

# Governance and Oversight Committee Terms of Reference (ToRs)

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On behalf of the EITI Board, the Governance and Oversight Committee shall consider and seek to develop recommendations to improve the governance and oversight of the EITI, including on:

- **Decision-making procedures** at Board meetings and through Board Circulars.
- **Accountability lines and Board oversight.** This may include any changes that may be considered necessary to the procedural guidelines for the Chair and the Executive Director, including their terms of reference or their recruitment and remuneration policy.
- **Support to the Chair's oversight and direction of the work of the Secretariat** in accordance with Article 12 vii) “[the Board shall] oversee and direct (through the EITI Chair) the work of the EITI Secretariat”.
- **The review of EITI Secretariat Workplans and budgets in cooperation with the Finance Committee,** prior to submission to the Board.
- The adherence to and amendments of the **Articles of Association.**
- **Governance issues concerning Members' Meetings, Board meetings and Board committees.** This includes ensuring that procedures are understood and followed, as well as following up specific stakeholder concerns.
- **Risk management,** including continuing the review of how the EITI addresses concerns, assessing its effectiveness and scope, and proposing improvements to the Board as necessary.
- **General coherence and consistency of EITI's governance structures,** including annual review of Board committee terms of reference to ensure roles and responsibilities remain appropriate and fit for purpose.
- **Constituency guidelines,** including their regular update and follow-up in a manner that is consistent with the EITI's multi-stakeholder spirit. This includes encouraging that constituency rules concerning Board member status and vacancies are followed.
- **Code of Conduct,** including annual review of whether sign-off procedures are being adhered to and any recommendations for improvement.
- **Board Manual** annual review.
- The EITI's **per diem policy,** including any recommendations for improvement.
- **Performance,** including the annual conduct and review of Board member performance self assessments and new Board member inductions and follow up.
- **Liability** of Board members.
- **Present the audited accounts** of the EITI International Management to the Board with a recommendation for approval. To implement this, it is suggested that the committee hold at least one teleconference a year with the EITI's auditor.

## Committee policy on observers and quorum

The Committee follows the [EITI observer policy for EITI Committees](#) as approved on January 2018. The Committee Chair is responsible for enforcing the policy, with support from the International Secretariat. Stakeholders interested in observing committee meetings will find information on upcoming meetings at <https://eiti.org/board-committees#governance-committee>.

The Committee also follows the Board's policy on quorum for committees as established at its

meeting in Jakarta in 2011 and reaffirmed in 2014: For a meeting to be considered quorate, each constituency should have at least one member present and there should be at least one member from implementing countries. If a meeting is not quorate, decisions may be taken by correspondence on a no-objection basis following the circulation of meeting minutes.

### Committee papers and procedures

The Committee will be supported by the EITI International Secretariat to fulfil its Terms of Reference. This support will include drafting agenda, papers and minutes for consideration by the Committee. The documentation will be made regularly available through the Governance and Oversight Committee pages on EITI's internal website (<https://extractives.sharepoint.com/sites/GovernanceandOversightCommittee>).

The Committee follows the Board-endorsed “Good practices for committee calls”, available on pages 11 and 12 of the [EITI Board manual](#), including deadlines for the submission of papers and individual responsibilities of Committee members.

The Committee follows the [EITI's Openness policy](#). Committee members should be judicious in their sharing of the internal working documents of the committee, which are not considered public in accordance with provision 4 of the EITI Openness policy.

### EITI Association Code of Conduct

Members of the Governance and Oversight Committee are expected to familiarise themselves with – and abide by – the [EITI Association code of conduct](#).

The Committee affirms its commitment to abide by the provision on conflict of interest for EITI Office Holders in article 9 of the EITI Code of conduct and Article 14.6 of the EITI Articles of Association. As EITI Office Holders, Committee members shall avoid conflicts of private interest, defined by the code of conduct as “a situation or circumstance in which the interests of EITI Office Holders influence or may influence the objective and impartial performance of their official EITI duties. In this regard, private interests include any advantage for themselves, their families or personal acquaintances”. Committee members who find themselves in such a situation are expected to recuse themselves and inform the Committee of such recusal.