

# Agenda

**EITI International Secretariat****Oslo, 9 February 2016****Tuesday, 23 February 2016**

EITI Members' Meeting Paper 4-1

## Agenda

**16:30 4-1 Welcome from Chair and adoption of agenda***EITI Members' Meeting Paper 4-1***16:35 4-2 Chair reports on activities and plans, followed by discussion***Members' Meeting Paper 4-2 (The 2016 EITI Progress Report)***16:50 4-3 Elect the EITI Board***Members' Meeting Paper 4-3 Board Nominees*

Elect Members and alternates of the Board, on nomination from the constituencies.

Elect the EITI Chair, on proposal from the Board.

**17:15 4-4 Approve amendments to the Articles of Association***Members' Meeting Paper 4-4 Proposal for amendments*

The EITI Board proposes that the Articles of Association be amended as suggested in Members' Meeting Paper 4-4.

**17:30 4-5 Briefing on the EITI Standard***Members Meeting Paper 4-5 (The EITI Standard, available on [www.eiti.org/document/standard](http://www.eiti.org/document/standard))***18:00 Meeting ends**

# Nominees to the EITI International Board 2016-2019

2016

## Paper 4-3

### Chair

The Board proposes **Mr Fredrik REINFELDT** as the EITI Chair.

### Countries

The following nominations have been received for Board Members and Alternate Members representing countries.

Implementing Countries	
Member	Alternate Member
<b>Mr Didier Vincent Kokou AGBEMADON</b> , National Coordinator, Togo	<b>Mr Ismaila Madior FALL</b> , Minister, Legal Adviser to the President and Chair of the EITI National Committee, Senegal
<b>Ms Zainab AHMED</b> , Federal Minister of State Ministry of Budget and National Planning, Nigeria	<b>Mr José Fernandes ROSA CARDOSO</b> , National Coordinator, São Tomé e Príncipe
<b>Ms Olga BIELKOVA</b> , Member of Parliament, Ukraine	<b>Mr Nurabaev Bazarbai KANAEVICH</b> , Chairman, Committee of Geology and Subsoil Use, Ministry of Investment and Development, Kazakhstan
<b>Mr Jeremy Mack DUMBA</b> , National Coordinator, Democratic Republic of Congo	<b>Ms Agnès Solange ONDIGUI OWONA</b> , National Coordinator, Cameroon
<b>Mr Montty GIRIANNA</b> , President, EITI National Committee, Indonesia	<b>Mr Enkhbayar NEMEKHBAYAR</b> , Director-General, Strategic Policy and Planning Department, Ministry of Mining, Mongolia
<b>Mr Victor HART</b> , Chair of TTEITI, Trinidad and Tobago	<b>Ms Maria Isabel ULLOA</b> , Vice Minister of Mines, Colombia
Supporting Countries	
<b>Ms Marine de Carne DE TRÉCESSON</b> , Ambassador, Corporate Social Responsibility, Ministry of Foreign Affairs, France	<b>Ms Kerstin FAEHRMANN</b> , Head of Division, Energy, Infrastructure, Raw Materials, Federal Ministry for Economic Cooperation and Development (BMZ), Germany
<b>Ms Mary WARLICK</b> , Principal Deputy Assistant Secretary of State, Bureau of Energy Resources, State Department, USA	<b>Mr Mark PEARSON</b> , Director General, External Relations, Science and Policy Integration, Natural Resources Canada, Canada
<b>Mr Nico VAN DIJCK</b> , Advisor, Office of Economic Interests, Directorate-General for Bilateral Affairs, Ministry of Foreign Affairs, Belgium	<b>Ms Catarina HEDLUND</b> , Deputy Director at the Department for International Trade Policy, Ministry for Foreign Affairs, Sweden

## Civil Society Organisations

The following nominations have been received for Board Members and Alternate Members representing civil society organisations.

Civil Society	
Member	Alternate Member
<b>Ms Ana Carolina Espinosa GONZALES</b> , Universidad Externado de Colombia, Colombia	<b>Mr Cesar GAMBOA</b> , Derecho, Ambiente y Recursos naturales, Peru
<b>Mr Gubad IBADOGLU</b> , Senior Researcher, Economic Research Center, Azerbaijan	<b>Ms Oleksyi ORLOVSKY</b> , International Renaissance Foundation, Ukraine
<b>Mr Bubelwa KAIZA</b> , Executive Director, Concern for Development Initiatives in Africa (ForDIA), Tanzania	
<b>Mr Daniel KAUFMANN</b> , President, Natural Resource Governance Institute (NRGI)	<b>Ms Wendy TYRRELL</b> , Transparency International – Australia
<b>Ms Cielo MAGNO</b> , Bantay Kita, Philippines	<b>Mr Moses KULABA</b> , Governance and Economic Policy Forum, Tanzania
<b>Ms Faith NWADISHI</b> , Executive Director, Koyenum Immalah Foundation/National Coordinator Publish What You Pay, Nigeria	<b>Mr Brice MACKOSSO</b> , Commission Justice et Paix, Republic of Congo

## Companies

The following nominations have been received for Board Members and Alternate Members representing companies including institutional investors.

Companies including Investors	
Member	Alternate Member
<b>Mr Sasja BESLIK</b> , Head of Responsible Investments at Nordea Asset Management	
<b>Mr Stuart BROOKS</b> , Manager, International Relations, Chevron	<b>Mr John HARRINGTON</b> , Upstream Issues Manager, Exxon Mobil Corporation
<b>Mr Dominic EMERY</b> , Vice-President, Long-Term Planning, BP	<b>Mr Alan McLEAN</b> , Executive Vice President, Tax and Corporate Structure, Royal Dutch Shell
<b>Ms Laurel GREEN</b> , Group Executive, Legal & External Affairs, Rio Tinto	<b>Mr Carlos ARANDA</b> , Manager Technical Services, Southern Peru Copper Corporation
<b>Ms Carine Smith IHENACHO</b> , Vice President Legal, Statoil	<b>Mr Jean-François LASSALLE</b> , Directeur Affaires Publiques, Total
<b>Mr Jim MILLER</b> , Vice President, Environmental Affairs, Freeport-McMoRan, Copper&Gold	<b>Mr Ian WOOD</b> , VP Sustainable Development, BHP Billiton

Members' Meeting Paper 4-4

# Proposal from the EITI Board for amendments to the Articles of Association

21 January 2016

## Summary

Following a review of the governance of the EITI in 2015, the EITI Board suggests that five articles in the Articles of Association be amended as set out below.

## 1 Introduction

The Board proposes to the EITI Members' Meeting that five amendments are made to the Articles of Association. These suggestions follow a Governance Review completed by the Board in 2015. The Board considered a number of proposals put forward by the Governance Committee and decided at its meeting in Kiev on 9-10 December 2015 to agree to these, including making amendments to the Articles of Association.

According to Article 20 of the Articles of Association, "These Articles of Association may be amended by the EITI Members' Meeting convened and held, pursuant to Article 8 by approval of at least two-thirds of the Members present. A proposal for an amendment shall be communicated in writing to all EITI Members four weeks in advance of the relevant resolution".

## 2 Proposed amendments to the Articles of Association

(Proposed new wording in each article is **marked in red**)

### *Proposal 1. Amend the Articles of Association to allow for the removal of Board members due to lack of participation*

It is proposed that Article 10(5) be amended as follows:

*"If a Board Member is absent from a Board Meeting, that Board Members' Alternate may attend, participate in discussions, vote and generally perform all the functions of that Board Members 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."*

The Board decided in December 2015 that "the Articles of Association should allow for the removal of Board members due to a lack of participation", noting that "as a rule however, Board members participation should be discussed first within relevant constituencies."

### *Proposal 2. Remove Article 6 and amend Article 18.1 to allow for funding flexibility*

It is proposed that Article 6 be removed from the Articles of Association. All articles thereafter will be renumbered.

~~*"ARTICLE 6 SUBSCRIPTION FEE  
There is no subscription fee for Members."*~~

It is also proposed that Article 18.1 on funding be amended as follows:

"The EITI Association is a non-profit association. Its funds consist of **voluntary** contributions from EITI Members and grants from bilateral and multilateral donors, international financial institutions and other agencies, organisations and entities."

The Governance Review "strongly recommended" that the Board reconsider whether funding should remain voluntary. The Board decided in December 2015 to recommend to the Members' Meeting that the word "voluntary" be removed from Article 18.1. This also renders Article 6 moot.

*Proposal 3. Amend the Articles of Association to allow for one additional country representative on the EITI Board*

It is proposed that Article 10.2 (ii) be amended as follows:

89 Board 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

In order to strengthen the voice of implementing countries on the Board, the 2015 Governance Review recommended among other things adding one additional implementing country seat (with alternate) to the Board. The Board decided in December 2015 to recommend this to the Members' Meeting.

*Proposal 4. Amend the voting procedures to give implementing countries voting power on a par with the civil society constituency and the company constituency.*

It is proposed that Article 15(5) be amended as follows:

"If a vote is required, resolutions are adopted by qualified majority requiring 13 votes to be cast in favour of the resolution, and must include the support of at least one third of the Board Members from each Constituency *including one third from the sub-constituency of implementing countries.*"

Following the findings of the 2015 Governance Review, the Board considered a number of measures to strengthen the voice of implementing countries. The Board recognized that under the current voting procedures, a resolution could be passed without any implementing country support.

*Proposal 5. Amend Article 15.6 on conflict of interests*

It is proposed that Article 15.6 be amended as follows:

A Board Member shall not vote in respect of any matter or arrangement in which he or she is directly **and personally** interested, or if there are any other special circumstances which **could** ~~are apt to~~ impair confidence in his or her impartiality representing constituency interests. A Board Member shall declare such interests ~~in writing~~ to the EITI Board as soon as possible after he or she becomes aware of the same **and this will be recorded in the Board minutes**. A Board Member shall not be counted in the quorum present when any resolution is made about a matter which that Board Member is not entitled to vote upon. **This shall not prevent a Board Member's alternate from voting on the matter.**"

The Board decided in December 2015 to propose to clarify the provisions related to conflicts of interest. The intention was to make it clear that the provision on conflicts of interest refers to personal interests.