constitution	<p>Comprehensive provisions in the articles of association</p> <p>Amendment of 'purpose' clause</p> <p>Detailed policy, purpose, value statements, etc.</p>	<p>Detailed key provisions in articles of association, informal documents providing details</p> <p>No change to objects clause</p>	No provisions in Articles of Association, only in the general decision making policies and/or internal documents.

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<p>Nature Removal</p>	<p>Special procedures requiring investigation and recommendation from independent committee</p> <p>Super-majority (75-85%) vote by board</p> <p>Obligation to explain reasoning via public channels</p>	<p>Non-independent procedures but transparent and objective removal process</p> <p>Super-majority (75%) vote by board</p> <p>Obligation to explain reasoning via annual report</p>	<p>Same procedure for all directors.</p> <p>Board required to give clear reasoning</p>
<p>Voting Rights for others (enabling overruling of Nature)</p>	<p>Nature has special veto over some entities gaining voting rights, for e.g., venture capitalists joining companies.</p> <p>Nature must consent to giving any enhanced voting rights to others</p>	<p>Nature must consent to giving voting rights to others, consent not to be unreasonably withheld.</p>	<p>No need for Nature consent for affording any voting rights to others</p>
<p>Company wide protocols</p>	<p>Adoption of special company wide protection for Nature, such as enhanced Nature whistleblowing policies for all staff</p>	<p>Some adoption of Nature based policies for all staff</p>	<p>No special protocols relating to Nature across the company.</p>
<p>External engagement</p>	<p>Willingness to contribute to external working groups doing similar work</p> <p>No NDA imposed</p>	<p>Willingness to contribute to external working groups doing similar work</p> <p>NDA imposed</p>	<p>None or limited external engagement</p>

