International Aid and Transparency Initiative

New Terms of Reference
Governing Board and Members' Assembly

February 2016

3. Members' Assembly

3.1 Terms of Reference for the Members' Assembly

Members shall work towards establishing IATI as a streamlined component of the aid effectiveness agenda and development cooperation architecture; expand its membership to cover not only all providers of official development finance but as many actors as possible within the changing aid architecture and throughout the entire aid delivery chain; and continuously work to improve the credibility and usability of IATI data.

To achieve these aims the Members' Assembly shall come together as a governing body in formal meetings to fulfill the following roles:

3.1.1   To discuss and approve recommendations by the Governing Board on strategic direction and oversight of the Initiative thereby ensuring that it continues to support its members in meeting their global transparency commitments;

3.1.2   To support a wide range of stakeholders within the development cooperation architecture and ensure that the IATI Standard continues to evolve to meet the requirements of all stakeholders;

3.1.3   To ensure that IATI meets the needs of key users of information, in particular partner countries and civil society;

3.1.4   To ensure that IATI builds on and adds value to existing national and global systems and standards that seek to improve the transparency of resources available for development.

3.2 Responsibilities of Members Assembly

In addition to these aims originally established for IATI, upon the creation of a Governing Board the Members' Assembly shall have the additional new responsibilities:

3.2.1   To receive and decide upon recommendations from the Board in a timely manner when called upon to do so, either in physical meetings or through virtual means. This would include in particular recommendations on IATI's vision, mission, strategic direction, funding model, long-term institutional hosting arrangements, work plans and annual budget.

3.2.2   Upon recommendation from the Board, to approve revisions to the agreed budget when these exceed +/- 20% of the total annual budget.

3.2.3   To provide expertise in support of the work of the Board as needed, including through participation in working groups set up by the Chair.

3.3   Meeting Arrangements and Logistics

3.3.1   IATI Members' Assembly meetings will be held annually and shall be open to all members' organisations, with provision for interested non-members to join as observers.

3.3.2   Representatives of the Global Partnership (OECD and UNDP) as well as representatives of the IATI Secretariat will be ex-officio members, and will be able to attend and speak, but may not vote.

3.3.3   The Chair of the Working Party on Statistics, representatives from the DCF, and other non-members with an interest in IATI may join Members' Assembly meetings as experts and/or observers, but may not vote.

3.3.4   Where appropriate, Members' Assembly meetings will take place alongside other meetings, to reduce travel time and costs for participants.

3.3.5   Members are expected to cover their own costs of participation, subject to any exceptions in SOP Section 2.3.

3.3.6   All agendas, papers, minutes and outputs from Members' Assembly meetings will be made publicly available, unless otherwise agreed by the Members' Assembly.

3.3.7   Agendas and papers for meetings will be published on the IATI website and shared with IATI members by email at least two weeks in advance of meetings, with efforts to make these papers also available in French.

3.3.8   In case urgent matters arise which require a decision from the Members' Assembly (e.g. when the work plan requires substantive revisions to allow the Secretariat to efficiently and effectively implement corresponding activities), the Governing Board has the authority to call for an ad-hoc virtual meeting of all members. In such cases documentation will be distributed virtually to all members and a deadline for response will be set to approve decisions virtually.

3.3.9   Minutes will be taken by the IATI Secretariat and made publicly available once final.

3.4   Decision-making by the Members' Assembly

Decisions will be made by consensus. Provision will be made for those who are unable to attend in person to register their views ahead of a meeting. In exceptional circumstances where consensus cannot be achieved, decisions will be taken using a triple-lock system, requiring a simple majority in each of the three stakeholder constituencies (providers of development cooperation (including foundations), partner countries and CSOs), with the vote taken after the meeting, online, and on the basis of one vote per member organisation. If the proposal fails to achieve a simple majority in one of the three constituencies, it would not be passed.

4   IATI Governing Board

The role of the Board is to present options and make recommendations on overall strategic direction to the Members' Assembly, oversee the institutional performance of the initiative and ensure that IATI operates effectively according to its mission, vision, and values, as determined by its members. All responsibilities previously within the remit of the Standing Sub-Group on Budget and Finance shall be assumed by the Board, and the Sub-Group is therefore disbanded.

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4.1 IATI Governing Board – Composition and Chairmanship

4.1.1 The Board will be comprised of two members from each of the three constituencies recognized in Section 2.1 (providers of development co-operation, partner countries, and civil society organisations/other members) as well as the Chair of the Technical Advisory Group (TAG), totalling seven seats.

4.1.2 The Governing Board will be responsible for electing its own Chair and Vice-Chair during its first meeting and informing the Members' Assembly through the Secretariat.

4.1.3 The term for all Board members including the Chair and Vice-Chair will be two years. At the end of the first year the Board will reconfirm the Chairpersonship and Vice-Chairpersonship.

4.1.4 Board members may continue to serve for as many two-year terms as they are elected for, with no cap.

4.1.5 In the event that a Board member is unable to complete his/her full term, the Chair may call for a by-election to replace that Board member if more than six months of his/her term remains until subsequent Board elections.

4.2 Governing Board Election Process

Any member in good standing is eligible to self-nominate, or be nominated by another organisation within their own constituency. The full election process and criteria are outlined in detail in the Governing Board Election Process Document, Annex IV.

4.3 Responsibilities of the Chair of the Board

Working with the IATI Secretariat, the Chair of the Board is expected to:

4.3.1 Chair meetings of the Governing Board.

4.3.2 Chair the annual Members' Assembly meeting and ensure it gives adequate guidance to the Board;

4.3.3 Provide political leadership for IATI inter alia through representation at high-level meetings and in other discussion forums relevant to the broader transparency agenda as necessary, acting as an advocate and as an exemplar for the Initiative;

4.3.4 Encourage attendance plus the full and equal participation of all stakeholders in Members' Assembly meetings, ensuring in particular that the views of all three

constituencies (providers of development cooperation, partner countries and CSOs) are fully represented in all discussions;

4.3.5   Report the views of absent members at the Members' Assembly meetings, on the basis of prior consultation;

4.3.6   Guide Members' Assembly and Board members to take decisions by consensus wherever possible;

4.3.7   Respond to issues raised by IATI members as they occur, referring them to the IATI Secretariat as appropriate.

4.3.8   Provide timely guidance to the Secretariat on matters of strategic importance;

4.3.9   Determine and agree upon the division of labour among Board members.

4.3.10 Establish working groups as required from among the IATI membership.

4.3.11 The Vice-Chair will deputise for the Chair as necessary, and may be called upon to chair discussions of specific agenda items as appropriate.

4.4   Strategic direction by the Board

With the support of the Secretariat, the Board is expected to provide the following strategic direction:

4.4.1   Guide the development of a clear vision, mission, and strategic direction for IATI, to be approved by the Members' Assembly, and to oversee implementation, periodic review and revision thereafter.

4.4.2   Provide guidance on the development of Members' Assembly agendas and papers by the Secretariat.

4.4.3   Sign-off on IATI's Annual Report.

4.4.4   Commission independent evaluations of IATI every three to five years.

4.4.5   Update the Global Partnership for Effective Development Cooperation (GPEDC), the UN Development Cooperation Forum (DCF) and other relevant bodies on IATI's progress.

4.4.6   Ensure that IATI is consistent with and informs the work of the Global Partnership, the DAC Working Party on Development Finance Statistics (WP-STAT), the UN DCF and other key fora for reviewing aid effectiveness.

4.4.7   For a decision that requires the Assembly's approval, wherever possible and appropriate the Board will present options to the Assembly for consideration, in addition to providing its recommended course of action.

4.5   Responsibilities of the Board related to Budget and Finance

The Board will assume the following functions related to the work plan and budget previously within the remit of the former Standing Sub-Group on Budget and Finance:

4.5.1   Support development and presentation of multi-year work plans and budgets that support strategic priorities, for approval by the Members' Assembly.

4.5.2   Oversee implementation of the work plan and budget thereafter, providing progress reports to the Members' Assembly and recommendations for action.

4.5.3   Approve revisions to the agreed budget and work plan within the limits of delegated authority described at 4.6 below. The Chair should seek authority from the Members' Assembly for larger variations.

4.5.4   Review work plans, budgets, substantive and financial reports submitted by the Secretariat and take required action to ensure the effective implementation of the approved IATI work plan and budget;

4.5.5   Advise the Members' Assembly on the overall financial situation of IATI and recommend action when required;

4.5.6   Actively support fundraising activities of IATI.

4.6   *Delegated authority of the Governing Board*

The Governing Board will have delegated authority from the Members' Assembly to approve mid-course revisions of up to 20% from the work plan that has been approved by the Members' Assembly provided that these changes will not modify the outputs of the work plan. In cases where the adjustment is expected to exceed +/- 20%, or any of the envisaged outputs under the work plan will change significantly, the Governing Board will need to request the approval of the Members' Assembly.

4.7   *Decision-making by the Board*

4.7.1   Quorum for the board is at least one member from each constituency or their alternates plus the Chair or Vice Chair, totalling four seats.

4.7.2   The Chair will guide the Board to make decisions by consensus. Where consensus cannot be achieved, decisions will be taken by a simple majority.

4.7.3   When an issue is considered important or urgent and cannot be resolved by the Board, the Chair may decide to refer the issue to the Members' Assembly.

4.7.4   Decisions on recommendations to the Members' Assembly should be taken during Board meetings.

4.7.5   If decisions need to be taken outside of Board meetings, the Chair will lead a process for decision-making by email, facilitated by the Secretariat.

4.8   *Secretariat Support to the Board*

In addition to its general role in support of IATI listed at 5.4-5.6 of the SOP, the Secretariat will support the Board in the following ways:

4.8.1   Establish meeting schedules and circulate agendas under the guidance of the Chair of the Board.

4.8.2   Provide regular updates to the Board on implementation of the work plan.

4.8.3   Develop materials for consideration and guidance by the Board, as and when required.

4.8.4   Handle logistical arrangements for all scheduled meetings of the Board and the Members' Assembly.

4.8.5 Facilitate contact with Board members at the request of IATI members or external bodies or individuals.

4.8.6 Prepare and publish minutes of Board meetings.

4.8.7 The IATI Coordinator plus representatives of UNOPS and Development Initiatives will attend Board meetings on behalf of the Secretariat but will not have voting rights.

4.9 Administration and Transparency of the Board

4.9.1 The Board will ensure efficient and transparent administration of the initiative.

4.9.2 Board members should carry out their work in a consultative manner and the Secretariat will facilitate contact for any members seeking to contact Board members.

4.9.3 The Board may invite members to attend meetings should their expertise be relevant to a particular topic on the agenda. In all other cases meetings will be limited to Board Members.

4.9.4 Within the approved budget the Board may commission additional external expertise as well as delegate tasks to sub-groups of members as required.

4.9.5 Minutes will be taken by the IATI Secretariat during Board meetings and be made publicly available online within one week of the meeting date. The minutes for each meeting will include a list of attendees and any proposals made.

4.9.6 Board meetings will take place virtually to reduce travel logistics and costs. They will be held at least once every two months although frequency is likely to increase during periods leading up to Members' Assembly meetings. In addition, the Board will meet in person immediately before IATI Members' Assembly meetings.

4.9.7 The annual schedule of meetings will be prepared by the Secretariat in consultation with Board members and published in advance.

4.9.8 The Chair will be responsible for making preparations for Board meetings together with the Secretariat, and for notifying other Board members. Notifications should include the provisional meeting agenda, proposals to be discussed, decisions to be made, and any working documents. This information should be made available to Board members no less than 7 business days before the meeting date.

4.9.9 If a Board member is not able to attend a meeting, they must provide notice to the Chair as soon as possible. Board members are expected to make best efforts to attend every meeting, and if unable to do so should propose an alternate who may attend at the discretion of the Chair.

4.9.10 The Chair and Vice-Chair will, in common with other IATI members, be expected to self-fund their attendance at the IATI Members' Assembly meetings and will not be reimbursed for their time, although the IATI Secretariat is seeking to establish a small fund for those who are genuinely unable to self-fund so as to prevent barriers to participation.

4.9.11 Reasonable expenses calculated on the basis of United Nations Rules and Regulations on Travel can also be claimed by the Chair and Vice-Chair if they are invited to represent IATI at high-level external meetings, subject to availability of funds.

Annex IV: Election Process for Governing Board

1. <u>Composition and chairmanship</u>
    1.1 The Governing Board will be comprised of two members from each of the three constituencies recognised in the Standard Operating Procedures at Section 2.1, reproduced below for clarity:

    > 2.1.2 Providers of development co-operation, including traditional donors, multilateral institutions, philanthropic foundations and providers of South-South Cooperation;
    >
    > 2.1.3 Partner countries; and
    >
    > 2.1.4 Civil Society Organisations and other organisations.

    1.1.2 Members are encouraged to consider regional and linguistic diversity in the composition of the Board.

    1.2 A seventh seat on the Board will be for the Chair of the Technical Advisory Group (TAG), elected by the TAG Community during its annual meetings.

    1.3 The Governing Board will be responsible for electing its own Chair and Vice-Chair and informing the Members' Assembly through the Secretariat.

2. <u>Eligibility</u>
    2.1 All IATI members in good standing (ie those having paid or committed to pay their membership fees in 2016 at the start of the nomination period) are eligible for Board membership.

3. <u>Nomination process</u>
    3.1 The Secretariat will provide contact information within each constituency at the start of a two-week nomination period to facilitate internal discussions.

    3.2 Within a two-week nomination period, all interested organisations must register their interest by email to the IATI Secretariat by submitting a Nomination Statement (below).

    3.3 At the end of the nomination period, the IATI Secretariat will share the results to each constituency and confirm whether consensus has been reached on candidates for all available seats. If consensus has been reached no further election process is required in that constituency and all members will be informed of the outcome.

4   Process for online voting
      4.1 In absence of consensus in a constituency, an online election will take place within that constituency.
      4.2 Nomination statements will be made available to the constituency members who will then rank the candidates in order of preference.
      4.3 The two organisations receiving the highest number of votes will be confirmed as members of the Board. The Secretariat will inform all members of the final outcome by email and through the IATI website.

5   Transparency of process
      5.1 The Secretariat will be responsible for communicating to members in relation to the call for nominations and voting periods throughout the election cycle. The outcome of the process will be published on the IATI website.
      5.2 Elected Board members will be expected to hold their first meeting virtually within two weeks from the conclusion of the process, with secretariat support provided by the IATI Secretariat.

Nomination Statement:
The Nomination Statement should provide the following confirmation and should be 1-2 pages in length at maximum, using the template provided by the Secretariat:

- Interest to serve as a Board member for a full two-year term
- Brief outline of the organisation's active engagement with IATI and familiarity with the global transparency agenda
- Intent to designate a staff member to attend all Board meetings
- Confirmation that the designated staff member can allocate up to two days per month to carry out Board duties.
- Confirmation that if selected as Board Chair or Vice-Chair, the designated staff member will be permitted to travel to represent IATI in global meetings.
- Commitment to maintain good financial standing within IATI throughout the period of Board membership
- Commitment to fulfil responsibilities as detailed in the SOP
- Adherence to the Code of Conduct