



PUBLISH WHAT
YOU PAY

Governance Manual

Approved May 2015
Updated January 2019

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The manual is intended to be a living document. As PWYP's governing bodies develop experience in their roles, the manual will be updated to ensure that it reflects best practice in coalition governance.

INTRODUCTION

PURPOSE OF THE GOVERNANCE MANUAL

The Publish What You Pay (PWYP) Governance Manual outlines governance roles and responsibilities for PWYP, which has been a registered legal entity in the United Kingdom since April 2015. The manual is intended to be a living document. As PWYP's governing bodies develop experience in their roles, the manual will be updated to ensure that it reflects best practice in coalition governance. In addition to ad hoc amendments to the manual as agreed from time to time (see below for authorisation to amend aspects of the manual), there will be a full and formal review every three years.

PWPY is a registered company (number 9533183) and a charity (number 1170959) in England and Wales, with a wholly owned subsidiary company (number 10894073). PWYP has a controlling interest in a PWYP Foundation. In addition to the Governance Manual, PWYP is required by law to have a Memorandum and Articles of Association. In order to ensure that the provisions of the Governance Manual are reflected in the PWYP Articles of Association, they have been drafted in line with the Governance Manual, and any updates are reflected in both documents. PWYP entities are bound by the law of the country where they are registered.

The governance roles and responsibilities outlined in this manual are designed to reflect the PWYP values and principles. Being fundamentally concerned with transparency and accountability, PWYP has a governance framework that is as transparent and accountable as possible. In addition, the governance structure strives to ensure that women and men are equally encouraged and supported to participate in the leadership of the global movement.

The table below specifies which governance body has the right and the responsibility to update each section of the Governance Manual.

GOVERNANCE MANUAL SECTION	RESPONSIBLE FOR INITIATING AMENDMENTS	RESPONSIBLE FOR APPROVING AMENDMENTS
Becoming a PWYP member organisation	Global Council	Global Assembly
Becoming a PWYP national coalition	Global Council	Global Assembly
Patrons	Board	Global Assembly
Operating Principles	Global Council	Global Assembly
Coalition Membership Standards	Global Council	Global Assembly
Expectations of member organisations	Global Council	Global Council
Expectations of national coalitions	Global Council	Global Council
Sanctions and Procedures for Non-Compliance	Global Council	Board
Terms of reference – Global Assembly	Global Council	Global Assembly
Terms of reference – Board	Board	Global Council
Terms of reference – Global Council	Global Council	Board
Regional Steering Committees	Global Council	Board
Executive Director and Secretariat	Board	Global Council
Role Description – Board members	Board	Global Council
Role Description – Chair of the Board	Board	Board
Role Description – Treasurer	Board	Board
Role Description – Global Council members	Global Council	Board
Role Description – Chair of Global Council	Global Council	Global Council
Role Description – GC/Board liaison	Global Council	Board
Role Description - Company Secretary	Board	Board
Election of the Global Council	Board	Global Assembly
Election/Selection of the Board	Board and/or Global Council	Global Council
Board Members' Code of Conduct	Board	Global Council
Global Council Members' Code of Conduct	Global Council	Board

SECTION 1

BACKGROUND

PWYP'S VISION

A world where all citizens benefit from their natural resources, today and tomorrow.

PWYP'S MISSION

To build a global movement of civil society organisations making oil, gas and mineral governance open, accountable, sustainable, equitable and responsive to all people.

PWYP is a global movement comprising national coalitions and member organisations from across the civil society spectrum. This Governance Manual applies to PWYP at a global level only. National coalitions have their own governance structures and are in principle autonomous, but must abide by the PWYP Operating Principles and membership standards (see Appendix 1). The Operating Principles form part of this Governance Manual.

The five levels of governance and management of PWYP are:

- A Global Assembly which meets every three years to enable all members to engage in strategy and policy review and development, and to oversee the Global Council and Board.
- A Global Council comprising regional and global representatives elected from among PWYP coalitions to develop strategies and policies for PWYP programmes and activities.
- A Board which takes on financial and legal responsibility for the legal entities.
- Regional Steering Committees, which provide policy guidance, strategic leadership and governance oversight at regional level.
- A decentralised Secretariat to support the work of the latter three bodies and to coordinate, facilitate and strengthen the global movement.

PWYP AS A REGISTERED CHARITY IN ENGLAND AND WALES

Being registered as a charity means that PWYP's Board members are registered with the UK's Charity Commission as Trustees of the Charity. They are responsible for ensuring that the charity functions within its charitable objects, and fulfils the obligations set by the Charity Commission with regard to good governance and management. These include transparency about the charity's strategies, progress towards its objectives, and use of charitable resources. The Company Secretary is responsible for ensuring that the Board members meet these responsibilities.

PWYP AS A COMPANY LIMITED BY GUARANTEE REGISTERED IN ENGLAND AND WALES

Being registered as a company limited by guarantee means that PWYP's Board members are registered with the UK's Companies House as Directors of the Company. They are responsible for ensuring that the organisation functions within the UK's company laws and other relevant legislation. "Limited by guarantee" means that, as a non-profit company, the Board members' liability for the consequences of insolvency is limited to a nominal amount (usually £1). The Company Secretary is responsible for ensuring that the Board members meet these responsibilities effectively. The Global Council members act as PWYP Company Members. No changes to the company's operations or governance can be made without the approval of the Company Members.

SECTION 2

MEMBERSHIP

1. BECOMING A PWYP MEMBER ORGANISATION

PWYP is open to membership by any organisation that:

- Endorses the PWYP Vision and Mission
- Commits to uphold and continuously abide by PWYP's Operating Principles and membership standards
- Is a registered (or formally recognised) civil society organisation or community-based organisation within the territory in which it operates, unless there are compelling reasons making this not possible.

The PWYP coalition in a relevant country is responsible for approving membership of member organisations and has a responsibility to communicate new members to the Secretariat. In countries where a PWYP national coalition does not currently exist, responsibility for decisions about organisational membership lies with the PWYP Secretariat and the relevant regional representative on the Global Council.

An organisation with offices in more than one country may be a member in each national coalition where it has an office, provided it meets the membership criteria.

2. BECOMING A PWYP COALITION

A coalition can apply to become the official national PWYP coalition if it:

- Endorses the PWYP Vision and Mission
- Commits to uphold and continuously abide by PWYP's Operating Principles and membership standards
- Has a constitution and governance structure that meets these standards
- Has a strategic work plan, or is in the process of developing such a plan, that demonstrates its work towards the PWYP Vision and Mission
- Has completed an application form and provided the required documents for review.

There is no requirement for the coalition itself to be registered as a legal entity. It is only required that the member organisations which comprise the coalition are registered entities or are otherwise formally recognised.

3. PWYP PATRONS

The PWYP Global Council is responsible for the approval or otherwise of applications to become a PWYP coalition in regions outside Africa. Within Africa, the Africa Steering Committee has this responsibility. The PWYP Board is informed of these decisions.

PWYP will only appoint Patrons once it has produced an Expectations and Support Policy that clarifies the costs and benefits of having PWYP Patrons, and which demonstrates that they would bring added value.

Patrons are regional role-models who stand for integrity, transparency and accountability, take pride in their association with PWYP and add value to its mission. Patrons will act as ambassadors, to help increase PWYP's visibility and profile and open doors to key people within governments, intergovernmental organisations and the donor community. In addition, they will help advance PWYP advocacy campaigns, for example, by writing letters to key stakeholders.

PWYP Patrons are characterised in this way:

- A PWYP Patron has earned her or his profile as a beacon of integrity, transparency and accountability
- A Patron has an extensive network of government, intergovernmental and donor contacts and is willing to share these and open doors
- A Patron is financially independent (the position is not remunerated)
- A Patron may have a background in civil society, the extractives sector or work in governmental or intergovernmental organisations.

The procedure for becoming a PWYP Patron is as follows:

- Any national coalition, regional steering committee or other PWYP body may nominate someone to become a PWYP Patron at any time. To do so, they will write to the Executive Director, indicating clearly how their nominee displays the above characteristics.

- The Executive Director will bring the nomination to the PWYP Board. The Board will decide whether to invite the nominee to be a PWYP Patron.
- The Chair of the Board will personally invite the nominee to become a PWYP Patron.

PWYP Patrons could become an integral part of the coalition, but are not voting members. They may be invited to participate in Global Council or Board meetings, if it is considered that their knowledge and skills would add value to the matters under consideration. They will be invited to Global Assemblies.

4. PWYP'S OPERATING PRINCIPLES

1. PWYP is a family, and as a solidarity and values-based movement we are committed to creating a safe environment and to put in place policies and systems to protect our members.
2. PWYP works in a spirit of honesty, integrity and openness; coalition member organisations are accountable to each other, the global coalition and to our donors.
3. PWYP constructively engages with other stakeholders to ensure an open debate for good governance in the extractive industries.
4. PWYP freely shares knowledge and information within and across coalitions to promote change in a multi-disciplinary, cross-regional and multilingual way.
5. PWYP respects cultural diversity and opposes all forms of discrimination; PWYP coalitions are non-partisan.
6. PWYP's strength lies in our members; we recognise and value our members' courage, commitment and contribution.
7. PWYP is a dynamic network; we strive for flexibility, responsiveness and innovation through self-questioning and learning.
8. PWYP membership is open to all civil society organisations that share our vision, mission and principles; we embrace partnerships to leverage our campaign.
9. PWYP is an independent movement and will always advocate and campaign freely, in accordance with the values we uphold.

5. PWYP'S MEMBERSHIP STANDARDS

10. PWYP practises what we preach in terms of financial transparency, fundraising and management, avoiding all conflicts of interest and mismanagement. PWYP has a zero-tolerance policy for corruption.

In order to support coalitions to uphold the PWYP Operating Principles, a framework of indicators has been developed in consultation with PWYP's Global Council (GC), Africa Steering Committee (ASC), Board and members. The framework reflects best practice in coalition governance and can be used to assess whether a coalition is upholding PWYP's Operating Principles. Where there is evidence that a coalition is not upholding the Principles, as assessed against the framework, the ASC and GC can provide targeted support to coalitions (as outlined in Section 8 below). The Operating Principles framework will be reviewed and revised on an ongoing basis. Updated versions will be endorsed by the GC and ASC, and made available to members.

PWYP members will:

- Advocate for an open, transparent and accountable extractive industry, to ensure that its revenues contribute to sustainable development
- Positively and constructively engage with other coalition members, companies, governments and relevant actors at national and regional levels
- Provide regular updates to all relevant parties on activities, strategies and plans related to the campaign
- Proactively speak out to the media and public on issues relating to an open and accountable extractive sector; promote PWYP and widely disseminate relevant and important information on the campaign.

In addition, PWYP member organisations:

- Must be registered civil society organisations or community-based organisations (unless there are compelling reasons that mean this is not possible).
- Agree to be listed on the PWYP website and in other materials.

6. EXPECTATIONS OF MEMBER ORGANISATIONS

PWYP members expect that each member will:

- Adhere to the letter and spirit of the PWYP Operating Principles
- Undertake work that advances PWYP's Vision, Mission and strategic goals to the best of its ability
- Share information and materials with other PWYP members, to support the effectiveness of their work
- Strive to maintain and enhance the reputation and profile of PWYP.

Each member organisation has a right to:

- Vote in elections for positions in its national coalition, where applicable
- Attend the Global Assembly and other relevant events of the global movement
- Attend meetings and other events of its national coalition where applicable
- Receive publications and electronic updates that enable it to remain up-to-date and effective in its work
- Contribute to the PWYP list serves and website by freely sharing or creating information (e.g. research reports, blogs and articles).

7. EXPECTATIONS OF NATIONAL COALITIONS

Members of PWYP expect that every national coalition will:

- Adhere to the letter and spirit of the PWYP Operating Principles
- Adhere to the letter and spirit of the Membership Standards
- Participate in surveys and other information-gathering activities to demonstrate adherence to the Operating Principles
- Ensure that all members in the relevant country or region are able to participate fully in the governance and activities of the coalition
- Undertake collective advocacy that advances PWYP's Vision, Mission and strategic goals to the best of its ability
- Share information and materials with other PWYP coalitions, to support the effectiveness of their advocacy
- Share funding proposals when in the name of PWYP with the national governance body, as well as relevant members of the Secretariat
- Have a joint list serve and/or other method of electronic communication (e.g. WhatsApp or Signal) to which all members in the country are party, along with relevant Secretariat members

8. SANCTIONS AND PROCEDURES FOR NON-COMPLIANCE

- Strive to maintain and enhance the reputation and profile of PWYP.

Each coalition has a right to:

- Nominate candidates for election to the Global Council and Board
- Vote in elections for the Global Council
- Send representatives to the Global Assembly¹
- Receive publications and electronic updates that enable it to remain up-to-date and effective in its advocacy
- Contribute to the PWYP list serves and website by freely sharing or creating information (e.g. research reports, articles and blogs).

In view of the subject matter of PWYP's work, it is vitally important that members maintain the highest standards of good governance, transparency and accountability. For this reason, members' and coalitions' adherence to the PWYP Operating Principles and Coalition Membership Standards is important for the credibility and effectiveness of the movement as a whole.

All national PWYP coalitions are expected to uphold the PWYP Operating Principles. If, after appropriate support has been provided, a member or coalition continues to be unable to do so, PWYP reserves the right to withdraw membership or affiliation. This section outlines the procedures and sanctions that can be applied.

National Coalitions:

It is PWYP's intention, and in our interests, to be as supportive as possible in giving each national coalition every opportunity to adhere to the Operating Principles and Membership Standards. We will only undertake sanctions when reasonable opportunities have been offered. National coalitions are supported by the Secretariat and their Global Council representative, and in the case of African coalitions, by the Africa Steering Committee, who have the right and responsibility to attend National General Assemblies and visit the national coalition at any time. If the Secretariat, members of the Global Council or ASC and/or the PWYP Board have reason to believe that a national coalition does not live up to the Operating Principles or Membership Standards, and that they and the Secretariat have given responsible support to address any challenges, then they may take the following actions:

¹ Same principle as the above footnote.

SECTION 3

TERMS OF REFERENCE COMPARISON CHART

ROLES AND RESPONSIBILITIES OF KEY BODIES IN PWYP

	GLOBAL ASSEMBLY	GLOBAL COUNCIL	BOARD	EXECUTIVE DIRECTOR(ED)/ SECRETARIAT
Membership and how chosen	All those with voting rights: national coalitions	Elected by coalitions: 7 regional representatives; 2 global-reach seats; 1 seat for representative of the ASC	Three nominated by coalitions and elected by Global Council (including 1 representative of GC); up to 6 invited from among PWYP members and external stakeholders	ED appointed by Board, with support of GC; other staff appointed by ED
Authority	Oversight by members; Ultimate authority Elect Global Council; Hold Global Council to account	Represent members, develop content and direction; Accountable to GA Recommend strategy and policy positions	Legal and fiscal oversight; Accountable to GC Ensure organisation fulfils mandate and objects. Accept recommendations of Global Council unless legal or fiscal reasons for not doing so; Hold ED to account	Manage programmes and budget; Accountable to Board

- A short report will be prepared, outlining evidence that the national coalition is not adhering to the Operating Principles or Membership Standards, with an account of support provided to address the challenges.
- The report will be presented to the national coalition concerned, with an explanation of the actions that will follow, and an invitation to express in writing its own view of the situation.
- The report and the submission of the coalition will be tabled at a meeting of the Global Council or the ASC. The Global Council or ASC will decide whether:
 - Further support to address any continuing challenges is required
 - The national coalition's status will be withdrawn, so that it ceases to be part of the global coalition.
- The national coalition will be informed in writing of the decision of the Global Council or ASC, and the reasons for it.
- The national coalition will have the right to appeal against withdrawal of its status, by:
 - Making a submission in writing to the Global Council or ASC, requesting reconsideration. This should be done if the national coalition believes that there is evidence that was not considered in the original decision, in which case the national coalition will present this new evidence and request reconsideration **OR**
 - Making a submission in writing to the Board of PWYP to consider its appeal.
- If no appeal has been made within 28 days of the national coalition being informed of the Global Council or ASC's decision, the withdrawal of its status will be final.
- If the national coalition appeals to the Board, the Board will request all relevant documentation from the national coalition and Secretariat. It will appoint two Board members to an ad hoc appeals committee (both of whom will demonstrably not have links to the national coalition concerned). This appeals committee will consider all relevant documentation, including the reasons for appeal. It may choose to interview either the national coalition, a representative from the Global Council or ASC and/or Secretariat, and it will make a recommendation to the Board. The Board's decision will be final.
- While the appeal is pending the decision of the Global Council or Africa Steering Committee stands.

FUNCTIONS

	GLOBAL ASSEMBLY	GLOBAL COUNCIL	BOARD	EXECUTIVE DIRECTOR(ED)/ SECRETARIAT
Strategy	Consultation forum; adopt new strategies	Develop strategy and recommend to the board; provide oversight on implementation	Approve strategy subject to fiscal and legal oversight	Support to Global Council and ASC to resource and implement the strategy
Strategy review		Periodic (annual) reviews	Monitor and evaluate	Support Board, GC, ASC
Advocacy/Policy positions	Consultation	Develop policies and recommend to the board; support implementation	Approve subject to fiscal and legal oversight	Technical support to GC, ASC
Annual plans		Identify strategic priorities	Approve; periodically review	Develop, support and coordinate implementation
Annual budgets and accounts			Oversee and approve; periodically review	Develop and execute
National Coalition membership processes		Oversee process and approve national coalition applications. The ASC is responsible for approving new coalitions in Africa (please refer to the PWYP Africa Charter)	Informed of decisions to accept new coalitions	Support Global Council and ASC
Coalition membership standards	Adopt changes to Operating Principles and Membership Standards	Recommend changes to Operating Principles and the indicator framework, and Membership Standards; Oversee Secretariat support for coalitions; investigate and decide sanctions	Run appeal process	Support coalitions to meet standards; support Global Council and ASC in sanctions process

	GLOBAL ASSEMBLY	GLOBAL COUNCIL	BOARD	EXECUTIVE DIRECTOR(ED)/ SECRETARIAT
Protection policy		Advise on modifications Oversee implementation	Advise on modifications Oversee implementation Approve policy	Implement
Member consultation	Key venue	Develop methodologies and lead consultation		
Conflict resolution		Develop procedures	Final arbiter	Support Global Council and Board
Appointment of Executive Director		Support Board in appointment and appraisal processes	Appoint and appraise	
Risk register		Advise Board on updating/reviewing risks	Maintain and review	Support Board in maintaining
Operational and financial policies ¹			Approve and regularly review to ensure compliance	Develop and implement
Privacy Policy	To share information about how PWYP uses members' data as specified in the PWYP Privacy policy	To ensure that member organisations are aware of how PWYP uses their data	Approve and regularly review to ensure compliance with internal and legal requirements	Develop and implement

¹ All PWYP policies are available on request.

GLOBAL ASSEMBLY

1. Definition and Purpose

Members of PWYP national coalitions make up the Global Assembly. The Global Assembly meets every three years (subject to funding), to engage in debate and discussion on PWYP's strategy, policies and priorities. The Global Assembly advises the Global Council on the basis of these debates.

During a Global Assembly meeting, there will be a formal business meeting. Its purpose is to enable the Global Council and Secretariat to report on their work in governing and taking forward the global movement; to enable the members to hold the Global Council and Secretariat to account; and to elect members of the Global Council.

2. Terms of reference

- To review progress made on PWYP's global strategic priorities and, where necessary, adopt changes to the strategy or adopt a new strategy.
- To evaluate opportunities to strengthen and broaden civil society participation in the global PWYP movement.
- To exchange lessons learned and best practices.
- To elect the Global Council.
- To review and adopt any recommended changes to PWYP's Operating Principles and Membership Standards.
- To receive reports from the Global Council and Secretariat, and hold them to account.
- To hold, if necessary, a vote of no confidence in the Global Council. Should such a vote be carried, the members of the Global Council would stand down, setting in motion an electoral process.

BOARD: TERMS OF REFERENCE

1. Purpose

The Board takes legal responsibility for the financial and management oversight of PWYP as a registered organisation. It approves main policy positions, strategy, financial and human resource policies and strategies. It appoints and monitors the performance of the Executive Director.

2. Terms of Reference

Core responsibilities

To ensure that PWYP:

- Complies with relevant charity and company law, and with other legal and regulatory requirements, in particular ensuring that PWYP prepares annual reports and audited accounts as required by law
- Does not breach any of the requirements or rules set out in its governing documents, including Articles of Association

- Remains true to its Vision, Mission and charitable objects
- Remains solvent
- Uses its funds and assets reasonably, effectively and only in furtherance of PWYP's charitable objects
- Acts with integrity, avoids any personal conflicts of interest or misuse of PWYP funds or assets by Board members, and is protected from personal conflicts of interest or misuse of funds or assets by others
- Is responsive to the priorities, strategies and policy positions recommended by PWYP members through the Global Council.

To fulfil its core responsibilities, the Board is required to:

- Appoint an Executive Director, and annually review her or his performance, drawing on the support and advice of the Global Council
- Approve strategies, work plans and budgets of the PWYP Secretariat
- Approve financial, human resources and other relevant policies and procedures, including policies governing conflicts of interest or misuse of funds or assets of PWYP
- Monitor and evaluate progress in relation to strategies
- Periodically review work plans and their implementation
- Review and approve accounts
- Maintain and review a register of risks
- Approve core policy positions for PWYP's advocacy agenda
- Be the final arbiter in any conflicts between members of PWYP
- Uphold and provide governance according to the Operating Principles and Membership Standards. This includes the following:
 - Approve policies on potential repercussions for non-compliance with the Operating Principles and Membership Standards
 - Support implementation of PWYP protection policies and strategies
- Establish and hold accountable such sub-committees as the Board deems necessary to fulfil its responsibilities effectively
- Review the Board members' performance regularly
- Have at least three meetings a year, two of which must be in person
- Develop and abide by mutually agreed methods of work, including establishing and contributing to sub-committees
- Bring the relevant skills identified by the Global Council and Secretariat (the skills required are assessed on a regular basis and are detailed separately).

The Board shall be considered quorate as long as one third or three of its members (whichever is greater) are present at a meeting.

GLOBAL COUNCIL: TERMS OF REFERENCE

1. Purpose

The Global Council advises the Board and Executive Director. It develops strategies and prioritises activities in operational plans, making recommendations to the Executive Director and Board as appropriate. Global Council members do this through consultation with the PWYP members they represent. The Council aims for decision by consensus, but votes on recommendations when necessary. The Global Council develops means for resolution of difference between members on matters of importance to PWYP.

2. Terms of Reference

- To develop PWYP's global strategy, making recommendations to the Executive Director and Board.
- To identify priorities for PWYP's annual operational work plan, making recommendations to the Executive Director and Board.
- To debate and make recommendations on PWYP's core policy positions.
- To develop and take a leading role in methods for consultation with PWYP members on strategy, priorities and policy positions.
- To periodically review PWYP's strategic progress and propose evaluations, recommending amendments to strategy and work plans on the basis of the conclusions of reviews and evaluations.
- To identify funding sources for the coalition and the Secretariat, in line with the principle that the Secretariat will not accept funding from the extractive industry, and to provide inputs to funding proposals where strategic decisions and prioritisation are required.
- To develop procedures for the resolution of differences or conflict between PWYP members, and make recommendations to the Board as final arbiter.
- To support and advise the Board in its responsibility to appoint and review the performance of the Executive Director.
- To uphold and provide oversight according to PWYP's Operating Principles and Membership Standards. This includes:

- Develop and make recommendations for policies on potential repercussions for non-compliance to PWYP's principles and standards
- Approve new coalitions and recommend sanctions for existing coalitions using the membership standards and guidelines
- Review and where appropriate recommend changes to the Operating Principles and Membership Standards
- Develop and support the implementation of PWYP protection policies.
- To establish and hold accountable such sub-committees as the Council deems necessary to fulfil its responsibilities effectively.
- To develop and abide by mutually agreed methods of work, including establishing and contributing to sub-committees.
- To review the Global Council members' performance regularly.
- To meet at least once a year in person – preferably to coincide with one of the Board meetings.

Global Council meetings shall be considered quorate as long as two thirds of its members (seven) are present at a meeting.

REGIONAL STEERING COMMITTEES: TERMS OF REFERENCE

Any region that considers that there would be value in the creation of a Regional Steering Committee may make a recommendation to the Global Council, which will consider the case and make a recommendation to the Board. The Board will have the final decision. The primary considerations that the Global Council and Board will take into account will be:

- the projected added value of a new Regional Steering Committee
- the projected costs of enabling a new Regional Steering Committee to function, set against other priorities for the global movement.

A Regional Steering Committee would be required to develop terms of reference and operating procedures for which it may take inspiration from the PWYP Africa Charter, which outlines the roles and responsibilities of the PWYP Africa Steering Committee. The PWYP Africa Charter is available on the PWYP website.

EXECUTIVE DIRECTOR AND SECRETARIAT: TERMS OF REFERENCE

5.1 Purpose

The Board appoints an Executive Director, who employs a Secretariat to facilitate, enable and coordinate PWYP members to achieve PWYP's mission and deliver its strategy.

5.2 Terms of Reference

- To support the Board in carrying out its governance functions.
- To support the Global Council and Regional Steering Committees in carrying out their strategy and coalition oversight functions.
- To develop a global strategy, and coordinate and facilitate its implementation, so members can effectively deliver the PWYP goals and priorities adopted by the Global Assembly.
- National level strategies, and their resourcing, are members' own responsibility, although joint fundraising opportunities are recommended.
- To fundraise, maintain effective working relations with current and potential donors, and ensure high-quality and timely reporting to donors.
- To manage all PWYP's resources, including human and financial, within the priorities set by the Board, and ensure transparent and timely reporting.
- To facilitate and coordinate PWYP members, particularly in their global advocacy, ensuring effective and appropriate representation of PWYP's collective advocacy views and agenda in key fora.
- To represent the global movement, when appropriate (as defined in discussion with the Global Council), in order to further its global advocacy objectives.
- To coordinate and enable the capacity development of national coalitions.
- To support the national coalitions to achieve and adhere to the Operating Principles and Membership Standards.
- To coordinate a communications and knowledge management system that enables PWYP members to remain up to date on matters relating to PWYP's strategic priorities.

SECTION 4

ROLE DESCRIPTIONS

BOARD MEMBERS: ROLE DESCRIPTION

PWYP's Board members have been selected to the Board because of a wish to support the work of PWYP and for the set of skills they collectively bring. PWYP is a company limited by guarantee, and a charity. Board members are Directors of the company and Trustees of the charity. UK company law and charity regulations affect the activities of the company and the charity, and it is the responsibility of the Board members to ensure compliance with these laws and regulations. Board members serve on the Board in their individual capacity in the interests of PWYP, and not as representatives of any other interests. The Board's role in strategy and policy positions is to take the advice of the Global Council, provided that in doing so it can properly fulfil its role as PWYP's legal and financial guardian.

Board members are expected to:

General

- Ensure that PWYP fulfils its charitable objects
- Ensure that PWYP complies with the requirements set out in the Memorandum and Articles of Association and meets the requirements of all relevant legislation
- Provide guidance and instruction to the Executive Director, staff and Global Council as required
- Monitor the performance of the Executive Director and ensure accountability to members
- Attend meetings regularly, preparing for them and contributing appropriately and effectively
- Use any specific personal knowledge and expertise to help the Board provide advice and guidance to staff and the Global Council when requested.

PERSON SPECIFICATION

Policy and Planning

- Approve overall strategic direction of the coalition as proposed by the Global Council and Executive Director, provided that it meets the legal and financial requirements of Directors of the company and Trustees of the charity
- Consider and approve overall policies covering all aspects of PWYP's work, as recommended by the Global Council and Executive Director
- Ensure that appropriate systems are in place for evaluating and reviewing performance against objectives.

Executive Director to take any action required to meet budget targets

- Ensure the annual audit is carried out and approved according to UK law
- Produce and present annual financial reports to the Board and Global Council
- Oversee any subsidiary entities, as relevant
- Appoint the Executive Director and review the post-holder's performance
- Approve PWYP's Human Resources policies
- Ensure appropriate procedures for implementation of all policies are in place and implemented.

Finance

- Ensure there are adequate systems for financial planning, budgeting, recording of income and expenditure, reporting and financial management, including investment and capital expenditure
- Review and approve PWYP's funding strategy, in line with the principle that the Secretariat will not accept funding from the extractive industry
- Review and approve annual and multi-year budgets covering revenue and capital income and expenditure.
- Receive regular management accounts covering all aspects of PWYP's financial affairs, monitor performance indicators against budget and help to instruct the

Relationship between Board members and other parts of PWYP

As guardians of the interests of PWYP, Board members are expected to work together in the interests of PWYP. Whether or not they have another role in PWYP, for example at national or regional level, their role as a Board member is to consider the interests of the global coalition as a whole.

Representation

Board members may be asked to represent PWYP to PWYP members, members of the public or the media. To that end, they have a responsibility to be well informed of PWYP's activities and to safeguard the good name and values of the movement.

Each Board member should:

- Have experience and understanding of governance of organisations in general, and coalitions in particular
- Have an understanding of the legal duties, responsibilities and liabilities of Directorship of a company limited by guarantee, and Trusteeship of a charity
- Have a commitment to PWYP
- Have an in-depth understanding of the core values, Vision, Mission and strategic goals of PWYP
- Be willing to devote the necessary time and effort to their role
- Have integrity, sound judgement and a willingness to speak their mind
- Have the ability to work in English and/or French; the Board works in these two languages
- Be nominated by a national coalition that meets the Coalition Membership Standards (if the Board member is from within PWYP)
- A Board member may not simultaneously be a member of the Global Council, except for the one Global Council member selected by the Global Council to sit on the Board.

Selection of Board members

In its election and selection processes, PWYP will strive for gender balance on the Board. There will be a minimum of three and a maximum of nine PWYP board members. Of these:

- Three will be elected by the Global Council, from a list of nominations made by PWYP members. One of the three will be a member of the Global Council who will be selected by the Global Council to sit on the PWYP Board for the period of their Global Council term. The intention is that the three elected positions will be filled at all times.
- Up to six will be selected for their skills, to ensure that all required governance skills are present on the Board. These selected Board members can be selected from among the PWYP membership, as well as from outside the membership.

See below for a full description of the Board selection process.

Term of Office of Board members

Board members will serve for a term of three years. At the end of this period, they may be re-nominated for up to two further terms of three years, so the maximum period for which a Board member may serve will be nine years. After this, there must be a break of at least one year before a former Board member may be eligible for nomination or selection again.

CHAIR OF THE BOARD: ROLE DESCRIPTION

The Chair is a member of the PWYP Board. The Board will select one of its members to be Chair at its first meeting, and after each change of composition of the Board. The Board will develop selection/election procedures to ensure that the selection has the support of Board members.

SPECIFIC DUTIES OF THE CHAIR

Leading the Board in the execution of its governance responsibilities

- Chairing and facilitating Board meetings, ensuring all Board members are heard.
- Bringing impartiality, accountability, transparency and objectivity to decision-making.
- Giving direction to Board policymaking.
- Together with the Executive Director, planning the annual cycle of Board meetings.
- Together with the Executive Director, setting agendas for Board meetings.
- Monitoring that decisions taken at meetings are implemented.
- Making decisions on behalf of the Board in urgent matters between meetings.

Liaising with the Executive Director to improve the performance of the Board

- Liaising with the Executive Director to develop the Board.
- Facilitating change and addressing conflict within the Board if it arises
- Resolving disputes within the coalition, liaising with the Executive Director to achieve this.

Taking lead responsibility on behalf of the Board for the relationship with the Executive Director and holding him or her to account

(Note: this aspect of the Chair's responsibilities may be delegated to another Board member if this is a more practical option in terms of geographical proximity to the Secretariat office)

- Leading the process of recruiting and appraising the performance of the Executive Director.
- Specifically, conducting an annual appraisal, using or adapting the format in use for other PWYP staff.
- Liaising with the Executive Director to keep an overview of PWYP's progress.
- Supporting the Executive Director in the management of PWYP and holding him or her to account for Secretariat performance.

Leading the Board in communication with staff as a whole

- Liaising with the Executive Director to ensure appropriate communication between Board and staff.
- Ensuring the Board sets policies for, and fulfils its responsibilities in, appointment, disciplinary and grievance procedures.

Liaising with the Executive Director to enhance the reputation of the organisation

- Representing the coalition externally and acting as a spokesperson.

The skills and qualities necessary to perform these duties will vary depending on the needs of PWYP and the Board at different times in their development. The Board will develop a Person Specification before appointing a Chair.

TREASURER: ROLE DESCRIPTION

The Treasurer is a member of the PWYP Board. The Treasurer will be selected by the Board from among its own members at its first meeting and re-selected at the first Board meeting after each change in the Board's composition. The Board will develop selection/election procedures to ensure that the selection has the support of Board members.

SPECIFIC DUTIES OF THE TREASURER

Strategy

- Lead, on behalf of the Board, the development of the organisation's funding strategy and helping the organisation to think long-term about its future resource requirements.
- Advise on the development of a reserves strategy and present this to the Board.
- Advise on an investment strategy and present this to the Board.
- Monitor, on behalf of the Board, implementation of the funding strategy.
- Together with the Executive Director and the Director of Finance and Operations, review financial risks facing the coalition and recommend appropriate action.

Oversight of financial performance

- Review the annual budget before it is presented to the Board for approval.
- Review ongoing financial performance and, together with the Chair and the Board overall, ensure that appropriate action is taken to meet financial targets.
- Agree annual audit plans before recommending them to the Board.
- Present the Accounts at the General Meeting.

Financial systems

- Agree the organisation's Financial Regulations, making sure that PWYP operates within the legal and financial guidelines set out in current legislation and its own standing orders.
- Ensure there are adequate systems in place for financial planning, budgeting, recording of income and expenditure, reporting and financial management.
- Work with and support the Executive Director, the Director of Finance and Operations and other staff in order to be satisfied that the financial information presented is comprehensive and accurate.
- Ensure that the organisation has a satisfactory system for holding in trust any monies.

Staffing

- Advise on the person specification and/or appointment of any staff with significant financial management or administration responsibilities.

The Treasurer must have the necessary skills to be able to undertake these tasks. The Treasurer is preferably based in the UK and able to meet regularly with the Executive Director and Finance staff when required.

Global Council members work together in the interests of PWYP at a global, trans-national level, to ensure that strategy and policy positions are developed in a way that is result-oriented, balances the interests and perspectives of PWYP members, and advances the Vision, Mission and strategic goals of PWYP.

General

- Ensure that PWYP strategy and policy positions reflect the perspectives of PWYP members, and advance the Vision, Mission and strategic goals of PWYP.
- Consult PWYP members as appropriate, to ensure that the Global Council reflects their voices.
- Provide support and guidance to the Executive Director and Secretariat staff as required.
- Attend meetings (face to face and teleconference) regularly, prepare for these and contribute appropriately and effectively.
- Use any specific personal knowledge and expertise to help the Global Council in its work, and to provide advice and guidance to staff when requested.

Policy and Planning

- Develop the overall strategic direction of the organisation in liaison with the Executive Director, taking due account of the perspectives of PWYP members, and the global external context in which the strategy will be carried out.
- Propose global priorities for PWYP's operational work plan.
- Develop global policy advocacy positions and statements/communiqués covering the key areas of PWYP's work, liaising with the Executive Director.
- Propose appropriate systems for evaluating and reviewing performance against objectives.
- Contribute to strengthening governance systems in line with PWYP values, including the principle of gender equality.

Differences and conflict among members

- Play a constructive role in Global Council discussions, seeking means of achieving consensus while upholding the PWYP Operating Principles, Vision and Mission.
- Play a role in developing appropriate instruments and mechanisms for the resolution of difference and conflict between members of PWYP.

Representation

Global Council members may be asked to represent PWYP to other members, members of the public or the media. To that end, they have a responsibility to be well informed of PWYP activities and to safeguard PWYP's good name and values.

Each Global Council member should:

- Have experience and understanding of governance of organisations in general, and coalitions in particular
- Have a deep commitment to PWYP
- Have an understanding of the core values, beliefs and objectives of PWYP
- Have an in-depth understanding of the issues on which PWYP campaigns, particularly as they affect the region she or he represents
- Have a willingness to devote the necessary time and effort to their role
- Have integrity, sound judgement and a willingness to speak their mind
- Have the ability to work in English and/or French; the Global Council works in these two languages
- Be from a national coalition that meets the Coalition Membership Standards.

GLOBAL COUNCIL MEMBERS: ROLE DESCRIPTION

PERSON SPECIFICATION

A Global Council member may not simultaneously be a member of the Board, except for the one Global Council member selected to sit on the Board.

In its election and invitation processes, the coalition will strive for gender balance on the Global Council.

Election of Global Council members

A national coalition may nominate potential Global Council members from its own coalition provided they come from a national coalition that meets the Operating Principles and Membership Standards. Elections will take place at the PWYP Global Assembly every three years. National coalitions will vote for one Global Council member per region and two global representatives. Those unable to attend the Global Assembly will have the opportunity of an electronic vote.

See below for a full description of the Global Council election process.

Term of Office of Global Council members

Global Council members will serve for a term of three years. In order to maintain gender balance on the Global Council, the gender of each representative will alternate at each election. A Global Council member may serve up to two non-consecutive terms. After this, there must be a break of at least two years before a former Global Council member may be eligible for nomination again.

The Chair is a member of the PWYP Global Council. The Global Council will select one of its members to be Chair at its first meeting, and after each change of composition of the Global Council. The Global Council will develop selection/election procedures to ensure that the selection has the support of Global Council members.

SPECIFIC DUTIES OF THE CHAIR

Leading the Global Council in the execution of its governance responsibilities

- Chairing and facilitating Global Council meetings, ensuring that all members are heard.
- Bringing impartiality, accountability, transparency and objectivity to decision-making.
- Giving direction to Global Council strategy and policy-making.
- Together with the Executive Director, planning Global Council meetings.
- Together with the Executive Director, setting agendas for Global Council meetings.
- Monitoring that decisions taken at meetings are implemented.
- Making decisions on behalf of the Global Council in urgent matters between meetings.

Liaising with the Executive Director to improve the performance of the Global Council

- Liaising with the Executive Director to develop the Global Council.
- Facilitating change and addressing conflict within the Global Council and within the coalition, liaising with the Executive Director to achieve this.
- Resolving differences and disputes within the Global Council.

Taking lead responsibility on behalf of the Global Council for the relationship with the Executive Director

- Ensuring the Global Council supports and advises the Board in the process of recruiting and appraising the performance of the Executive Director.
- Supporting the Executive Director in the management of PWYP.

Leading the Global Council in communication with staff as a whole

- Liaising with the Executive Director to ensure appropriate communication between Global Council and Secretariat staff.

Liaising with the Executive Director to enhance the reputation of the coalition

- Representing the coalition externally and acting as a spokesperson.

CHAIR OF THE GLOBAL COUNCIL: ROLE DESCRIPTION

The Chair is a member of the PWYP Global Council. The Global Council will select one of its members to be Chair at its first meeting, and after each change of composition of the Global Council. The Global Council will develop selection/election procedures to ensure that the selection has the support of Global Council members.

The skills and qualities necessary to perform these duties will vary depending on the needs of PWYP and the Global Council at different times in their development. The Global Council will develop a Person Specification before appointing a Chair.

GLOBAL COUNCIL / BOARD LIAISON: ROLE DESCRIPTION

Introduction

One of the Global Council members is selected by the Global Council to sit on the PWYP Board. It is intended that the incumbent communicates information from the PWYP Board to the Global Council that is relevant to the latter's role, and vice versa.

The individual selected to act as the Global Council Liaison has the same legal and fiduciary duties as other Board members and must always act in the best interests of the organisation. In addition, she or he is tasked with providing relevant information to and from the Global Council and the PWYP Board meetings.

It is not feasible to give an exhaustive list of information that should be shared. Instead, these terms of reference aim to give general and helpful guidance to the Global Council Liaison. They cover:

- The roles of the PWYP Board and the Global Council
- Information from the Global Council to be shared with the PWYP Board
- Information from the PWYP Board to be shared with the Global Council.

The roles of the PWYP Board and the Global Council

When considering which information to share, it would be helpful for the Liaison to review and bear in mind the respective roles of the Board and the Global Council.

Information from the Global Council to be shared with the PWYP Board

In addition to the minutes of Global Council meetings, the Liaison may share with the PWYP Board information or insights to ensure that the views and perspectives of the Global Council are fully understood by the PWYP Board.

The Liaison should also review the agenda of forthcoming PWYP Board meetings and determine whether she or he should seek the Global Council's views or advice prior to the meeting on particular agenda items.

In both cases, and in line with the role of the Global Council, such information or advice might relate to recommendations on:

- Strategy
- The GC's annual work plan and priorities
- Policy positions
- Funding sources and opportunities
- The nomination process for CSO Board members of the Extractive Industries Transparency Initiative (EITI)
- Resolution of differences between PWYP members
- The coalition's Operating Principles and Membership Standards
- Risk management
- Registration and membership (decisions on new coalitions, suspended coalitions, etc.)
- Strategy and implementation.

If there is any doubt as to whether to share a particular item of information, the Liaison should consult with the Chair of the Global Council and/or the Secretariat.

Information from the PWYP Board to be shared with the Global Council

The Global Council Liaison will share the minutes of the PWYP Board meetings once finalised and will highlight any information, insights or decisions that are particularly relevant to the Global Council. In line with the role of the Board, such information or insights might relate to:

- Strategy
- The Board's annual work plan and priorities
- Policy positions
- Funding sources and opportunities
- The coalition's Operating Principles and Membership Standards
- Applications from new coalitions.

The Liaison Representative will share such information or insights by email or telephone, as appropriate. Should there be information that is confidential to PWYP Board members only, this should be indicated during the Board meeting by the Board members. The Global Council Liaison is then responsible for obtaining agreement from the Board on whether this information can be shared with the Global Council. In the case

that it cannot, a version of the minutes will be prepared by the Secretariat which does not include the confidential information (this version would also be prepared for online publication). This would include matters that are legally confidential (e.g. relating to staff/employment law, matters covered by data protection law, etc.). If there is any doubt as to whether to share a particular item of information, the Liaison should consult with the Chair of the Board.

The PWYP Secretariat will provide assistance with any administrative matters relating to the sharing of the above information, including any translation needed.

The Company Secretary is legally responsible for ensuring the company carries out certain statutory requirements as follows:

- Maintaining the organisation’s registers and keeping them up to date
- Ensuring board meetings and general meetings are called as required, and ensuring proper notice is given and business is transacted according to the constitution
- Keeping the minute books for general meetings and board meetings
- Submitting an annual return to the Registrar of Companies within six weeks of the AGM
- Ensuring an income and expenditure account and balance sheet are prepared and properly audited in accordance with the requirements of the Charity Commission
- Submitting the income and expenditure account, balance sheet, auditor’s report and Board’s Report to the Registrar of Companies within 10 months of the end of the organisation’s financial year
- Keeping copies of all annual returns and annual accounts
- Notifying the Registrar of Companies within 14 days of any change in the organisation’s registered address
- Ensuring the certificate of incorporation is prominently displayed at the registered office
- Ensuring the organisation’s stationery shows the name under which the organisation is registered, the registered address, the fact that it is a registered company and its registration number (and, if appropriate, its VAT number)
- Ensuring all legal agreements or contracts are properly discussed and agreed by the Board
- Having custody of the company seal, ensuring it is properly used, and keeping the sealing register
- Notifying the Registrar of Companies within 14 days of all changes of directors and any changes in directors’ home addresses.

OUTLINE OF COMPANY SECRETARY ROLE DESCRIPTION

SECTION 5

ELECTION AND SELECTION OF THE BOARD AND GLOBAL COUNCIL

ELECTION OF THE GLOBAL COUNCIL

<p>1. COMPOSITION OF THE GLOBAL COUNCIL</p>	<p>1.1 The Global Council shall have a maximum of 10 elected members with a good gender balance.</p> <p>1.2 The aim of the composition of the Global Council is to ensure that a wide spread of the diverse members of PWYP is present in debates and decisions on strategy, priorities and policies, and the resolution of differences.</p> <p>1.3 Members of the Global Council will be expected to consult other PWYP members in their region, and to communicate with them about Global Council discussions. They are encouraged to bring reflections of these consultations into Global Council discussions, but are discouraged from being mandated by those they have consulted in a way that excessively restricts their ability to listen, negotiate and move during Global Council discussions.</p>
<p>2. FREQUENCY AND TIMING OF ELECTIONS</p>	<p>2.1 Elections will take place every three years.</p> <p>2.2 Elections will take place at the time of the three-yearly Global Assembly. If funds are not available for this meeting, elections will be organised via an alternative method.</p>
<p>3. CATEGORIES FOR ELECTION AND NUMBERS OF PLACES</p>	<p>3.1 The Global Council is comprised of the following seats:</p> <ul style="list-style-type: none"> • One place for a representative of the Africa Steering Committee (selected by the ASC at the Africa Conference) • One place for Francophone Africa • One place for Anglophone Africa • One place for Asia-Pacific • One place for Central Asia

- One place for Europe and North America
- One place for Latin America
- One place for the Middle East and North Africa
- Two global places open to any member provided they have global “reach” and a global overview of PWYP.

4. NOMINATIONS

- 4.1 All national coalitions of PWYP will be invited to nominate a candidate of the relevant gender (see 4.2 below) from their PWYP coalition for the regional seat in which their coalition is located, provided the national coalition meets the PWYP Operating Principles. In addition, national coalitions may present a candidate of either gender for a global place provided he or she meets the criteria. The invitation to nominate will be accompanied by copies of the Terms of Reference of the Global Council, the Role Description for Global Council members and the Code of Conduct for Global Council members.
- 4.2 Each region is responsible for ensuring that the gender of its Global Council representative alternates at each election. If the person elected at the previous election was a man, the nominees should be women; if the person elected at the previous election was a woman, the nominees should be men.
- 4.3 A nomination shall be valid if:
- It is accompanied by a statement from the nominee outlining his or her suitability for and commitment to the role
 - There is evidence that the nomination has come from a national PWYP coalition
 - The nomination is accompanied by a short biography of the nominee, of no more than one page
 - The nomination is accompanied by a statement of no more than 300 words on why the coalition believes the nominee should be elected (related to the Person Specification for Global Council members).
- 4.4 There will be at least three weeks between the call for nominations and the closing date for nominations.

5. ELECTIONS

- 5.1 A list of candidates will be produced for each region and for global reach seats.
- 5.2 A national coalition will vote for its preferred candidate based on the principle that each coalition has one vote.
- 5.3 In advance of the vote, coalitions will receive:
- A clear list of all candidates in the respective region
 - A clear list of all candidates for global places
 - A statement from each candidate accompanied by a short biography
 - A clear instruction on the number of candidates for which the coalition may vote
 - A clear statement of the closing date for votes (if vote is being held remotely).
- 5.4 Each coalition will nominate a member as its representative entitled to vote (in most instances this will be the national coordinator). Only this person will be recognised by the electoral authority as having a valid vote.
- 5.5 Votes from any other source will be deemed invalid.
- 5.6 Voting will take place at the Global Assembly. For coalitions unable to attend the meeting, an option for voting remotely will be provided.
- 5.7 For remote voting, there will be a period of at least three weeks between the invitation to vote and the closing date for voting.
- 5.8 The candidate with the most votes will be elected.
- 5.9 The Board will appoint two people to act as Election Overseers.
- 5.10 The election result will be deemed valid if a minimum of two thirds of the eligible coalitions cast votes in each region.
- 5.11 In the event of a tie, the regional caucus will take a consensus decision.

5.12 In the event that there is only one candidate standing for a seat, that person will be deemed elected unless an objection is lodged with the Election Overseers.

6. INVITED PARTICIPANTS

6.1 The Global Council may invite other participants to its meetings on an occasional basis. These participants will have equal rights to speak, but will not have a say in decision-making processes. These participants will be invited on the basis that they represent a key “voice” or constituency within the movement, whose perspectives are important for one or more of the agenda items of the meeting to which they have been invited.

7. GROUNDS FOR REQUIRING A GLOBAL COUNCIL MEMBER TO LEAVE THE GLOBAL COUNCIL

7.1 The Global Council will consider the situation, and may require one of its members to leave, in any of the following circumstances:

- If the Global Council member is absent from three successive meetings of the Global Council (whether electronic or face to face) or does not engage at all in the list serve
- If, following a self- and mutual-appraisal process, the member’s performance as a Global Council member is deemed to be seriously below the required standard
- If the Global Council member is in serious breach of the Code of Conduct
- If the Global Council member ceases to meet the Person Specification in the Role Description in this Governance Manual, particularly on the eligibility criteria.

8. PROCEDURE FOR FILLING A VACANCY

8.1 If a place on the Global Council should fall vacant between Global Assemblies, the Global Council shall call an election, to be conducted electronically, following the procedures in section 5 above. The election will take place within the relevant region for one of the regional places, or globally for one of the two Global Reach places.

8.2 A Global Council member elected in this way shall serve only until the next Global Assembly, at which she or he will either stand down or stand for election.

8.3 Every effort should be made for the vacant seat to be filled by a person of the same gender, to maintain gender balance on the Global Council. Should the seat be filled by a person of opposite gender, at the next election the seat will still be open to those of the opposite gender to the person originally elected.

9. PERIODS OF OFFICE

9.1 The normal period of office for a Global Council member elected for the first time at a Global Assembly shall be three years. Global Council members who have served for three years may stand for re-election at the next election for which they would be eligible. The maximum period of office shall be two non-consecutive terms of three years. After a total of six years on the Global Council, a member will be required to stand down; the member may not become a candidate for the Global Council again until two years after she or he has stood down.

9.2 If a Global Council member is first elected through the procedure for filling a vacancy in section 8 above, her or his period of office shall be until the next Global Assembly. She or he may serve for a maximum of two three-year terms for which she or he is eligible to stand, so the maximum period of office shall be non-consecutive terms of three years, plus the period served in order to fill a vacancy, after which the member will be required to stand down. The member may not become a candidate for the Global Council again until two years after she or he has stood down.

10. CHAIR AND EX-OFFICIO MEMBER OF THE BOARD

10.1 At its first meeting after each election, the Global Council shall elect a Chair.

10.2 The Chair shall have responsibility for deciding agendas, chairing meetings, and representing the Global Council between meetings.

10.3 At its first meeting after each election, the Global Council shall decide on one of its members who will also be a member of the Board.

10.4 The Global Council Liaison to the Board shall fulfil the role in line with the role description outlined above.

10.5 If the Global Council Liaison to the Board is unable to attend a Board meeting, he or she will liaise with the Chair of the Global Council to identify another member of the Global Council who will replace him or her for that meeting.

ELECTION AND SELECTION OF THE BOARD

1. COMPOSITION OF THE BOARD

- 1.1 There will be a minimum of three and a maximum of nine PWYP board members. Of these:
- Three will be elected by the Global Council, from a list of nominations made by PWYP members. One of the three will be a member of the Global Council who will be selected by the Global Council to sit on the PWYP Board for the period of their Global Council term. The intention is that the three elected positions will be filled at all times.
 - Up to six will be selected for their skills, to ensure that all required governance skills are present on the Board. These selected Board members can be selected from among the PWYP membership, as well as from outside the PWYP membership.
- 1.2 The aim of the composition of the Board is primarily to ensure that PWYP is effectively and responsibly governed, while ensuring that PWYP's members retain a sense of ownership of governance through Board members also being drawn from among the PWYP membership.

2. FREQUENCY AND TIMING OF ELECTIONS

- 2.1 Elections for the three elected places will take place at the end of each elected Board member's term of office.

1. NOMINATIONS

- 3.1 All PWYP coalitions will be invited to nominate one or more candidates for election to the elected places, provided they are a national coalition that upholds the Operating Principles. Nominee(s) may be any persons they consider valuable for the governance of PWYP, as defined in the Person Specification in this governance manual or who may provide any additional skills to meet the needs of the Board. The nominees may be from any region, and not necessarily from that of the nominating coalition. The invitation to nominate will be accompanied by copies of the Terms of Reference of the Board, the Role Description for Board members, and the Code of Conduct for Board members.

- 3.2 A nomination shall be valid if it is accompanied by a signed statement from a legitimate coalition member of PWYP which:
- states that the coalition has endorsed the nomination of the candidate
 - includes short biography of the nominee, of no more than one page
 - includes a statement of no more than 300 words on why the coalition believes the nominee should be elected (related to the Person Specification for Board members)
 - includes a statement of no more than 300 words demonstrating the nominee's commitment and how he or she meets the criteria.
- 3.3 There will be at least three weeks between the call for nominations and the closing date for nominations.

2. ELECTIONS FOR THE ELECTED BOARD MEMBERS

- 2.1 The election will be conducted by the Global Council.
- 2.2 Global Council members will receive:
- A clear list of all candidates
 - A statement for each candidate of the nominating group's reason for nomination, accompanied by a short biography of the candidate
 - A clear instruction on the number of candidates for which the Global Council member may vote
 - A clear statement on the closing date for votes.
- 2.3 Each Global Council member will have up to two votes, depending on the number of Board places available for election.
- 2.4 Voting will take place at a Global Council meeting, or remotely. For those unable to attend a meeting, an option of voting by email or other electronic means will be provided.
- 2.5 For electronic voting, there will be a period of at least three weeks between the invitation to vote and the closing date for voting.
- 2.6 The two candidates with the most votes will become members of the Board. The Global Council will be reminded of PWYP's intention to ensure gender balance on the Board.
- 2.7 The Board will appoint two of its own members who are not candidates in the election to act as Election Overseers.

3. ELECTION FOR THE GLOBAL COUNCIL MEMBER OF THE BOARD

- 3.1 The election will be conducted by the Global Council and will take place at the first meeting of the Global Council.
- 3.2 Global Council members will be invited to nominate themselves as the Global Council member of the Board.
- 3.3 There will be a clear list of candidates. Each Global Council member will have one vote. The vote will be conducted by secret ballot.
- 3.4 Voting will take place at a Global Council meeting. For those unable to attend the meeting, an option of voting by email or other electronic means will be provided.

4. SELECTION OF THE SELECTED BOARD MEMBERS

- 4.1 Up to six Board members may be selected by the Board for their specific skills. The purpose of this selection is to ensure that the skills and knowledge necessary for effective governance of PWYP are all available among the Board members collectively.
- 4.2 The Board will review its members' skills and knowledge, and the gender balance and diversity among all members. This review will take place on an ongoing basis. The Board will inform the Global Council Chair of its view on the range of skills required.
- 4.3 When a skills gap is identified and there is a vacancy on the Board, the Board will circulate a person specification, highlighting the skills sought and inviting applications to the Board. The Board will review applications and appoint based on a competitive recruitment process.
- 4.4 The Board will make its selection preferably by consensus, or by majority vote.
- 4.5 The Board will inform the Global Council and membership of its decisions.

5. GROUNDS FOR REQUIRING A BOARD MEMBER TO LEAVE THE BOARD

- 7.1. The Board will consider the situation and may require one of its members to leave in any of the following circumstances:
 - If the Board member is absent from three successive meetings of the Board (whether electronic or face to face) or does not engage at all in the list serve
 - If, following a self- and mutual-appraisal process, the member's performance as a Board member is deemed to be seriously below the required standard
 - If the Board member is in serious breach of the Code of Conduct
 - If the Board member ceases to meet the Person Specification in the Role Description in this Governance Manual.

6. PROCEDURE FOR FILLING A VACANCY

- 8.1. If a normally elected place on the Board should fall vacant before the end of the term, the Board shall appoint a replacement if required, using the procedure in section 4 above and seeking the validation of the Global Council before the appointment becomes effective.
- 8.2. If the place reserved for the Global Council's representative should fall vacant between normal election times, the Global Council shall select one of its own members to fill the vacancy. The person selected shall serve only until the end of his or her term on the Global Council.
- 8.3. If a selected Board place should fall vacant between normal selection times, the Board shall appoint a replacement if required, using the procedure in section 6 above. The person invited shall serve for a three-year term.

7. PERIODS OF OFFICE

- 7.1 All Board members may serve up to three terms of three years. The maximum term of office for a Board member shall be nine years. After leaving the Board on completion of a nine-year term, a Board member may not be re-nominated for at least one year.

SECTION 6

CODES OF CONDUCT FOR PERSONS IN GOVERNANCE POSITIONS

SECTION 6.1: CODE OF CONDUCT FOR BOARD MEMBERS

Introduction

The Code of Conduct is intended to guide the behaviour of PWYP's Board members in carrying out their responsibilities and in their relationship with the coalition.

It is important that all Board members are aware that PWYP is a charity registered under UK charity legislation. This brings with it legal duties and responsibilities and in becoming a Board member of PWYP, each Board member becomes committed to carrying out these duties and responsibilities in an appropriate manner. (See "The Essential Trustee: What you need to know", published by the UK Charity Commission: <https://www.charitycommission.gov.uk/publications/cc3.asp>)

PWYP is also registered as a company limited by guarantee under UK law and this also brings legal duties and responsibilities.

Board members of a UK registered organisation also have a responsibility to abide by the Seven Principles of Public Life. These are:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership.

In addition, PWYP has its own Coalition Membership Standards. As individuals, and collectively as a Board, PWYP Board members are expected to be models in upholding these standards.

The Code of Conduct is not a list of Board members' legal duties, although many of the elements of the Code are based on legal principles. The conduct and practices in this Code go beyond what the law requires in some respects, but they are nevertheless fully consistent with the law.

Purpose of the Code

To set out the relevant standards expected by PWYP Board members in order to maintain the highest standards of integrity and stewardship; to ensure that PWYP is effective, open and accountable; and to ensure a good working relationship with the Global Council, Executive Director, management team and members of PWYP.

The Code of Conduct itself (to be signed by all Board members) As a Board member of PWYP I am committed to the Vision and Mission of the coalition and promise to abide by the fundamental values that underpin all activities of the coalition. Specifically as a Board member I will ensure that:

PWYP is Accountable – Everything PWYP does will be able to stand the test of scrutiny by members, donors, the public, the media, charity and other regulators, and other stakeholders.

PWYP Acts with Integrity and Honesty – These will be hallmarks of all conduct when dealing with colleagues within PWYP and equally when dealing with individuals and institutions outside.

PWYP Acts in a Transparent Manner – PWYP strives to maintain an atmosphere of openness throughout the coalition to promote confidence among members, donors, the public, the media, charity and other regulators, and other stakeholders.

Board members should uphold the following principles:

1. LAW, MISSION, POLICIES	1.1	I will not break the law or go against charity regulations in any aspect of my role as Board member.
	1.2	I will support the mission of PWYP and consider myself its guardian.
	1.3	I will abide by organisational policies.
2. CONFLICTS OF INTEREST	2.1	I will always strive to act in the best interests of the coalition.
	2.2	I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises.
	2.3	I will submit to the judgment of the Board and do as it requires regarding potential conflicts of interest.

3. PERSON TO PERSON

- 3.1 I will not break the law, go against charity regulations or act in disregard of organisational policies in my relationships with fellow Board members, staff, volunteers, members, contractors or anyone I come into contact with in my role as Board member.
- 3.2 I will strive to establish respectful, collegial and courteous relationships with all I come into contact with in my role as Board member.
- 3.3 I will value diversity of opinions, learning from others and contributing to fostering an environment where non-discriminatory relationships prevail.

4. PROTECTING THE COALITION'S REPUTATION

- 4.1 I will not speak as a Board member to the media or in a public forum without the prior knowledge of the Executive Director or the Chair.
- 4.2 When prior consent has not been obtained, I will inform the Chair or Executive Director at once when I have spoken as a Board member of this coalition to the media or in a public forum.
- 4.3 When I am speaking as a Board member, my comments will reflect current organisational policies even when these do not agree with my personal views.
- 4.4 When speaking as a private citizen I will strive to uphold the reputation of the coalition and those who work in it.
- 4.5 I will respect coalition, Board and individual confidentiality.
- 4.6 I will take an active interest in the coalition's public image, noting news articles, books, television programmes and the like about the coalition, about similar organisations or about important issues for the coalition.
- 4.7 Should I wish to publish any document under the name of PWYP I will consult with the Executive Director and go through the appropriate sign-off procedures.

5. PERSONAL GAIN

- 5.1 I will not personally gain materially or financially from my role as Board member, nor will I permit others to do so as a result of my actions or negligence.
- 5.2 I will document expenses and seek reimbursement according to procedure.
- 5.3 I will not accept substantial gifts or hospitality without prior consent of the Chair.
- 5.4 I will use organisational resources responsibly, when authorised, in accordance with procedure.

6. IN BOARD MEETINGS

- 6.1 I will strive to embody the principles of leadership in all my actions and live up to the trust placed in me by the organisation.
- 6.2 I will abide by Board governance procedures and practices.
- 6.3 I will strive to attend all Board meetings, giving apologies ahead of time to the Chair if unable to attend.
- 6.4 I will study the agenda and other information sent to me in good time prior to the meeting and be prepared to debate and vote on agenda items during the meeting.
- 6.5 I will honour the authority of the Chair and respect his or her role as meeting leader.
- 6.6 I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making my voice heard.
- 6.7 I will accept a majority Board vote on an issue as decisive and final.
- 6.8 I will maintain confidentiality about what goes on in the boardroom unless authorised by the Chair or Board to speak of it.

7. ENHANCING GOVERNANCE

- 7.1 I will participate in induction, training and development activities for Board members.
- 7.2 I will continually seek ways to improve Board governance practice.
- 7.3 I will strive to identify good candidates for the Board and appoint new members on the basis of merit.
- 7.4 I will support the Chair in his or her efforts to improve his or her leadership skills.
- 7.5 I will support the Executive Director in his or her executive role and, with my fellow Board members, seek development opportunities for him or her.

8. LEAVING THE BOARD

- 8.1 I understand that substantial breach of any part of this code may result in my removal from the Board.
- 8.2 Should I resign from the Board I will inform the Chair in advance in writing, stating my reasons for resigning. Additionally, I will participate in an exit interview.

THE CODE OF CONDUCT IS SIGNED BY INDIVIDUAL MEMBERS OF THE BOARD

Details on legal duties and responsibilities for Board members under UK legislation can be found in "The Essential Trustee: what you need to know", published by the UK Charity Commission at <http://www.charitycommission.gov.uk/publications/cc3.asp> or <http://www.companieshouse.gov.uk/about/pdf/gba1.pdf>

SECTION 6.2: CODE OF CONDUCT FOR GLOBAL COUNCIL MEMBERS

Introduction

The Code of Conduct is intended to guide the behaviour of PWYP's Global Council members in carrying out their responsibilities and in their relationship with the coalition.

It is important that all Global Council members are aware that PWYP is a charity registered under UK charity legislation. PWYP is also registered as a company limited by guarantee under UK law. These registrations bring legal duties and responsibilities for the members of the Board. While Global Council members do not carry these legal responsibilities, they will respect the duties of the Board and seek to support it in fulfilling them responsibly.

Global Council members are encouraged to abide by the Seven Principles of Public Life. These are:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership.

In addition, PWYP has its own Coalition Membership Standards. As individuals, and collectively as a Global Council, PWYP Global Council members are expected to be models in upholding these standards.

To set out the relevant standards expected by PWYP of its Global Council members, in order to maintain the highest standards of integrity and stewardship; to ensure that PWYP is effective, open and accountable; and to ensure a good working relationship with the Board, Executive Director, management team and members of PWYP.

The Code of Conduct itself (to be signed by all Global Council members)

As a Global Council member of PWYP I am committed to the vision and mission of the coalition and promise to abide by the fundamental values that underpin all activities of the coalition. Specifically as a Global Council member I will ensure that:

PWYP is Accountable – Everything PWYP does will be able to stand the test of scrutiny by members, donors, the public, the media, charity and other regulators, and other stakeholders.

PURPOSE OF THE CODE

PWYP Acts with Integrity and Honesty – These will be hallmarks of all conduct when dealing with colleagues within PWYP and equally when dealing with individuals and institutions outside.

PWYP Acts in a Transparent Manner – PWYP strives to maintain an atmosphere of openness throughout the organisation to promote confidence among members, donors, the public, the media, charity and other regulators, and other stakeholders.

Global Council members should uphold the following principles:

1. LAW, MISSION, POLICIES

- 1.1 I will not break the law or go against charity regulations in any aspect of my role as Global Council member.
- 1.2 I will support the mission of PWYP and consider myself its guardian.
- 1.3 I will abide by coalition policies.

2. CONFLICTS OF INTEREST

- 2.1 I will always strive to act in the best interests of the coalition.
- 2.2 I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises.
- 2.3 I will submit to the judgment of the Global Council and do as it requires regarding potential conflicts of interest.

3. PERSON TO PERSON

- 3.1 I will not break the law, go against charity regulations or act in disregard of organisational policies in my relationships with fellow Global Council members, staff, volunteers, members, contractors or anyone I come into contact with in my role as Global Council member.
- 3.2 I will strive to establish respectful, collegial and courteous relationships with all I come into contact with in my role as Global Council member.
- 3.3 I will value diversity of opinions, learning from others and contributing to fostering an environment where non-discriminatory relationships prevail.

4. PROTECTING THE COALITION'S REPUTATION

- 4.1 I will not speak as a Global Council member of this coalition to the media or in a public forum without the prior knowledge of the Executive Director or the Chair.
- 4.2 When prior consent has not been obtained, I will inform the Chair or Executive Director at once when I have spoken as a Global Council member of this coalition to the media or in a public forum.
- 4.3 When I am speaking as a Global Council member of this coalition, my comments will reflect current organisational policies even when these do not agree with my personal views.
- 4.4 When speaking as a private citizen, I will strive to uphold the reputation of the coalition and those who work in it.
- 4.5 I will respect organisational, Global Council and individual confidentiality.
- 4.6 I will take an active interest in the coalition's public image, noting news articles, books, television programmes and the like about the coalition, about similar organisations or about important issues for the organisation.
- 4.7 Should I wish to publish any document under the name of PWYP I will consult with the Executive Director and go through the appropriate sign-off procedures.

5. PERSONAL GAIN

- 5.1 I will not personally gain materially or financially from my role as Global Council member, nor will I permit others to do so as a result of my actions or negligence.
- 5.2 I will document expenses and seek reimbursement according to procedure.
- 5.3 I will not accept substantial gifts or hospitality without prior consent of the Chair.
- 5.4 I will use organisational resources responsibly, when authorised, in accordance with procedure.

6. IN GLOBAL COUNCIL MEETINGS

- 6.1 I will strive to embody the principles of leadership in all my actions and live up to the trust placed in me by the coalition.
- 6.2 I will abide by Global Council procedures and practices.
- 6.3 I will strive to attend all meetings, giving apologies ahead of time to the Chair if unable to attend.
- 6.4 I will study the agenda and other information sent to me in good time prior to the meeting and be prepared to debate and vote on agenda items during the meeting.
- 6.5 I will honour the authority of the Chair and respect his or her role as meeting leader.

- 6.6 I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making my voice heard.
- 6.7 I will accept a majority vote on an issue as decisive and final.
- 6.8 I will maintain confidentiality about what goes on in the meeting unless authorised by the Chair or Global Council to speak of it.

7. ENHANCING GOVERNANCE

- 7.1 I will participate in induction, training and development activities for Global Council members.
- 7.2 I will continually seek ways to improve Global Council practice.
- 7.3 I will strive to identify good candidates for the Global Council and the Board, and appoint new members of both bodies on the basis of merit.
- 7.4 I will support the Chair in his or her efforts to improve his or her leadership skills.
- 7.5 I will support the Executive Director in his or her executive role and, with my fellow Global Council members, seek development opportunities for him or her.

8. LEAVING THE GLOBAL COUNCIL

- 8.1 I understand that substantial breach of any part of this code may result in my removal from the Global Council.
- 8.2 Should I resign from the Global Council I will inform the Chair in advance in writing, stating my reasons for resigning. Additionally, I will participate in an exit interview.

The Code of Conduct is signed by individual members of the Global Council.



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