



Extractive Industries
Transparency Initiative

CONSTITUENCY GUIDELINES FOR IMPLEMENTING COUNTRIES

February 2023



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1. Summary

Like all other constituencies and sub-constituencies in the EITI, implementing countries need to update and agree guidelines for their constituency ahead of the EITI Members' Meeting in June 2023. The below draft guidelines have been prepared by the EITI International Secretariat in consultation with implementing country representatives and with Awa Marie Coll-Seck, Constituency Lead.

2. Constituency guidelines

The EITI Member's Meeting, the governing body of the EITI Association (Article 7.1), is comprised of the Members of the EITI Association (Article 7.2) which are organised in constituencies (Article 5.2). Constituencies decide on their rules governing appointment of Members (Article 5.3) and nominate Board members and their alternates for the Members' Meeting to elect (Article 8.1.ii). These constituency guidelines are meant to help the implementing country sub-constituency carry out both of these important tasks.

For the purpose of this document, "constituency" is understood as meaning the implementing country sub-constituency as defined by Article 5.2(i)a unless otherwise stated.

2.1 Membership of Association

The Articles of Association state that **one representative from each implementing country** is entitled to be a member of the EITI Association (see box below).

Unless otherwise communicated to the International Secretariat, implementing country members of the EITI Association will be understood to be the **National Coordinator**, Head of Secretariat or its equivalent of the countries that are listed as implementing countries at any given time on the [EITI website](#), including countries that may be temporarily suspended but not countries that may have been delisted or in the process of applying for EITI Candidature.

“A Member of the EITI Association is a personal representative of a country (meaning state), company, organisation or legal entity that is appointed by a Constituency as set out in Articles 5.2 and 5.3” – Article 5.1

“The members are organised in three constituencies which are: i) The constituency of Countries, which comprise a) implementing countries, meaning states, that have been classified by the EITI Board as either Candidate Countries or Compliant countries...” – Article 5.2

“Each Constituency decides on its rules governing appointments of Members of the EITI Association. The membership shall be limited to the following: i) From the constituency of countries, up to one representative from each implementing country and each supporting country (or their unions) ...”. – Article 5.3

2.2 Nominations of the Board members

The Articles of Association state that implementing countries should nominate up to six people to represent the sub-constituency on the Board. Implementing countries can also nominate six alternates, one for each Board member. EITI Board members are elected at EITI Members’ Meetings, regularly held every three years.

2.2.1. Roles and responsibilities of implementing country Board representatives

Board members are expected to abide by the EITI Association’s [Code of Conduct](#). Board members exercise the functions of the EITI Board as set out in [Article 12 of the Articles of Association of the EITI](#). These functions include consideration of general and specific policy issues affecting the EITI Association and ensuring that the multi-stakeholder nature of the EITI Association is maintained and fully reflected in the EITI Association at all levels, including in its Board committees.

The EITI Board and all its members shall act in the best interests of the EITI Association at all times. The EITI Board shall exercise the executive powers of the EITI Association subject to the resolutions of the EITI Members’ Meeting, including the following key functions:

1. Consider general and specific policy issues affecting the EITI Association;

2. Agree on the work plans and budget of the EITI Association;
3. Agree on the arrangements for the EITI Conferences and the EITI Members' Meetings;
4. Present (through the EITI Chair) the Activity Report and the Activity Plan to the EITI Conference and obtain approval of the same from the EITI Members' Meeting;
5. Present (through the EITI Chair) the Annual Accounts and the Audit Reports for the accounting periods since the last ordinary EITI Members' Meeting;
6. Engage the Executive Director of the International Secretariat;
7. Oversee and direct (through the EITI Chair) the work of the EITI International Secretariat;
8. Ensure that the multi-stakeholder nature of the EITI Association is maintained and fully reflected in the EITI Association at all levels, including in its Board committees;
9. Establish its procedures regarding the Validation process, including complaints, resolving disagreements, the question of de-listing a country and appeal procedures;
10. Adopt, when discussed and decided by the Board, more detailed procedures and rules for the management and operation of the EITI Association including the contents of country work plans and company work plans, the Validation process, the management of funds, payments for projects, goods and services, auditing and reporting and the approval of projects;
11. Recommend a candidate for the EITI Chair prior to each ordinary EITI Members' Meeting; and
12. Adopt a Code of Conduct.

In exercising these responsibilities, Board members are expected to accept a workload comprising the following (from the [EITI Board manual](#)):

- Two to four Board meetings a year, each normally of two days, with a rotating location. Interested candidates should note that implementing country representatives should cover their own costs associated with these meetings.

- Contributing to committee and working group meetings, the number and nature of which will depend on circumstances, but which will normally be held by teleconferences or on the fringes of Board meetings.
- Reading and preparation for Board meetings and, when appropriate, committee and working group meetings.
- Communicating with – and coordinating input from – their constituency and sub-constituency regularly, including ahead of Board and, where appropriate, Board committee meetings.
- Reading and responding to e-mail communications from the Chair, Board committee chairs and other Board members and from the International Secretariat.

It is expected that the Board member or alternate would dedicate between 10 and 20% of working time to fulfil one's roles and responsibilities listed above.

Constituency coordinators and Implementing Country Constituency Lead

The Board recommends that each constituency should establish a position of constituency coordinator and establish sub-constituency contact points.

To improve the constituency coordination and strengthen the voice of the implementing countries, on 20 May 2021, Awa-Marie Coll-Seck, State Minister of Senegal and EITI Board member has been appointed as Implementing Country Constituency Lead.

Roles and responsibilities of the Constituency Lead:

1. Chair meetings of the implementing country constituency (e.g. with implementing country board members and national coordinators).
2. Seek consensus within the constituency on items for consideration by the EITI Board.
3. Act as the constituency's point person for coordination and consultation with Board members from other constituencies.
4. Act the constituency's point person for coordination with the International Secretariat.

5. Consolidate inputs from EITI countries and present the constituency's position to the EITI Board on key policy issues related to implementation.

For implementing countries, the EITI International Secretariat supports coordination between the constituency members and the Constituency Lead through emails and National Secretariat's Circular. Implementing country Board members from the six regions function as sub-constituency contact points.

2.2.2. Principles governing the nominations procedures

Based on previous nominations procedures, the EITI Board's guidance from 2013, the [Constituency guidelines for implementing countries](#) from 2018 and the EITI's checklist for constituencies (annexed), it is proposed that the following principles apply for the nomination procedures:

1. The nomination process should be open and transparent.
2. Each implementing country's vote in the selection process will have the same weight.
3. Board seats are only available for implementing countries and priority should be given to countries that are current on their membership fees¹.
4. There is a need to balance continuity against the need for renewal and rotation to broaden the ownership of the EITI. The process should be flexible and open to new implementers, with an aspiration to renew at least 50% of Board members.
5. Recognising the important role of the EITI Board, countries are encouraged to be represented at the level of at least National Coordinator or more senior government official.
6. Implementing country Board members represent the interests of the constituency, of the region they represent and of their country. They should have the institutional and financial backing from their government to act in this manner.

¹ The international EITI Board agreed at its meeting on 26 October 2016 that from 2017, all EITI member countries, implementing the EITI Standard are required to make a financial contribution of USD 10,000 to the EITI International Management on an annual basis to cover the costs of Validation.

7. Board members and alternates serve for a full term of three years and are eligible to serve for a maximum of two consecutive terms.
8. It is important that the Board is representative of all implementing countries. It is, for example, expected that countries from different regions and representing different natural resource sectors are represented.
9. The constituency is encouraged to ensure gender balance in representation to progress towards gender parity.

To support the selection process among the implementing countries, the following eligibility criteria for the Board nomination candidates will be used:

- The candidate should have adequate capacities and availability to discharge one's duties as a Board member. There should be a balance of technical knowledge of the EITI process and strong commitment to the EITI implementation from the nominating government.
- The candidate should obtain an endorsement from the respective government in a form of a support letter from the EITI Champion or a respective senior government official who leads the EITI in a hosting government entity.
- Candidates need to obtain a confirmation in writing from their government that the necessary financial resources and capacity to attend the Committee and Board meetings will be made available for their participation on the EITI Board.
- The candidate should uphold the EITI Code of Conduct, maintain high standards of integrity and have a good reputation.
- Candidates that represent diversity and gender balance should be encouraged in nominations.
- As far as possible, representation should also reflect both a geographical and sectoral distribution;
- To ensure credibility of the nominations, suspended countries would not be eligible to put forth nominations, but will be allowed to vote.

- Serving Board members whose country is suspended will continue exercising their role regularly.

Special note on attendance at Board and committee meetings

Elected Board members and their alternates are expected to be able and available to participate regularly and actively in all meetings of the Board and its committees. **Nominees must obtain a confirmation in writing from their government that the necessary financial resources will be made available for their participation on the EITI Board.**

Board members make decisions at Board meetings or through Board circulars only. In order to facilitate its work, Article 14.1 in the Articles of Association allows the EITI Board to create committees to further specific issues. Board Committees do not take decisions on behalf of the EITI Board. Committees advise the Board on specific issues, such as EITI implementation, Validation, policy and management. Committees meet more regularly than the Board, although generally not in person, to discuss matters under their responsibility and to make recommendations to the Board. The Board's normal procedure is to only consider papers for discussion that have first gone through Board committees, so active participation in committees is important. Board committees reflect the multi-stakeholder nature of the Board and attendance by Board members is important to ensure a quorum. Attendance in committee meetings is registered and expected from Board members. The Board currently has the following committees: Finance Committee, Governance and Oversight Committee, Implementation Committee, Outreach and Candidature Committee, Rapid Response Committee and Validation Committee.

All Board members should expect to participate in at least one Board committee.

2.2.3. Regional groupings

At the time of writing, there are 57 countries implementing the EITI. There are many ways in which implementing countries may decide to divide themselves to ensure adequate representation, including considerations of language, geography, size and key industries. The following grouping is proposed on the basis of previous regional groups and feedback received since the last Members' Meeting:

Region 1	Region 2	Region 3	Region 4	Region 5	Region 6
<u>Europe</u>	<u>South-East and Central Asia</u>	<u>Anglophone and Lusophone Africa</u>	<u>MENA and Francophone West Africa</u>	<u>Francophone Central Africa</u>	<u>Latin America and the Caribbean</u>
Albania	Afghanistan*	Angola	Iraq	Cameroon	Argentina
Armenia	Indonesia	Ethiopia*	Burkina Faso	Central African Republic	Colombia
Germany	Kazakhstan	Ghana	Côte d'Ivoire	Chad	Dominican Republic
Netherlands	Kyrgyz Republic	Liberia	Guinea	Democratic Republic of Congo	Ecuador
Norway	Mongolia	Malawi	Mali	Gabon	Guatemala
Ukraine	Myanmar*	Mozambique	Mauritania		Guyana
United Kingdom	Papua New Guinea	Nigeria	Niger	Madagascar	Honduras
	Philippines	Sao Tome and Principe	Senegal	Republic of the Congo	Mexico
	Tajikistan	Sierra Leone	Togo	Seychelles	Peru
	Timor-Leste	Tanzania			Suriname
		Uganda			Trinidad and Tobago
		Zambia			
7	10	12	9	8	11

* Countries that are suspended due to political situation.

2.2.4. Procedure for nominating Board members

The following steps are proposed:

1. **Approval of the constituency guidelines.** National Coordinators will be asked to approve proposed amendments to these draft constituency guidelines by **27 February 2023**. A final version of this paper will be sent through National Secretariat Circular.
2. **Proposal of nominees.** Each country wishing to nominate a representative to the Board will be invited to propose a nominee to the International Secretariat by **31 March 2023** through the country's National Coordinator (or equivalent). Nominees must be individuals (physical persons) and not countries or institutions (legal persons). In accordance with the principles listed above, the nomination should be accompanied by a letter of support from the EITI Champion and a confirmation in writing from the government that the necessary financial and time resources will be made available for their participation on the EITI Board. The International Secretariat may ask for additional information to be provided wherever it is not clear that the principles listed above are otherwise fulfilled.
3. **Voting within regional groups.** From **3 April to 14 April 2023**, the countries within each of the six groups in 2.2.3 will be asked to vote for the nominee that will represent their regional group on the EITI Board. Voting should be done by the National Coordinator on behalf of the country but can be done by proxy by whomever the National Coordinator assigns to this purpose. Countries may vote for their own candidate.

When casting votes, countries have the right to rank up to four nominees in their respective groups. Four points will be attributed to a country's first choice, three to the second, two to the third and one to the fourth.

If there is an insufficient number of nominees and they indicate clearly whether they wish to be Board Members or Alternates, voting can be waived.

4. **Tally and nomination to the EITI Members' Meeting.** Voting will take place by email. The EITI Secretariat will guarantee the individual votes are not disclosed. Records will be kept for claims or a

recount.

The International Secretariat will count and tabulate the results. The International Secretariat will then post the list of the cumulated results on its website and send it to all National Coordinators. The nominee with the highest score in each group will receive the first member's seat in this group, the second ranking nominee the alternate member seat.

It is proposed that at least two-thirds of the total number of eligible country representatives in the respective groups cast a vote in order for the selection to be considered valid. If countries from a group are not able to select their nominees by 12 April 2023, the International Secretariat will initiate a selection by lot, observed by neutral third parties.

“The EITI Members’ Meeting shall...: ii) Elect the members, and alternates for each member, of the EITI Board on nomination from the constituencies” – Article 8.1

“In order to reflect the multi-stakeholder nature of the EITI Association, the EITI Board shall consist of 21 EITI Board members and shall be made up as follows...: ii) 9 Board members being members of the EITI Association from the Constituency of Countries, of which a maximum of 3 Board members should represent supporting countries and the remainder should represent implementing countries. When possible, implementing countries should be represented by at least 3 compliant countries” – Article 9.2

“All Board members retire with effect from the conclusion of the ordinary EITI Members’ Meeting held subsequent to their nomination, but shall be eligible for re-nomination at that EITI Members’ Meeting” – Article 9.3

“The constituencies may nominate, and the EITI Members’ Meeting may elect, one alternate Board Member for each Board member that the Constituency has nominated. An alternate may deputise for the Board Member. If there is no alternate, the relevant constituency shall nominate a new Board member and alternate”. – Article 9.4

2.3 Replacement of Board members and vacancies

The Articles of Association include provisions on what to do in the event of Board members failing to attend two consecutive Board meetings, half of the relevant committee meetings in a year or resigning before the term is over (see box below).

If it should be necessary for the constituency to consider replacing a Board member or Alternate, for example because a Board member or Alternate fails to attend two consecutive Board meetings or half of the relevant committee meetings in a year, or because the Board member no longer represents the government of the implementing country, it will be the responsibility of the regional group to nominate a new Board member for election by the Board. The vacancy should be filled by the resigning Board Member's Alternate, with the regional group nominating a new Alternate to be elected by the Board. The aforementioned nomination criteria should be used by the regional group (see Section 2.2.2 of these guidelines).

If a Board member fails to attend two consecutive Board meetings or half of the relevant committee meetings in a year, the Constituency Lead (see Section 2.2.1) will write to the Board member and ask him or her to explain the reasons for failing to attend and suggest a way forward to ensure his or her participation. The Constituency Lead will inform the Board. If no response is received or if a way forward is not found, the Constituency Lead may ask the regional group to begin the procedures for replacing the Board member within a given timeframe.

“If a Board Member is absent from a Board Meeting, that Board Member's Alternate may attend, participate in discussions, vote and generally perform all the functions of that Board Member in the Board Meeting. Should a Board Member fail to attend two consecutive Board meetings or half of the relevant committee meetings in a year, the Board may, after consultation with his or her Constituency, require the Constituency to replace the Board Member or Alternate.” – Article 9.5

“In the case of a vacancy on the EITI Board between two EITI Members' Meetings, this vacancy shall be filled by the resigning Board Member's Alternate, with the concerned Constituency nominating a new Alternate to be elected by the Board. Alternatively, the concerned Constituency may nominate a new Board Member to be elected by the Board.” – Article 9.6

2.4 Procedures for ensuring consultations within the constituency

The EITI Board recommends that constituencies should encourage consultations on strategic policy issues.

Implementing countries from all regions meet regularly ahead of Board meetings and are kept aware of strategic policy issues through National Secretariat Circulars. Ahead of each EITI Board meeting, the Constituency Lead will convene an Implement Country Constituency meeting (virtual and where possible in person). Implementing country Board members are expected to reach out regularly to the National Coordinators of the countries in their region. At a minimum this should happen ahead of every Board meeting. The International Secretariat will provide contact information for all National Coordinators by regions and is available to set up webinars and teleconferences to facilitate discussions upon request.

2.5 Complaints

The EITI has [recommended the following guidance](#) on addressing complaints within the constituency:

“If an EITI stakeholder wishes to complain about the processes his/her constituency has followed to agree its representation on the EITI Association or Board, those complaints should firstly be directed towards the members of that constituency. If a satisfactory solution cannot be agreed, a written report should be made to the EITI International Secretariat. Within three weeks of receiving such a report, the Secretariat will investigate the complaint and make a report of its findings to the EITI”.

Annex 1: EITI checklist for constituencies

Guidance to EITI constituencies

The members of the EITI Association are organised in constituencies (Article 5.2 of the EITI Articles of Association). There are three constituencies in the EITI: The constituency of countries, which comprises implementing countries and supporting countries, the constituency of companies, which comprises companies in the extractive sector and institutional investors, and the constituency of civil society organisations. Each constituency decides on its rules governing appointments of Members of the EITI Association (Article 5.3).

On 14 February 2018, the EITI Board agreed recommendations for EITI constituencies to develop their guidelines. The Board's recommendations are provided below in the checklist. For the purpose of this document, the term "constituency" is understood to mean the three constituencies identified in Article 5.2 of the EITI Articles of Association (countries, companies and civil society) as well as any sub-groups in which the constituencies divide themselves in accordance with the sub-divisions specified under Article 5.2 (e.g. implementing and supporting countries or companies, commodity traders and institutional investors) or through generalised practice (e.g. oil and gas and mining companies, etc.).

1. Membership of the EITI Association

- Has the constituency agreed rules governing the appointment of Members of the EITI Association? (Article 5.3)
- Are the rules governing the appointment of membership in accordance with the limitations spelled out in Article 5.3 of the EITI Articles of Association?
- Is the process open and transparent? Is information on the process available on the EITI website, including a contact person for any stakeholder wishing to be involved, in accordance with the principles agreed by the Board in 2013?

- In accordance with the same principles and recommendation 5 in Board decision 2018-17/BM-39/BP-39-6, is the process inclusive?

Background

Article 5.1 of the EITI Articles of Association states that “A Member of the EITI Association is a personal representative of a country (meaning state), a company, organisation or legal entity that is appointed by a Constituency as set out in Articles 5.2 and 5.3”. Article 5.2 states that “The Members are organised in three Constituencies, which are i) the Constituency of Countries, which comprise: a) Implementing countries...b) Supporting countries; ii) The Constituency of Companies, which comprise: a) Companies in the extractive sector... and Institutional Investors...; iii) The Constituency of Civil Society Organisations...”. Article 5.3 states that “Each Constituency decides on its rules governing appointments of Members of the EITI Association. The Membership shall be limited to the following: i) From the constituency of countries, up to one representative from each Implementing Country and each Supporting Country (or their unions); ii) From the Constituency of Companies, up to one representative from each company and associations representing them, and a maximum of five representatives from Institutional Investors; iii) From the Constituency of Civil Society Organisations, up to one representative from each CSO”.

2. Nomination of Board members

- The EITI Board is elected by the Members’ Meeting on nomination from the constituencies (Article 8.1(ii)). Has the constituency agreed rules for the nomination of Board members for election by the EITI Members’ Meeting?
- In accordance with the principles agreed by the Board in 2013,
- Is the process open, transparent and inclusive?
 - Does the process seek to ensure that gender diversity is adequately represented?
 - Does the process ensure that constituencies are represented on the Board at sufficiently senior level?

- Has the constituency considered provisions on term limits? At its meeting in Oslo in February 2018, the Board recommended that, taking into account the circumstances in each constituency, each constituency should have an aspiration to renew 50% of Board members (including alternates) with the intention that Board members should serve a full term (3 years). (Board decision 2018-17/BM-39/BP-39-6, recommendation 16).
- At the same meeting in 2018, the EITI Board recommended that, especially for implementing countries, guidelines should require nominees to obtain a confirmation in writing that the necessary resources will be made available for their participation on the EITI Board. (Board decision 2018-17/BM-39/BP-39-6, recommendation 21)

Background

Article 8.1(ii) states that the EITI Members' Meeting shall... "Elect the Members, and Alternates for each Member, of the EITI Board, **on nomination from the Constituencies**". Article 9.4 states "The Constituencies may nominate, and the EITI Member's Meeting may elect, one alternate Board Member (an "Alternate") for each Board Member that the Constituency has nominated. An Alternate may deputise for the Board Member. If there is no Alternate, the relevant Constituency shall nominate a new Board Member and Alternate".

3. Replacement of Board members and vacancies

- Do the guidelines establish a process to address the consequences of Board members failing to attend three or more consecutive Board meetings? (Article 9.5 and Board decision 2018-17/BM-39/BP-39-6, recommendation 19).
- Do the guidelines include instructions on how new Board members and alternates will be nominated between EITI Members' Meetings? (Article 9.6 and Board decision 2018-17/BM-39/BP-39-6, recommendation 23).

Background

Article 9.5 states: “If a Board Member is absent from a Board Meeting, that Board Member’s Alternate may attend, participate in discussions, vote and generally perform all the functions of that Board Member in the Board Meeting. Should a Board Member fail to attend three consecutive Board meetings, the Board may, after consultation with his or her constituency, require the constituency to replace the Board Member. Article 9.6 states “In the case of a Vacancy on the EITI Board between two EITI Members’ Meetings, this vacancy shall be filled by the resigning Board Member’s Alternate, with the concerned Constituency nominating a new Alternate to be elected by the Board. Alternatively, the concerned Constituency may nominate a new Board Member to be elected by the Board.”

4. Constituency coordinators and sub-constituency contact points

- Has the constituency established a position of constituency coordinator (recommended)? (Board decision 2018-17/BM-39/BP-39-6, Recommendation 7)
- If so, what are the terms of reference of the coordinator (proposed roles, responsibilities, systems of feedback and role in handling complaints) and selection/election procedures?² (Board decision 2018-17/BM-39/BP-39-6, Recommendation 7)
- Have sub-constituencies appointed contact-points (recommended)? (Board decision 2018-17/BM-39/BP-39-6, Recommendation 8)
- How are constituency coordinators and sub-constituency contact points communicated to the public?

Background

The EITI Board decided at its meeting in Oslo in February 2018 that “each constituency should establish a position of constituency coordinator”, that

² Constituency Coordinators can be – but do not need to be – EITI Board members.

“Constituency Coordinators need not be EITI Board members” and that “there should be sub-constituency contact points”.

5. Procedures for ensuring consultations within the constituency

- Do the guidelines explain what procedures are in place to ensure consultation within the constituency on strategic policy issues? (Board decision 2018-17/BM-39/BP-39-6, Recommendation 12)

Background

The EITI Board decided at its meeting in Oslo in February 2018 that the EITI’s guidance to its constituencies should “encourage consultations on strategic policy issues”.

6. Complaints

- Do the guidelines set out what procedures are in place for stakeholders to express and address concerns within the constituency? (Board decision 2018-17/BM-39/BP-39-6, Recommendation 25).

Background

The EITI’s guidance to its constituencies of 2013 recommended the following: “If an EITI stakeholder wishes to complain about the processes his/her constituency has followed to agree its representation on the EITI Association or Board, those complaints should firstly be directed towards the members of that constituency. If a satisfactory solution cannot be agreed, a written report should be made to the EITI International Secretariat. Within three weeks of receiving such a report, the Secretariat will investigate the complaint and make a report of its findings to the EITI”.