EITI Board Manual

EITI International Secretariat   Oslo, *updated* 1 December 2020

Contents

1 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 is also introduces some of the procedures of the EITI International Secretariat.

The key governing document of the EITI is the EITI Articles of Association **found from page 53 in the EITI Standard.** These were last revised by the EITI Members' Meeting in Peru in February 2016 The EITI has developed subsidiary governing documents, and these are also reflected here. These include:

- The EITI Code of Conduct, approved by the EITI Board in 2014 and binding for everyone involved with the EITI;

- The **Constituency Guidelines** found on page 64 of the EITI Standard offer" ... some guidelines of the internal working of constituency processes". Individual constituency guidelines can be seen as attachments found here.

- The EITI Openness Policy, on page 63 of the EITI Standard and 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 Committee. It is not intended to in any way provide further policy, simply explain current practices.

2 BACKGROUND AND OBJECTIVES OF THE EITI

"The EITI is an international multi-stakeholder initiative with participation of representatives from governments and their agencies; oil, gas and mining companies; asset management companies and pension funds (institutional investors) and local civil society groups and international nongovernmental organisations. 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 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

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Standard, a comprehensive standard for transparency and good governance along the whole of the extractives value chain.

3 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).

4 ORGANISATIONAL STRUCTURE

*"The permanent institutional bodies of the EITI Association are: i) **The EITI Members' Meeting**, which is held in connection with the EITI Conference; ii) **The EITI Board** led by the EITI Chair; iii) **The EITI Secretariat** led by the Executive Director"* – Article 4 of the Articles of Association

4.1   The Members' Meeting

The **Members' Meeting** is the governing body of the EITI (Article 7.1) and is held at least every three years in connection with the EITI Conference (6.3). It approves "the activities report, the accounts and the activity plan of the EITI Board" (8.1.i) and elects the Chair, the members and the alternates to the EITI Board. The Members' meeting can also consider "any other matters pursuant to requests from a member" (8.1.iv) 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). 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:

- Countries (implementing countries and supporting countries)
- Companies (including institutional investors)
- Civil Society Organisations (including non-governmental organisations, global action networks or 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 "the member, or the country or other entity the member represents, does not comply with the Articles of Association" (5.5.i) or if "the 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" (5.5.ii). This may be appealed by any member to the Members' Meeting for final decision (5.6).

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

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4.2   The 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:

- A Chair
- 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. When possible, implementing countries should be represented by at least three compliant countries.
- Six Board members from the Constituency of Companies, of which a maximum of one should represent institutional investors
- 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 Board member and alternate (Article 9.4).

Observers: Article 10 of the Articles of Association reads: "*Representatives from relevant international organisations, such as the World Bank, the International Monetary Fund and other relevant stakeholders, should be invited by the EITI Board 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.

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 Board member and 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,

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

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.

4.2.1 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 in the Articles of Association, liability insurance is provided for Board members.[3] Further details are available from the Secretariat.

4.3   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 of Secretariat reports to the EITI Board through the Chair and is responsible for the activities of the Secretariat (Article 16.1).

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. The Secretariat helps coordinate efforts between supporting countries and 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.](#)

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

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5 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 in the Articles of Association

5.1   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.

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 of the Secretariat;

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. 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:

- Two to four Board meetings a year.

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- Contributing to committee and working group meetings, the number and nature of which will depend on circumstances, but which will normally be held by teleconferences or on the fringes of Board meetings.

- Reading and preparation for Board meetings and, when appropriate, committee and working group meetings.

- Communicating with – and coordinating input from – their constituency and sub-constituency regularly, including ahead of Board and, where appropriate, Committee meetings.

- 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](#).

5.2   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 a day and half, and Board members may schedule fringe constituency or committee meetings as needs arise.

The meetings should be convened with at least 14 days' notice (Article 14.2). 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.

5.3   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):

- Act as Chair of the EITI Members' Meeting;

- Act as Chair of the EITI Board Meeting;

- Present the EITI Board report to the EITI Conference and the EITI Members' Meeting; ☐ Represent the EITI Board in external matters;

- Follow-up with the EITI International Secretariat regarding the implementation of the resolutions of the EITI Board; and

- Seek to foster collaborative relationships between EITI stakeholders.

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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).

5.4   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 in 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 and one third of the implementing country constituency (Article 14.5). No resolution may be made by a Board meeting unless there is a quorum. 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).

5.5   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, members should make every effort to attend all meetings of the EITI Board. Members 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.

5.6   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:

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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:

- 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.

- Individuals should be asked to recuse themselves if the Board or a Committee that they belong to is discussing their conduct, performance, etc.

- 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.

- 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.

5.7   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 teleconferences. 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 always 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 English, French, German, Norwegian, Portuguese, Russian, Spanish, Swahili, Swedish and Ukrainian, among others.

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).

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 at EITI Board meetings or as otherwise agreed and are calculated in consultation with PWYP and Board members from eligible countries.

5.8   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, policy and management. Committees hold telephone 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 on a permanent basis, provided that an observer is accepted by all members of the concerned committee and that the committee finds the numbers of observers reasonable. 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 teleconferences when needed. Representatives of civil society from non-OECD EITI implementing countries obtain financial support to cover costs for interpretation of committee calls.

The interpretation provided is currently consecutive (the speaker pauses, the interpreter comes in, the speaker resumes).

Most Board committee meetings take place on the telephone, often in less than ideal conditions. In recognition of the challenges this can pose, the EITI Board has endorsed the following good practices for Board committee calls:

Before the call

- Participants should confirm attendance at least 24 hours in advance.
- Any documents should be circulated in the required languages at least one week ahead of the call.
- Committee members are encouraged to share questions and comments in writing in advance of the meeting.
- Committee members are expected to prepare for a call and where possible consult with their constituencies.

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During the call

- The Secretariat will provide interpretation for Committee members who confirm their attendance at least 24 hours in advance and in accordance with the EITI's language policy.
- Participants should always mute their phone whenever not addressing the call.
- 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.
- When interpretation is provided, participants should include regular breaks in their interventions to allow interpreters time to speak.

- Calls are regularly recorded by the Secretariat to facilitate minute-taking. Participants should inform the Secretariat if they do not approve.
- Observers may intervene in the call when invited to do so by the Chair.
- All participants are strongly encouraged to keep their interventions short and avoid repetition.

After the call

- The Secretariat will usually circulate the draft minutes of the meeting within a week of the call in the relevant languages.
- Committee members should review and when necessary comment 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 2019 the following committees:

- [Audit Committee -](#) The EITI International Board **approved the merger of the Governance and Oversight Committee (GOC) with the Audit Committee (AC)** as a follow up to recommendations from the Board performance self-assessment in August 2020. Given both Committees have oversight functions, the merger would contribute to decreasing the number of Committees and reducing the workload of the Board members. The Committee will retain the name **'Governance and Oversight Committee'.**
- [Finance Committee](#)
- [Governance and Oversight Committee](#)
- [Implementation Committee](#)
- [Outreach and Candidature Committee](#)
- [Rapid Response Committee](#)
- [Validation Committee](#)

The committees' terms of reference and committee members are available online by clicking on the name of the committee and are annexed to this manual.

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5.9   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 six civil society Board members, who also receive a per diem payment to cover costs not paid for by the Secretariat at Board meetings and a financial contribution for communication and interpretation costs incurred between Board meetings. Board members from other constituencies are expected to cover air fare, accommodation and meals not provided by the EITI International Secretariat.

The following rules normally apply:

Flight arrangements

(a) 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.
(b) 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.
(c) 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).
(d) 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

(a) 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.
(b) 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-authorised 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.

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[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.

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Accommodation

(a) 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 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.

(b) 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.

(c) 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.

(d) 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

(a) 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.

(b) Any additional expenses must be pre-authorised 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.

For 2019, it is foreseen that USD 800,000 of the budget (including 6% of staff costs) will be spent on support to the Board. This includes all Board related expenditure including cost of translations, interpretations, printing, postage, etc.

In the past years, a number of host governments and locally based companies have contributed to the cost of organising Board meetings in their countries, and it is hoped that this will continue to be the case.

6 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.

6.1 Code of Conduct

The EITI Code of Conduct, adopted by the Board in 2014, is publicly available and applicable to all EITI office holders. This includes Board members, their alternates, Members of the EITI Association, secretariat staff (national and international), and members of multi-stakeholder groups.

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6.2   Openness policy

The documents of the EITI are public, except in the cases provided below:

- Documents disclosed to the EITI on any matter concerning operation 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.

- Documents revealing information received from third parties are exempted from access if disclosure is likely to influence legitimate interests of that third party.

- EITI internal 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.

- 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, 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 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 on page 63 in the EITI Standard.

7   LINKS TO KEY DOCUMENTS

Articles of Association: https://eiti.org/document/eiti-articles-of-association-2019-2021

Constituency guidelines: https://eiti.org/document/constituency-guidelines

EITI members' registry: https://eiti.org/document/members-registry

EITI Board details: https://eiti.org/about/board

EITI Board meeting minutes: https://eiti.org/about/board-meetings

EITI Board Circulars: https://eiti.org/internal

EITI Committee meetings minutes: https://eiti.org/internal

To access the internal sections of the website, you will need to be logged in. Please contact the Secretariat for log in details.

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ANNEX – TORS FOR COMMITTEES

Finance Committee

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:

The Finance Committee shall 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. It should from time to time review the funding principles adopted by the Board.

The Committee is also tasked with reviewing 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.

The role of the Committee should be distinguished from that of the Audit Committee, whose role is to undertake the formal role of control and oversight for the audited EITI accounts. The role of the Finance Committee, on the other hand, is predominantly policy focused.

Governance and Oversight Committee

The Governance and Oversight Committee's mandate was agreed at the Board meeting in Abidjan in October 2013:

On behalf of the EITI Board, and in accordance with the EITI Rules, the Governance Committee shall consider and seek to develop recommendations relating to the governance of the EITI, including:

- Voting procedures, for Board decision-making, for Chair election and for constituency elections
  - Policy issues affecting the EITI Association
- Proposed amendments of the Articles of Association
- Rules and Procedures on management and operations of the EITI Association - Board member status, vacancies and liability
- Governance issues concerning Members meetings
- Governance issues concerning Board Committees
- Board meeting governance (procedures, observers)
- Deal with cases where a country may change status because it is suspended or delisted, or because it has a government whose recognition is disputed.

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Implementation Committee

The EITI Board agreed to establish an Implementation Committee at the 24th Board meeting in Sydney. Its Terms of Reference were agreed through Board Circular 158: The Implementation Committee shall:

1) Monitor progress with EITI implementation by reviewing the Implementation progress reports (IPRs) prepared by the International Secretariat as well as annual EITI Progress reports.

2) Review the impact of the EITI, identify and promote good practice to implementing countries to achieve compliance and strengthen EITI implementation. This includes considering the findings of annual activity reports, EITI Reports and Validation reports.

3) Monitor the quality of EITI reporting, including through annual reviews of EITI Reports. Monitor deadlines for annual activity reports and EITI Reports and make recommendations on suspension where countries have not met the deadlines set out in Requirements 1.6(a) and 1.6(c).

4) Review requests for lifting suspensions and make recommendations to the EITI Board in accordance with Requirement 1.7.

5) Review extension requests by implementing countries and make recommendations to the EITI Board in accordance with Requirement 1.6(d).

6) Review requests for adapted implementation and make recommendations to the EITI Board in accordance with Requirement 1.5.

7) Consider any further refinements to the EITI Standard related to implementation, including but not limited to outstanding issues from the Strategy Review such as (i) the pilot project on beneficial ownership; (ii) the effectiveness of civil society participation; (ii) the engagement of implementing countries in the governance of EITI; and (iv) EITI reporting procedures.

Nominations Committee

The Nominations Committee is an ad hoc committee tasked with overseeing the development of a proposal to the Board for an EITI Chair nomination ahead of the EITI Members' Meeting.

Outreach and Candidature Committee

The Board decided at its meeting in Dar es Salaam on 19-20 October to establish the Outreach and Candidature Committee. The terms of reference were approved by the Board in May 2012:

On behalf of the EITI Board, the Outreach and Candidature Committee (the "Committee") shall:

EITI Candidature:

a) Assess whether countries seeking to apply for EITI Candidature are adequately prepared for successful and timely implementation of the EITI in line with the EITI Principles and Standard.

b) Review and appraise applications for EITI Candidate status to ensure that the eligibility requirements set out in the EITI Rules are fulfilled. In particular, the Committee will assess whether a country has fully met the four sign-up requirements.

c) Make recommendations to the Board on applications for EITI Candidate status. In cases where the Committee considers that a country is not yet ready for candidature, it may recommend steps that can be taken by the country so that the conditions for successful implementation of the EITI are put in place.

Outreach:

a) Guide and monitor the implementation of the Secretariat's work plan priorities and strategies for outreach, including efforts to attract new Candidate countries and forge relations with supporting governments, international agencies, companies, investors and civil society organisations.

b) Suggest targeted outreach activities to countries, including OECD member countries, companies, investors and civil society.

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.

Composition

The Committee shall comprise representatives of the constituencies on the EITI Board. The Committee will be supported by the EITI International Secretariat to fulfil its terms of reference.

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Rapid Response Committee
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 Rapid Response Committee monitors events that could put EITI stakeholders, process, or brand in EITI implementing countries at risk, and to make recommendations to the Board for possible responses.

Validation Committee

The Validation Committee was established through Board circular 154 on 9 July 2013. The Committee's terms of Reference were approved through Board circular 157:
 	
With the assistance of the 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 procedures for the procurement of Validators, standardized terms of reference and contracts, and a standardized template for Validation reports.
 	
   2. Review draft Validation reports on behalf of the EITI Board and prepare comments for the attention of the Validator and the multi-stakeholder group.
 	
   3. Review final Validation reports and make a recommendation to the EITI Board in accordance with Requirement 1.6(b).
 	
   4. Review the effectiveness of the Validation process and, where necessary, make recommendations to the Board regarding changes to the EITI Standard.

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