



Extractive Industries
Transparency Initiative

EITI BOARD MANUAL

February 2023



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Purpose and sources of this manual

This manual is intended to serve as an orientation handbook for EITI Board members and their alternates. It brings together the rules and procedures approved by the EITI Members' Meeting or decided by the Board. It also introduces some of the procedures of the EITI International Secretariat.

The key governing document of the EITI is the [EITI Articles of Association](#). These were last revised by the virtual extraordinary EITI Members' Meeting in June 2022. The EITI has developed subsidiary governing documents, and these are also reflected here. These include:

1. The [EITI Association Code of Conduct](#), approved by the EITI Board in 2022 and binding for everyone involved with the EITI;
2. The **Constituency Guidelines** offer "... some guidelines of the internal working of constituency processes." Individual constituency guidelines can be seen as attachments found [here](#).
3. The [EITI Openness Policy](#), adopted in 2013, sets out how the EITI itself should be transparent.

Staff members of the International Secretariat are required to follow the **EITI Staff Manual**. The Staff Manual is regularly updated and can be obtained from the Secretariat.

As the EITI is registered as a non-profit association under Norwegian law, this Manual also makes reference to relevant sources in the Norwegian legal code where relevant.

This Manual has been composed by the Secretariat and reviewed by the Governance and Oversight Committee. It is not intended to in any way provide further policy, simply to explain current practices.

Background and objectives of the EITI

"The EITI is an international multi-stakeholder initiative with participation of representatives from governments and their agencies; companies and financial institutions engaged in the energy and extractives sectors; and local civil society groups, international nongovernmental organisations, global action networks and coalitions. The objective of the EITI Association is to make the EITI Principles and the EITI requirements the internationally accepted standard for transparency in the oil, gas and mining sectors, recognising that strengthened transparency of natural resource revenues can reduce corruption, and the revenue from extractive industries can transform economies, reduce poverty, and raise the living standards of entire populations in resource-rich countries."

– Article 2 of the Articles of Association

The EITI was launched as an idea in 2002 at the World Summit on Sustainable Development in Johannesburg. At a conference in London in 2003, a coalition of governments, civil society and company representatives agreed a set of principles (the EITI Principles). In 2005, at the inaugural meeting of the EITI International Advisory Group, a set of criteria (the EITI Criteria) was agreed. In October 2006, at the third EITI Global Conference in Oslo, the International Advisory Group

agreed a set of recommendations including that the “EITI should establish a multi-stakeholder Board, supported by a Secretariat, to manage EITI at the international level.”

The EITI Criteria developed into the EITI Rules in 2009, introducing Validation as a third-party quality control mechanism. In Sydney in 2013 the EITI Members’ Meeting adopted the EITI Standard, a comprehensive standard for transparency and good governance along the whole of the extractives value chain. The EITI Standard was revised in Lima in 2016 and again in Paris in 2019 to streamline reporting, improve Validation and introduce new requirements. A further update is planned for the Dakar conference in June 2023.

Legal status

The EITI is established as a non-profit association under Norwegian law. It is registered as “The Association for the Extractive Industries Transparency Initiative” (EITI) or “EITI Association” (Article 1 of the Articles of Association).

Organisational structure

*“The permanent institutional bodies of the EITI Association are: a. **The EITI Members’ Meeting**, which is held in connection with the EITI Conference; b. **The EITI Board** led by the EITI Chair; c. **The EITI Secretariat** led by the Executive Director.”*

– Article 4 of the Articles of Association

1. The EITI Members’ Meeting

The **EITI Members’ Meeting** is the governing body of the EITI Association (Article 7.1) and is held at least every three years in connection with the EITI Conference (7.3). It approves “the activity report and activity plan of the EITI Board, and the annual accounts and audit reports since the last ordinary EITI Members’ Meeting” and report, the accounts and the activity plan of the EITI Board” and elects the EITI Chair, the Members and the Alternates of the EITI Board (8.1.a.-c.). The Members’ Meeting can also consider “any other matters pursuant to requests from a Member” (8.1.d.) and may amend the Articles of Association (19).

Members of the EITI Association are personal representatives of a State, company, organisation or legal entity that are appointed by one of the three constituencies (i.e. countries, companies or civil society organisations) (Article 5.1.-2.). A full list of Members of the EITI Association is available on the [EITI’s website](#). The Members are organised in three constituencies comprised of:

1. Countries (implementing countries and supporting countries)
2. Companies (including financial institutions)
3. Civil Society Organisations (including non-governmental organisations, global action networks and coalitions)

Each constituency has the right to appoint its own Members, in accordance with its own guidelines (Article 5.3).¹ In addition, a constituency has the right to replace any of its own appointed members at any time (5.4).

The EITI Board may terminate any Member's membership of the EITI Association if "[t]he member, or the country or other entity the Member represents, does not comply with these Articles of Association" (5.a.) or if "[t]he member, or the country or other entity the Member represents, has conducted his/her/its affairs in a way considered prejudicial or contrary to the EITI Principles" (5.b.). This may be appealed by any Member to the Members' Meeting for final decision (5.6).

2. The EITI Board

The executive body of the EITI Association is the **EITI Board**, elected by the EITI Members' Meeting and operating under its guidance (Article 9). The Executive Director of the EITI International Secretariat is Secretary to the Board (Article 16).

Board members reflect the multi-stakeholder nature of the EITI Association and consist of 21 individuals drawn from Members of the EITI Association (Article 9). The EITI Board consists of the following members:

1. A Chair
2. Nine Board members from the Constituency of Countries, of which a maximum of three Board members should represent Supporting Countries and the remainder should represent Implementing Countries.
3. Six Board members from the Constituency of Companies, of which a maximum of one should represent financial institutions.
4. Five Board members from the Constituency of Civil Society Organisations.

Constituencies may nominate an Alternate for election by the Members' Meeting (Article 9.4). The Alternate may deputise for the Board member (9.5). If there is no Alternate, the constituency shall nominate a new Alternate (Article 9.4).

Observers: Article 10 of the Articles of Association reads: "*Representatives from relevant international organisations and other stakeholders such as the World Bank and the International Monetary Fund, may be invited by the EITI Board or may request to attend EITI Board Meetings and Members' Meetings as observers, when this can be practically accommodated. They have no voting rights, but may be invited to express their views on specific matters. The EITI Board may decide that certain items should be discussed without observers present.*"

In practice, relevant stakeholders have often been allowed to send no more than four observers to Board meetings.

Board members and Alternates serve for one period between ordinary EITI Members' Meetings but are eligible for re-nomination (Article 9.3). Some constituencies have decided to set limits on the number of periods that a Board member or an Alternate can sit through their constituency guidelines.

¹ The current constituency guidelines are available on the [EITI's website](#).

In the case of a vacancy on the EITI Board between two Members' Meetings, this vacancy shall be filled with the resigning Board member's Alternate [...] (Article 9.6). If there is no Alternate, the relevant Constituency shall nominate a new Alternate (Article 9.4).

The full list of current Board members is available on the [EITI's website](#) or from the International Secretariat (secretariat@eiti.org). In accordance with Norwegian law,² the EITI Association has to report changes of Board members in the Association to the National Registry. This requires that new Board members who do not hold a Norwegian national identity number be registered with a so-called "Norwegian D-number." D-numbers can be requested through personal applications, which are submitted together with the change request to the Registrar. A copy of the applicant's passport approved by a public notary will be required.

Leah Krogsund (Lkrogsund@eiti.org) at the Secretariat can be contacted for more information about the registration of new Board members.

3. Liability of Board members

According to Article 3 of the Articles of Association, "The Members of the EITI Association shall not be responsible, individually or collectively, for any of the EITI Association's debts, liabilities or obligations." Board members can nevertheless be liable under Norwegian law if it is demonstrated that they have been negligent or responsible for wilful misconduct, and economic loss has been suffered as a result of such conduct. The legal counsel to the Secretariat is not aware of any board of a members' association that has ever been held liable in Norway.

In accordance with Article 9.7 of the Articles of Association, liability insurance is provided for Board members.³ Further details are available from the Secretariat.

4. The International Secretariat

The Secretariat is responsible for the day-to-day running of the EITI Association under the direction of the EITI Board through its Chair (Article 15.2). It is led by the Executive Director of the Secretariat, whose tasks under the Articles of Association are to "manage the day-to-day running of the EITI Association, including the selection of necessary staff, oversee the development of the EITI Association and provide support to the EITI Board" (16.1). The Executive Director of the Secretariat also serves as Secretary to all EITI Board Meetings, EITI Members' Meetings and EITI Conferences (16.2). The Executive Director reports to the EITI Board through the Chair and is responsible for the activities of the Secretariat (16.1). The Executive Director shall also appoint a Deputy Executive Director to support in the day-to-day running of the EITI Association and who shall deputise in the absence of the Executive Director (16.3).

An important role of the Secretariat is to support implementation. The Secretariat supports in-country implementation and collates best practice to guide and inform national EITI processes, as well as providing support to the EITI Board, and monitoring and enforcement of the EITI Standard (Article 15). The Secretariat helps coordinate efforts between supporting countries and

² See Act 7 regarding the Norwegian Central Coordinating Register for Legal Entities, section 15.

³ The insurance policy is available here: <https://eiti.org/document/insurance-policy-directors-officers-liability>.

assistance providers such as the World Bank, the African Development Bank and bilateral donors.

Additional information about the International Secretariat is [available on the EITI's website](#).

Board operations and proceedings

“The EITI Board shall exercise the executive powers of the EITI Association subject to the resolutions of the EITI Members’ Meeting...”

– Article 12.1 of the Articles of Association

1. Roles and responsibilities of the Board

The responsibilities of the Board include the consideration of general and specific policy issues affecting the EITI Association and ensuring that the multi-stakeholder nature of the EITI Association is maintained and fully reflected in the EITI Association at all levels, including in its Committees (Article 12.1.a., h.).

The responsibilities of the Board include (Article 12 of the Articles of Association):

1. Consider general and specific policy issues affecting the EITI Association;
2. Agree on the work plans and budget of the EITI Association;
3. Agree on the arrangements for the EITI Conferences and the EITI Members’ Meetings;
4. Present (through the EITI Chair) the activity report and the activity plan to the EITI Conference and obtain approval of the same from the EITI Members’ Meeting;
5. Present (through the EITI Chair) the annual accounts and the audit reports for the accounting periods since the last ordinary EITI Members’ Meeting;
6. Engage the Executive Director;
7. Oversee and direct (through the EITI Chair) the work of the EITI Secretariat;
8. Ensure that the multi-stakeholder nature of the EITI Association is maintained and fully reflected in the EITI Association at all levels, including in its Committees;
9. Monitor and support implementation of the EITI in implementing countries and establish its procedures regarding the validation process, including complaints, resolving disagreements, the question of de-listing a country and appeal procedures;
10. Adopt more detailed procedures and rules for the management and operation of the EITI Association including the contents of country work plans and company work plans, the validation process, the management of funds, payments for projects, goods and services, auditing and reporting and the approval of projects;
11. Recommend a candidate for the EITI Chair prior to each ordinary EITI Members’ Meeting;
and

12. Adopt a code of conduct.

In exercising these responsibilities, Board members can expect a workload comprising the following:

1. Three Board meetings a year.
2. Contributing to Committee and working group meetings, the number and nature of which will depend on circumstances, but which will normally be held by videoconference or on the margins of Board meetings.
3. Reading and preparation for Board meetings and, when appropriate, Committee and working group meetings.
4. Communicating with – and coordinating input from – their constituency and sub-constituency regularly, including ahead of Board and, where appropriate, Committee meetings.
5. Reading and responding to e-mail communications from the Chair, Committee Chairs and other Board members, and the International Secretariat.

A presentation on the role and responsibilities of EITI Board members is available [here](#).

2. Board meetings

The Board should meet at least twice a year (Article 14). Efforts are normally made to ensure that the Board meets in an implementing country at least once a year. A meeting usually lasts for two days, and Board members may schedule fringe constituency or Committee meetings as needs arise.

The meetings shall be convened with at least 14 days' written notice (Article 14.2). In practice, notification is provided by the Secretariat several months in advance. The agenda for Board meetings is prepared by the Chair with the support of the Secretariat and input from the committees. Except in exceptional circumstances, the Secretariat is committed to issuing any papers for consideration by Board members at least two weeks before a Board meeting.

Minutes from Board meetings are drafted by the Secretariat and clearly indicate any decisions made by the Board. The minutes are then circulated and approved by Board members through Board Circular before being made public on the EITI website.

3. The EITI Chair

The EITI Members' Meeting elects the Board's Chair for a maximum of two terms (Article 11).

The EITI Chair has the following responsibilities (Article 11.2):

1. Act as chairperson of the EITI Members' Meeting;
2. Act as chairperson of the EITI Board Meeting;
3. Present the EITI Board report to the EITI Conference and the EITI Members' Meeting;
4. Represent the EITI Board in external matters;

5. Follow-up with the EITI International Secretariat regarding the implementation of the resolutions of the EITI Board; and
6. Seek to foster collaborative relationships between EITI stakeholders.

If the EITI Chair is unable to preside over a Board meeting, the Board members present may appoint another Board member to chair that Meeting (Article 11.3).

4. Quorum and voting

“Board members shall make every effort to adopt resolutions by consensus. Taking account of the view of the Board members, the EITI Chair may decide that a vote is required. Every Member of the EITI Board has one vote. Voting can be done by written proxy.”

– Article 14.3 of the Articles of Association

Should a vote ever be required, resolutions are adopted by a 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 votes of the Board members from each constituency, including one-third from the sub-constituency of implementing countries (Article 14.5). No resolution may be made by a Board Meeting unless a quorum is present at the time of passing the resolution. This requires at least two-thirds of the Board members, with at least two from the Constituency of Countries (one Implementing Country and one Supporting Country), one from the Constituency of Civil Society Organisations and one from the Constituency of Companies (Article 14.4). Board members who are not entitled to vote on a matter are not counted in the quorum (14.6).

Board members cannot vote in respect of any matter or arrangement in which they have a direct personal interest or if there are any other special circumstances which could impair confidence in their impartiality. This does not prevent a Board member’s Alternate from voting on the matter (Article 14.6).

5. Participation at Board meetings

Information on Board travel and other expense policies is included further down.

If a Board member is absent from a Board meeting, the Board member’s Alternate may attend, participate in discussions, vote and generally perform all the functions of that Board member in the Board Meeting (Article 9.5). Board practice, confirmed in the minutes of the Board at its meeting in Oslo in March 2014, has been that Board members and Alternates do not speak on the same agenda item.

As a general principle, Board members and Alternates should make every effort to attend all meetings of the EITI Board. Members and Alternates who are unable to attend a meeting should, as a matter of courtesy, convey their apologies to the Chair before the commencement of the meeting. Such apologies are announced at the meeting and are recorded in the minutes.

6. Recusal Policy

In accordance with EITI Principle 12, which states that all stakeholders have important and relevant contributions to make in seeking solutions, and recognising the importance of the EITI Board as a platform for stakeholders to hold frank and open discussions, the following policy will be applied to the Board and Committee meetings.

Being able to express different points of view is at the core of the multi-stakeholder nature of the EITI. While this is the case, the EITI Chair/Committee Chairs should, in order to facilitate free and unimpeded discussions, ask Board members, their Alternates and observers, including members of the International Secretariat, to recuse themselves from a specific discussion in certain limited circumstances. These include the following:

1. A member of an MSG who is also a Member of the Board or Alternate should be asked to recuse himself/herself if the Board or a Committee that he/she belongs to is expected to make a decision concerning the work of the MSG in which he/she sits.
2. Individuals should be asked to recuse themselves if the Board or a Committee that they belong to is discussing their conduct, performance, etc.
3. Government representatives, representatives of an entity/organisation with its headquarters in a country, and citizens of a country, including Board members, Alternates and observers, but not including International Secretariat staff, should be asked to recuse themselves from Board and Committee decisions and discussions concerning candidature, implementation deadlines and validation for the said country.
4. In other exceptional circumstances, recusals from a Board meeting can be requested by Board members or Alternates and will be subject to the discretion of the EITI Chair.

As good practice, when the status of a country is under discussion, Board members and alternates should alert the Board, including its Committees, if the issue under discussion specifically affects the entity/organisation represented by the Board member or alternate.

7. Board communications and languages

The Board needs to ensure that all Board members can communicate with each other. To this purpose the Secretariat facilitates translation of Board papers, Board Circulars, Committee documents and other materials as well as interpretation for Board members at meetings and videoconferences. This ensures that all Board members will be able to communicate in a language they feel comfortable working in, even if it may not always be their first language. The Secretariat makes every effort to ensure that translated documents are conveyed to Board members as quickly as possible but translating documents does take time and a time lag between the original version and other language versions is to be expected.

Secretariat staff currently includes native speakers of many languages, including English, French, Spanish and Russian, the four working languages of the EITI. .

Written communication with Board members takes place primarily through Board Circular. Board Circulars are sent by the Secretariat on behalf of the Chair. All Board Circulars are numbered and

available on the EITI's internal website. Decisions are sometimes made between Board meetings through Board Circular, often on a no-objection basis. Decisions made by Board Circular are announced at the next Board meetings and recorded in the minutes (Article 14.7). The registry of all Board decisions can be found at [this link](#).

Recognising that many civil society representatives from non-OECD implementing countries may encounter challenges in securing access to good communications, the Secretariat provides a financial contribution for their communications costs (interpretation, telephone, internet access, and printing). These contributions are paid in advance of EITI Board meetings or as otherwise agreed and are calculated in consultation with PWYP and Board members from eligible countries.

8. Board committees

“The EITI Board may create committees to further specific issues. Any such committee should include two or more Board members or their Alternates, and its composition should, as far as is reasonable, reflect the multi-stakeholder nature of the EITI Association.”

– Article 13 of the Articles of Association

Board Committees are meant to facilitate the working of the EITI Board. This is mainly done by making recommendations to the Board. Board Committees do not take decisions on behalf of the EITI Board. Committees advise the Board on specific issues, such as EITI implementation, validation, governance, outreach, policy and management. Committees hold telephone or video conferences or get together in person around Board meetings. Committees are re-established after the election of a new Board.

Board members and Alternates who are either serving or who have served during the course of the Board term can be appointed to committees. Non-members may observe and actively contribute to committees subject to the [EITI Observer Policy for EITI Committees](#). Consistent with the Observer Policy, Board members and their Alternates are welcome to observe the deliberations of committees they are not members of, provided that the numbers do not become impractical to manage.

Committee meetings are held in the languages agreed upon with committee members. The International Secretariat provides interpretation for Committee telephone and video conferences when needed. Representatives of civil society from non-OECD EITI implementing countries obtain financial support to cover costs for interpretation of committee calls as stated in 5.7 above.

The interpretation provided is currently simultaneous and mainly via Zoom (interpretation is done as the speaker speaks). Most Board committee meetings take place via videoconference. In recognition of the challenges posed by occasional connectivity issues and interpretation, the EITI Board has endorsed the following good practices for Board committee conferences:

Before the call

1. Participants should confirm attendance at least 3 days in advance.
2. Any documents should be circulated in the required languages at least one week ahead of the meeting.
3. Committee members are encouraged to share questions and comments in writing in advance of the meeting.

4. Committee members are expected to prepare for a meeting and where possible consult with their constituencies.

During the call

5. The Secretariat will provide interpretation for Committee members who confirm their attendance at least 3 days in advance and in accordance with the EITI's language policy.
6. Participants should always go on "mute" when not speaking at the meeting.
7. Participants should strive to limit the amount of background noises as much as possible. This includes avoiding rustling papers, not moving around and closing windows as needed.
8. When interpretation is provided, participants should attempt to speak slowly and clearly and to allow for breaks in their interventions, when requested by interpreters, to allow interpreters time to translate.
9. Meetings are regularly recorded by the Secretariat to facilitate minute-taking. Participants should inform the Secretariat if they do not approve.
10. Observers may intervene in the meeting when invited to do so by the Chair or committee members.
11. All participants are strongly encouraged to keep their interventions short and to avoid repetition.

After the call

12. The Secretariat will usually circulate the draft minutes of the meeting ahead of the next committee meeting in the relevant languages.
13. Committee members should review and when necessary comment on the meeting minutes.
Committee members are encouraged to share minutes with other constituency representatives on the Board.

It is important that all committee members, including those unable to participate in the call, read the minutes of the call as most committees make decisions to recommend actions to the Board through no objection.

The Board had as of January 2023 the following committees:

1. [Finance Committee](#)
2. [Governance and Oversight Committee](#)
3. [Implementation Committee](#)
4. [Outreach and Candidature Committee](#)
5. [Rapid Response Committee](#)
6. [Validation Committee](#)

The committees' terms of reference and committee members are available online on the EITI website by clicking on the name of the committee.

9. Board travel and other expense policies

The EITI International Secretariat is committed to ensuring that adequate resources are made available to cover the costs associated with participation of EITI staff and Board members

representing civil society from non-OECD implementing countries at EITI Board meetings. The Secretariat currently supports eight civil society Board members, who are also reimbursed for costs not paid for by the Secretariat at Board meetings e.g. visa and airport transfers. They also receive a financial contribution for communication and interpretation costs incurred at committee meetings. Board members from other constituencies are expected to cover airfare, accommodation and meals not provided by the EITI International Secretariat.

The following rules normally apply for sponsored participants:

Flight arrangements

1. The EITI International Secretariat seeks to accommodate side-meetings directly related to EITI organised meetings when proposing itineraries and will seek approval of all itineraries in collaboration with the traveller prior to confirmation of the booking.
2. The EITI International Secretariat aims to book the lowest-priced, most convenient airfare available at the time of booking. It is recommended that arrangements are made well in advance and that Board members take environmental considerations into account (i.e., carbon emissions) when making travel arrangements.
3. Travellers may not request a specific airline if that would result in a higher airfare, except for security reasons (where available IATA members can be chosen).
4. Travellers may request itineraries that include personal or non-EITI business stopovers or destinations. Any personal or non-EITI business requests must be identified when the request is made and all additional costs incurred as a result, including transfers, is the sole responsibility of the traveller.⁴

Airport transfer and visas

1. Public transportation that is safe, reliable and practical should be used. The Secretariat will provide instructions as to which means of transport can be used. If public transportation is not available, the use of taxis is permitted and a car service can be used when taxis are not readily available or practical.
2. Where visas are required, the normal costs of obtaining a visa will be covered by the EITI International Secretariat. Any special costs associated with obtaining a visa, such as travel to a third country, must be pre-authorized by the EITI International Secretariat.

If it is not possible for the Secretariat to cover these costs directly, reimbursement will be provided upon provision of appropriate documentation including receipts by the traveller. No costs will be reimbursed without receipts or tickets. Should taxi drivers not provide receipts, the traveller is to ask the taxi driver to sign a document with date, sum and pick-up location and destination. Efforts will be made to plan for these expenses prior to travel so that travellers can be provided with reimbursement while at the Board meeting.

Accommodation

1. The EITI Secretariat will provide conveniently located, moderately priced, clean and safe lodging for travellers. The number of nights covered will provide for full participation at the

⁴ Depending on how the Secretariat's travel arrangements are set up, these should be specified as payable to the travel agency upon issuing ticket or to the Secretariat.

EITI Board meeting and directly related side-meetings, such as any civil society constituency pre-meeting. Consideration will also be given to the available flight itineraries for the traveller.

2. Travellers can request that the reservation be extended for personal or non-EITI business reasons. The traveller is responsible for any additional costs as a result, payable directly to the hotel at time of check-in.
3. Where possible, the EITI International Secretariat will seek to provide for a room deposit such as a credit card account prior to check-in to avoid the traveller having to provide his or her own credit card or large sums of cash as deposit. Personal expenses such as in-room movies, laundry, in-room alcoholic beverages, health club or gym charges incurred at a hotel are the sole responsibility of the traveller.

Meals and incidentals

1. A reasonable per diem will be paid to participants to cover cost of meals and incidentals not provided by the Secretariat during the course of the meeting.
2. Any additional expenses must be pre-authorized by the EITI International Secretariat following an explanation for the requested expense. If authorisation is given, reimbursement will be made only if receipts are provided.

Generally, around USD 800,000 of the International Secretariat budget (including 6% of staff costs) is spent on support to the Board. This includes all Board related expenditure including cost of translations, interpretations, printing, postage, etc.

In past years, a number of host governments and locally based companies have contributed to the cost of organising Board meetings in their countries through financial support or in-kind contributions, as well as the cost of the Global Conference, and it is hoped that this will continue to be the case.

Code of Conduct and Openness policy

The EITI Board has developed and adopted a Code of Conduct and an Openness Policy meant to provide guidance to those involved with the EITI.

1. Code of Conduct

The EITI Association Code of Conduct was adopted by the Board in 2014 and revised in 2022. It is [publicly available](#) and applicable to all EITI Office Holders. This includes Board members, their alternates, the EITI Chair, Members of the EITI Association, secretariat staff (national and international), and members of multi-stakeholder groups.

2. Openness Policy

The documents of the EITI are public, except as otherwise provided below:

1. Documents disclosed to the EITI on any matter concerning operational and/or business matters, which for competition reasons are important to keep secret in the interests of the person whom the information concerns, are exempted from access.

2. Documents revealing information received from a third party are exempted from access if disclosure is likely to influence legitimate interests of that third party.
3. EITI internal working documents including Board Circulars, Board Papers, draft and final Committee papers, e-mail correspondences from the International Secretariat to the EITI Board and its Committees, and correspondence between Committee members.
4. Personal information related to staff of the EITI.

EITI Board members may, where demonstrably necessary, and on a case by case basis only, circulate internal documents, including Board Circulars, Board Papers, draft and final Committee papers and related correspondence within their constituencies to facilitate informed debate. However, distribution of documents should be avoided in cases that are identified as involving commercially sensitive information, competition issues and non-disclosure of personal information. Circulation to other Board members and Alternates is always acceptable. Statements made by Board members during Board and Committee meetings are confidential. Final minutes from the EITI Board meetings, Committee meetings and working group meetings are not internal documents, unless agreed otherwise.

Further information is available in the [EITI Openness Policy](#).

Links to key documents

- EITI Articles of Association: <https://eiti.org/documents/eiti-articles-association>
- Constituency guidelines: <https://eiti.org/constituencies>
- EITI Members' registry: <https://eiti.org/documents/eiti-members-registry-2019-2022>
- EITI Board details: <https://eiti.org/eiti-board>
- EITI Board meeting minutes: <https://eiti.org/eiti-board-meetings>
- EITI Board Circulars and Committee meetings minutes: <https://extractives.sharepoint.com/sites/eiti-board>

To access the internal EITI Board website, you will need to be logged in. Please contact the Secretariat for login details.

Annexe: Terms of Reference for committees

1. Finance Committee Terms of Reference 2019-2022

Background

The Finance Committee's mandate was agreed by the Board in March 2010 through Board circular 67 and slightly modified by the 2013-2016 EITI Board through Board paper 24-5. Its mandate is to advise the EITI Board on strategic issues relating to the financing of the EITI International Management (Board and Secretariat). This includes advising on securing funding to the levels agreed by the EITI Board when approving EITI Secretariat workplans and budgets, financial reporting, investment of liquidity, approving levels and use of the reserve fund, and oversight of financial operations in general. The Committee is also tasked with monitoring and reviewing the EITI's expenditure.

Responsibilities

With support from the EITI International Secretariat, the Finance Committee shall:

1. advise the EITI Board on strategic issues relating to the financing of the EITI International Management (Board and Secretariat). This includes advising on the securing of funding to the levels agreed by the EITI Board when approving EITI Secretariat work plans and budgets, financial reporting, investment of liquidity and accepting of financial operations.
2. monitor and review the EITI's expenditure, including ensuring that it understands what the Secretariat uses its funds for, whether the Secretariat has appropriate decision-making processes for taking decisions with financial implications and whether it considers that the Secretariat makes effective and appropriate use of its funding within its budget.

More information is available on the [EITI website](#).

2. Governance and Oversight Committee Terms of Reference 2021-2022

Background

The scope of work of the Governance and Oversight Committee was expanded to include an oversight role by the 2016-2019 EITI Board. This followed a recommendation by the previous Board and the 2015 Governance Review, which among other things noted "the need for a greater focus on oversight and coordination of the organisation as a whole".

The Governance Committee's previous mandate was agreed at the Board meeting in October 2013. This replaced the previous mandate, agreed by Board Circular 67 of March 2010: "On behalf of the EITI Board, address issues relating to the Governance of the initiative, including voting procedures."

Initially set up as the Decision-Making Committee at the 1st EITI Board Meeting in New York 7 December 2006, the original mandate of this sub-group was to "do further work on voting procedures". The Committee's name was changed to Governance Committee at the 3rd EITI Board Meeting in Oslo, 27 September 2007, and its mandate was widened.

Throughout its history the Governance Committee has among other things developed the EITI Articles of Association and overseen a number of Governance Reviews. The Committee has

traditionally not dealt with implementation aspects of the EITI, neither under the Rules nor the Standard.

Responsibilities

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

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

More information is available on the [EITI website](#).

3. Implementation Committee Terms of Reference (updated 2021)

Background

In 2013, the EITI Board agreed to establish an Implementation Committee to oversee progress with implementation of the EITI Standard on behalf of the EITI Board. The purpose of the Implementation Committee is to provide oversight by the EITI Board on how the Standard is being implemented and present recommendations on strategic policy issues related to the EITI

Standard. The Committee monitors challenges and opportunities in implementing countries, including overseeing work to document the impact of EITI implementation, highlight good practice and encourage efforts to strengthen implementation. Annual disclosures in line with the EITI Standard, development of work plans and documentation of innovations and outcomes at the national level require regular analysis and monitoring in order to address weaknesses in implementation prior to Validation and strengthen impact.

Given that the work of the Implementation Committee has often affected the work of other Committees, in particular the Validation Committee, the Implementation Committee regularly informs other committees of its work. To this end, other Committee Chairs have been invited to observe Implementation Committee meetings.

Responsibilities

With support from the EITI International Secretariat, the Implementation Committee shall:

1. Monitor progress with EITI implementation by reviewing the Implementation Progress Reports (IPRs) prepared by the International Secretariat.
2. Review the impact of the EITI at the country level, identify innovations and promote good practice to implementing countries to strengthen EITI implementation and systematic disclosures. This includes considering the findings of EITI reporting, assessments for Validation and other documentation of outcomes from national EITI processes.
3. Monitor the quality of EITI disclosures including through annual and thematic reviews of EITI reporting.
4. Monitor deadlines for EITI reporting and make recommendations on suspension where countries have not met the deadlines set out in Articles 2, 3 and 6 in Section 4 of the EITI Standard on Board oversight of implementation.
5. Review requests for lifting suspensions and make recommendations to the EITI Board in accordance with Article 8 in Section 4 of the EITI Standard on Board oversight of implementation.
6. Review extension requests submitted by implementing countries and make recommendations to the EITI Board in accordance with Article 7 in Section 4 of the EITI Standard on Board oversight of implementation.
7. Review requests for adapted implementation and make recommendations to the EITI Board in accordance with Article 1 in Section 4 of the EITI Standard on Board oversight of implementation and the Board's limited engagement policy.⁵
8. Consider any emerging policy issues related to the EITI Standard, based on global developments, trends in EITI countries and demands from stakeholders in implementing countries.

More information is available on the [EITI website](#).

⁵ The EITI Board adopted a policy on "limited EITI engagement" is at its Board meeting in Manila in October 2017 (2017-48/BM-38/BP-38-4-D), accessible [here](#).

4. Outreach and Candidature Committee Terms of Reference (updated 2019)

Background

As of August 2019, the EITI is being implemented in 52 countries in six regions: Africa, Asia, North America, South America, Europe and the Middle East. However, many resource-rich countries are still not part of the EITI and should be encouraged to join. While governments are primarily responsible for implementation, the EITI is a global movement and its success also relies on the engagement of all the other stakeholders – supporting governments, companies and civil society. Accordingly, targeted outreach efforts are also required to build and sustain support from companies, investors and civil society organisations.

The International Secretariat is responsible for providing guidance and support to countries applying for EITI Candidate status and supporting the Board in evaluating applications in consultation with stakeholders and partners. Much of the outreach activities are undertaken by EITI stakeholders, with the International Secretariat having a coordinating and supportive role.

The EITI Outreach and Candidature Committee oversees the EITI Candidature application process, serving as a focal point for the outreach of EITI stakeholders to new countries, ensuring that the EITI Board is informed on outreach activities, and providing direction or support to these activities where necessary.

Responsibilities

The EITI Outreach and Candidature Committee oversees the EITI Candidature application process, serving as a focal point for the outreach of EITI stakeholders to new countries, ensuring that the EITI Board is informed on outreach activities, and providing direction or support to these activities where necessary. More specifically, on behalf of the EITI Board, the Outreach and Candidature Committee (the “Committee”) shall:

Outreach:

- a) Guide and monitor the implementation of the Secretariat’s priorities and strategies for outreach as per the EITI work plan and outreach strategy.
- b) Regularly update the Board of progress against the work plan and outreach strategy through its oversight of the Secretariat’s Outreach Progress Reports. The Committee shall regularly review the outreach strategy and suggest updates to the EITI Board as needed.
- c) Provide advice and recommendations on relations and communications with stakeholders from non-implementing countries.
- d) Act as a reference point on the Board for outreach by liaising regularly with governments, international financial institutions, multilateral organisations, companies, investors and civil society groups.

EITI Candidature:

- a) Review and appraise Candidature applications status to ensure that the eligibility requirements set out in the EITI Standard are fulfilled. In particular, the Committee will assess whether a country has fully completed the four sign-up steps and is adequately prepared for successful and timely implementation of the EITI in line with the EITI Standard.
- b) Make recommendations to the Board regarding Candidature applications. In cases where the Committee considers that a country is not yet ready for candidature, it may

recommend steps that the Board could encourage the country to take so that the conditions for successful implementation of the EITI are put in place.

More information is available on the [EITI website](#).

5. Rapid Response Committee Terms of Reference (updated 2021)

Background

The Rapid Response Committee was set up at the 4th EITI Board Meeting in Accra on 22 February 2008, to “develop a proposed framework for EITI rapid responses to political developments”. The Committee was originally established to address concerns by some civil society members that “the EITI Board should be able to respond quickly to cases in which civil society or other stakeholders were excluded from playing a fully active role in monitoring revenue transparency”.

The Committee has met on an ad-hoc basis, often on short notice, and has been used by the Board to address a variety of concerns where a rapid response was considered necessary. This has included outbreaks of civil war, particularly serious or time-sensitive allegations of civil society space being constrained or other time-sensitive events or decisions that have threatened to derail implementation.

The Committee has often served to keep the Board informed of events in real-time in between Board discussions of implementation progress reports, Validation and Board circulars, as well as providing guidance to the International Secretariat and regularly monitor events.

Responsibilities

On behalf of the EITI Board, **the Rapid Response Committee shall consider developments in implementing countries of a particularly serious and time-sensitive nature.** Any Board member can request that a case be considered by the Rapid Response Committee. The International Secretariat may also bring cases to the attention of the Committee if there is a concern that implementation of the EITI Standard in the country is at risk and a rapid response is needed. As far as possible, the Rapid Response Committee will prioritise gaining a full understanding of the situation and of the implications of different courses of action. The Committee can recommend specific actions to the Board, taking into account the Board’s mandate to “act in the best interests of the EITI Association at all times” (Article 12.1 of the Articles of Association). It can also decide to remain informed of the situation and may recommend that the International Secretariat consider specific actions as part of its regular support to implementation. The Committee does not take decisions on behalf of the EITI Board. The activities of the Committee shall be reported to the Board as part of the Secretariat’s regular implementation progress reports and Validations. Due to the ad-hoc nature of this Committee, the Rapid Response Committee does not agree work plans like other EITI Board committees do. The Committee is chaired by the International Secretariat.

More information is available on the [EITI website](#).

6. Validation Committee Terms of Reference 2019-2021

Background

The EITI Board agreed to establish a Validation Committee to oversee the Validation process (Board Circular 210).

Validation is the EITI's quality assurance mechanism and an essential feature of the EITI process. It serves to assess performance and promotes dialogue and learning at the country level. It also safeguards the integrity of the EITI by holding all EITI implementing countries to the same global standard.

On 17 June 2019, the EITI Board approved the 2019 EITI Standard including a Validation procedure (section 5 of the 2019 EITI Standard).

Responsibilities

With support from the EITI International Secretariat, the Validation Committee shall:

1. Make recommendations to the EITI Board on the elaboration of the Validation procedures in accordance with the EITI Standard, including: (1) a standardised procedure for data collection and stakeholder consultation by the EITI International Secretariat, and (2) Procedure for the procurement of Validators, including standardised terms of reference.
2. Oversee the Secretariat's data collection and stakeholder consultation activities.
3. Oversee the procurement of Validators.
4. Review validation Reports, including any feedback from multi-stakeholder groups, and make recommendations to the EITI Board on implementing countries' compliance with the EITI Standard.
5. Review the effectiveness of the Validation process and, where necessary, make recommendations to the Board regarding changes to these procedures. The Committee shall review and discuss feedback from Independent Validators and other stakeholders.

More information is available on the [EITI website](#).