

# MINUTES OF THE 6<sup>TH</sup> EITI MEMBERS' MEETING

These Minutes capture the purpose and agreed outcomes of the 6<sup>th</sup> EITI Members' Meeting.

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## 6-1 Welcome and adoption of the agenda

The 6th EITI Members' meeting was held in Dakar on 12 June 2023.

The EITI Chair, Helen Clark, requested confirmation from the Secretariat and the EITI's legal counsel, Mr Christian Fredrik Michelet, that a quorum had been reached, welcomed the Members to the 6th ordinary EITI Members' Meeting and introduced the agenda. The agenda was adopted and is attached for reference.

The draft Members' Meeting agenda was subsequently approved by the Members of the EITI association.

## 6-2 Approve the activities report, the accounts, and the action plan for the EITI Board

The Chair called on EITI Executive Director, Mark Robinson who introduced the 2022 and the anniversary reports which highlighted progress on beneficial ownership, contract, transparency, project level reporting and transparency in commodity trading in the 57 EITI member countries around the world.

On the accounts, Mark informed the meeting that the accounts for 2019 through to 2021 were approved by Members of the Extraordinary Members' Meeting held in June 2022.

On the Workplan, Mark explained that the EITI Association sought to achieve and improve transparency and governance of natural resources. Since the last Global Conference held in 2019, 38 countries had been through Validation including 8 who met all the requirements.

In closing, Mark mentioned that the 2022 annual accounts, the Workplan and the budget for 2023 were approved by the Board at the 55<sup>th</sup> EITI Board meeting held in Buenos Aires, Argentina. All documents were available on the EITI website.

The Members' Meeting unanimously approved the activities report, the annual accounts 2022 and the action plan for the EITI Board.

## 6-3 Adoption of amendments to the EITI Articles of Association

The Chair invited EITI Legal & Corporate Engagement Director, Andy Irvine, to introduce the proposed amendments to the EITI Articles of Association.

Andy informed the meeting that the Governance and Oversight Committee (GOC) was tasked with reviewing EITI's governance documents ahead of each global conference to ensure they were up to date and fit for purpose.

Drawing on consultations with the EITI Board Constituencies, the review resulted in two sets of recommended amendments to the Articles of Association. The Board's first set of recommended amendments were approved at the Extraordinary Members' Meeting held in June 2022. These amendments were reflected in the revised Articles of Association in 2022.

The EITI Board's second set of recommended amendments were now being presented to the 6<sup>th</sup> Members' Meeting for adoption and Andy informed the Members that the amendments had been

approved by the EITI Board, with the support of all Board constituencies.

He presented the recommended amendments to the objective of the EITI Association, explaining to the Members that the objective of the EITI Association is to uphold the EITI principles and the EITI requirements as the internationally accepted standard for transparency in the oil, gas, and mining sectors.

This objective is pursued, recognising that strengthened transparency along the extractive industry value chain could reduce corruption, improve natural resource management, contribute to responsible energy transition, and enable the revenue from extractive industries to transform economies, reduce poverty, and raise the living standards of citizens and resource rich countries.

The Board also recommended a new article 5.5 specifying when a Member's membership in the EITI Association would terminate, such as upon death, dissolution of the entity, the delisting of an implementing country and the failure of Members to pay membership fees and/or failure to register as a Member. Andy explained that these basic reasons for termination of membership were previously absent from the Articles of Association.

The Board finally recommended changes to article 5.6 (formerly 5.5) to clarify when a Members' membership in the EITI Association could be terminated by the Board or when the Board could sanction certain conduct of a Member, short of termination.

Andy closed by saying that besides these recommended amendments, there were minor wording changes recommended to several articles to bring the language in the articles in line with current terminology. Finally, the Board recommended that Article 12.1.9, be amended to specify that the EITI Board had the authority to adopt and enforce the EITI Standard.

The Company work plans had also been amended to state Company expectations in Article 12.1.10.

The Members' Meeting unanimously approved the amendments as proposed in Members' Meeting Paper 6-3.

## 6-4 Elect the EITI Chair and the EITI Board

On proposal from the EITI Board, Helen Clark was unanimously elected by the Members' Meeting as EITI Chair.

On the election of the members of the EITI Board, there were a number of questions raised on the process of election of nominees to the Board by the constituencies.

Andy reminded the Members that the EITI Board did address breaches to the EITI Code of Conduct on a case-by-case basis. He further added that the Secretariat had recently conducted an assessment of how companies are making progress under the Expectations for EITI supporting companies, and that the process or possible enforcement mechanism or ways to encourage companies to make further progress under those Expectations would be addressed by the EITI Board through its Governance and Oversight Committee.

Several members called for frank and open dialogue with the representatives from the company constituency around the legitimacy of the nomination process and the nomination of a member of one of the oil and gas companies. Members present expressed the desire to address the issue in an effective manner even if it meant delaying the decision until the next day as calling for an extraordinary meeting would lead to further delays and the non-existence of a Board.

The Chair informed the Members that the meeting would be “paused” until 8:00 Dakar time on 13 June to enable constituencies to discuss their nominations to the EITI Board, and for cross-constituency discussion to take place. The pause would also enable nominee from the oil and gas company to have the opportunity to respond to Members' questions.

The quorum for the Members' meeting had been established and would be upheld at the meeting on 13 June.

When the meeting continued on 13 June at 08:00, the Chair allowed further representations from members, including from a nominee from the oil and gas company. During the meeting, the importance of companies adhering to approved expectations, was emphasised. It was noted that the outgoing Board had stressed the need to address challenges related to this as a priority for the incoming Board, including drawing lessons from the assessment of company expectations. The newly appointed Board will uphold these expectations and conduct timely assessments and publication of results. Rebuilding trust and mutual respect were highlighted, and the need for members to adhere to the Code of Conduct and act in the best interest of the EITI. The EITI must uphold its rules and standards. The newly launched Standard should be fully implemented, especially respecting the civil society protocol. The Chair concluded the discussion and emphasised the desirability of taking decisions by consensus as per usual practice.

At the meeting held on 13 June at 08:00, the Members' Meeting elected the EITI Board for the 2023-2026 term, as nominated by their respective constituencies.

The list of elected Board members and alternates are attached below.

## 6-5 Briefing on the Requirements to the EITI Standard

The Chair invited EITI Policy Director Lydia Kilpi to brief the members on the requirements of the Standard. The Chair noted that the 2023 EITI Standard had already been approved by the EITI Board and invited the Members to adopt it, noting that it would guide the activities of the Board for the next three years.

## Annex A:

## Elected Board Members and Alternates of the EITI Association for the 2023-2026 term

Implementing Countries	
Full Board Member	Alternate Board Member
<b>Mr Mohamed Lemine AHMEDOU</b> , EITI National Coordinator, Mauritania	<b>Mr Samou SIDIBE</b> , EITI Permanent Secretary, Mali
<b>Ms Isabel CHUVAMBE</b> , EITI National Coordinator, EITI Secretariat, Mozambique	<b>Ms Francesc Piagie ALGHALI</b> , Minister of State, Office of the Vice-President, Sierra Leone
<b>Mr Jean-Jacques KAYEMBE</b> , EITI National Coordinator, Democratic Republic of the Congo	<b>Mr Florent Michel OKOKO</b> , EITI National Coordinator, Republic of the Congo
<b>Ms Cielo MAGNO</b> , Undersecretary of the Department of Finance, Philippines	<b>Mr Agus Cahyono ADI</b> , EITI National Coordinator, Indonesia
<b>Mr Miguel Angel DÍAZ</b> , Vice-Minister of Mines, Dominican Republic	<b>Mr Gregory McGUIRE</b> , Chairman of TTEITI Steering Committee, Trinidad and Tobago
<b>Ms Lusine TOVMASYAN</b> , EITI National Coordinator, Armenia	<b>Mr Genci TËRPO</b> , EITI National Coordinator, Albania

Supporting Countries	
Full Board member	Alternate Board member
<b>Ms Christine DETAILLE</b> , Head of Unit Transitional Development and Governance, Ministry of Foreign Affairs, Foreign Trade and Development Cooperation, Belgium	<b>Ms Melissa SÄILÄ</b> , Programme Director, Taxation for Development Action, Unit for Development Finance and Private Sector Cooperation, Ministry of Foreign Affairs, Finland
<b>Mr Rinaldo JEANTY</b> , Director General and Chief Inspector of Explosives, Lands and Minerals Sector, Natural Resources, Canada	<b>Mr Carl WATSON</b> , Director, Office of Policy Analysis & Public Diplomacy (ENR/EGA/PAPD), Bureau of Energy Resources, U.S. Department of State, USA
<b>Mr Jürg VOLLENWEIDER</b> , Head, Macroeconomic Support Section, State Secretariat for Economic Affairs (SECO), Switzerland	<b>Ms Katja POHLMANN</b> , Head of Division Energy, Hydrogen, Raw Materials, Infrastructure, Ministry for Economic Development and Cooperation, Germany

Civil Society	
Full Board member	Alternate Board member
<b>Mr Aliou Ba COULIBALY</b> , President, Publish What You Pay (PWYP) Coalition, Mauritania	<b>Mr Kossi KOUGBLENOU</b> , Executive Director, ACOMB, Togo
<b>Ms Vanessa CUETO LA ROSA</b> , Environmental Lawyer, Derecho Ambiente y Recursos Naturales, Peru	<b>Ms Yessica PRIETO RAMOS</b> , Civil society Representative, Colombia
<b>Ms Diana KAISSI</b> , Programme Director, The International Republican Institute (IRI), Lebanon	<b>Mr Matthieu SALOMON</b> , Interim Governance Programs Director, Senior Governance Officer, NRGI, France
<b>Ms Mariya LOBACHEVA</b> , Executive Director, Echo - Public Association, Kazakhstan	<b>Ms Olena PAVLENKO</b> , President, DIXI Group, Ukraine
<b>Mr Clancy MOORE</b> , Chief Executive Officer, Transparency International, Australia	<b>Ms Tamika HALWINDI</b> , Environmental Governance Officer, Zambia

Supporting Companies & Institutional Investors	
Full Board Member	Alternate Board Member
<b>Ms Kathryn CASSON</b> , Chief Adviser, Civil Society and Outreach, Rio Tinto	<b>Mr Richard MORGAN</b> , Head of Government Relations, Anglo American
<b>Mr Chinonso EMEHELU</b> , Director, Sub-Saharan Africa, International Government Relations, ExxonMobil	<b>Mr Mike ANDERSON</b> , Senior Vice President, Sustainability and External Affairs, Kosmos Energy
<b>Mr James ENSOR</b> , Chief Executive Officer, BHP Foundation	<b>Mr Nick COTTS</b> , Vice-President, Sustainability and External Relations, Newmont
<b>Ms Nathalie MOGNETTI</b> , Senior Vice President, Tax, TotalEnergies	<b>Mr Roberto NARDI</b> , Head for Consolidated Financial Statements and Reporting, Eni
<b>Mr James NICHOLSON</b> , Head of Corporate Responsibility, Trafigura	TBC
<b>Mr Christopher RICE</b> , Executive Vice President Tax, Shell International Limited	<b>Ms Ivanka MAMIC</b> , Senior Vice President, Sustainability, bp