

## **GOVERNANCE AND ETHICS COMMITTEE**

### **Terms of Reference**

**(approved at the 10<sup>th</sup> Board Meeting on 11-12 June 2019)**

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#### **A. PURPOSE**

The Governance and Ethics Committee is a standing committee established by the Governing Board of the Global Community Engagement and Resilience Fund (the “Board”) to oversee governance arrangements and ethical standards defined by the Policy on Ethics and Conflicts of Interest (the “Ethics Policy”).

#### **B. MEMBERSHIP**

- 1. Size.** The membership of the Governance and Ethics Committee shall be composed of a minimum of five members and maximum of seven members, including its Chair.
- 2. Appointment of Members.** The Board Chair shall consult with the Board to seek candidates for members of the Governance and Ethics Committee; members may be Board Members, Alternate Board Members, or other members of Board constituencies. The Board Chair, with the assistance of the Governance and Ethics Committee, shall propose the Governance and Ethics Committee membership, including its Governance and Ethics Committee Chair, to the Board for approval, using any appropriate decision-making mode including the no objection email process outlined in Article 2.9a of the Bylaws. To the extent possible, the membership should reflect the wide array of constituencies represented on the Board and seek gender-balanced representation.
- 3. Appointment of the Chair:** Members of the Governance and Ethics Committee shall elect a Chair for the Committee for a mandate of two years. The Members shall elect a new Chair after the expiration of the mandate or if the Chair resigns. The Chair may serve as Chair of Committee up to a maximum of two consecutive mandates. The Governance and Ethics Committee Chair is barred from serving as Chair of another GCERF Board Committee.

4. **Membership Term.** Committee members shall serve a term of two years or until a successor has been appointed.
5. **Vacancies.** A vacancy in the Governance and Ethics Committee resulting from death, resignation, disqualification or other reason, shall be filled in the same manner in which the original holder of that office or position was appointed or selected. Individuals selected or appointed to fill vacant positions shall hold such positions for the unexpired term of their predecessor.
6. **Assessment.** Each Governance and Ethics Committee member shall remain engaged and diligent in the performance of his/her responsibilities. Accordingly, each individual serving in such a role shall be subject to assessment by the Governance and Ethics Committee Chair. If such assessments determine that the individual has not fulfilled his/her responsibilities, including, without limitation, failing to attend meetings and participate in discussions, the Governance and Ethics Committee Chair may request the relevant constituency to put forward a permanent replacement to complete the individual's term or remove the constituency from the committee and seek a replacement for the vacant committee seat in accordance with these terms of reference.

#### **C. SKILL AND KNOWLEDGE**

The Governance and Ethics Committee members shall possess a good understanding of GCERF, its mission, and governance/ethics best practices.

#### **D. ROLES AND RESPONSIBILITIES**

The Governance and Ethics Committee has the following roles and responsibilities, delegated by the Board.

##### Decision-Making Powers

- 1.1. The Committee shall exercise the following decision-making powers:

### *Ethics*

- a. make decisions regarding a conflicted person's involvement in any particular matter, including recusal from discussions and/or, in the case of Board members, recusal from voting on any particular matter, according to the GCERF Ethics Policy.

### Advisory Functions

1.2. The Committee shall advise and make recommendations to the Board, performing the following functions:

### *Governance*

- a. advise and recommend the Board for approval of new, or amendments to existing, governance documents, including (but not limited to) GCERF Statutes, GCERF Bylaws, and Committee charters;
- b. inform and advise the Board on the financial and resource implications of the activities of governance bodies, in coordination with the Finance and Audit Committee;
- c. develop and recommend to the Board for approval the performance assessment framework for the GCERF Board and its Committees, as well as the Chair of the Governing Board;
- d. assist the Chair of the Governing Board in establishing and maintaining a performance management process for the Executive Director;
- e. advise the Chair of the Governing Board and the Board with respect to the nomination, appointment, and succession processes for Chair of the Governing Board;
- f. advise the Chair of the Governing Board and the Board with respect to the nomination, appointment, and succession processes for Executive Director;
- g. advise the Chair of the Governing Board on the nomination of members for Board Committees;
- h. assist the Chair of the Board and the Board in handling any grievance against or lodged by the Executive Director;

## *Ethics*

- i. bring, at its discretion, any conflict of interest issues to the entire Governing Board (excluding the individual or individuals with potential conflicts) for discussion and determination;
- j. recommend and advise the Board on adoption of new ethics policies or revisions to current ones, ensuring that GCERF is always operating in accordance with the global ethics standards.

## Oversight Functions

1.3. The Committee shall perform the following oversight functions:

### *Governance*

- a. oversee the performance assessment process for the Board and each GCERF Committee, as well as the Chair of the Governing Board;

### *Ethics*

- b. oversee the administration of the Ethics Policy.

## **E. MEETINGS**

**1. Frequency.** The Governance and Ethics Committee may meet as needed, at least twice a year.

**2. Modes.** At the discretion of the Governance and Ethics Committee Chair, meetings may be held face-to-face, by video conference, or by any other electronic communication medium that allows a committee member to follow and contribute to meeting discussions as they occur in real time. The Governance and Ethics Committee Chair shall decide on the medium used for each meeting.

**3. Notice.** Notice of Governance and Ethics Committee meetings shall be provided at least ten calendar days prior to the start of the meeting. Under exceptional circumstances, the Chair of the Governance and Ethics Committee, in agreement with the Chair of the Governing Board, may call an emergency meeting. Notice of the Governance and Ethics

Committee emergency meeting shall be provided at least two calendar days prior to the start of the meeting.

**4. Quorum.** The Governance and Ethics Committee may conduct business only when its Chair and a majority of committee members are present.

**5. Secretariat Attendance.** The Secretariat will appoint two qualified individuals from the Secretariat to be a focal point for the Committee who will provide assistance and support to the work of the Committee. One individual will be the focal point for governance related-matters, and one will be the focal point for ethics related-matters (“Ethics Officer”). Attendance at meetings by other Secretariat members shall be decided by the Executive Director, including herself or himself, in consultation with Governance and Ethics Committee Chair.

**6. Access to Staff and Documentation.** The members have unrestricted access to management, employees, and relevant information.

**7. External Expertise:** The Chair of the Governance and Ethics Committee, in agreement with the Chair of the Governing Board, has the authority to request that the Secretariat contracts consultants with the necessary technical expertise to advise the committee.

**8. Delivery of Meeting Materials.** The Secretariat shall distribute meeting materials to ensure receipt by committee members at least one week in advance of the start of the meeting.

#### **F. DECISION-MAKING**

The Governance and Ethics Committee Chair shall use best efforts to ensure that the committee reaches all decisions by consensus. If the Governance and Ethics Committee Chair believes there is a clear consensus, he or she shall restate the decision/recommendation and declare that the committee has reached consensus. If the Governance and Ethics Committee Chair believes the debate is too close to reach a consensus, he or she may decide to defer the matter to a later date. The Governance and Ethics Committee Chair will use all practical efforts to achieve a consensus by encouraging amendments that meet the concerns of all sides of the debate. If the Governance and

Ethics Committee Chair believes that a consensus cannot be reached, majority and minority positions shall be reported to the Board for a decision as appropriate.

#### **G. REPORTING TO THE BOARD**

The Governance and Ethics Committee Chair shall report on the activities and decisions of the Committee at each of the face-to-face meetings of the Board.

#### **H. APPLICATION OF ETHICS POLICY TO COMMITTEE MEMBERS**

Governance and Ethics Committee members are subject to the Ethics Policy. Should a matter arise on the agenda that involves one of its members, the Governance and Ethics Committee Chair shall determine whether such member shall be excluded from the discussion of the matter. If a matter arises on the agenda of the Governance and Ethics Committee that involves the Committee Chair, the Board Chair shall determine if the Governance and Ethics Committee Chair shall be excluded from the discussion of the matter and, if so, the Board Chair shall chair the agenda item without the presence of the Committee Chair.

#### **I. AMENDMENT**

This document may be amended upon approval by the Board.