

Extracted from the PWYP Governance Manual

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GLOBAL COUNCIL: TERMS OF REFERENCE

Purpose

The Global Council advises the Board and International Director. It develops strategies and prioritises activities in operational plans, making recommendations to the International Director and Board as appropriate. It does so through expression of, and debate between, the diversity of 'voices' of PWYP members. It aims for decision by consensus, but votes on recommendations when necessary. The Global Council develops means for resolution of difference between members on matters of importance to PWYP.

Terms of Reference

- To develop strategy for PWYP, making recommendations to the International Director and Board.
- To identify priorities for PWYP's annual operational work plan, making recommendations to the International Director and Board.
- To debate and make recommendations on PWYP's core policy positions.
- To develop, and take a leading role in, methods for consultation with PWYP members on strategy, priorities and policy positions.
- To periodically review strategic progress of PWYP and propose evaluations, recommending amendments to strategy and work plans on the basis of the conclusions of reviews and evaluations.
- To identify funding sources for the coalition and International Secretariat, and provide inputs to funding proposals where strategic decisions and prioritisation are required.
- To develop and supervise the nomination process of the CSO Board members on the EITI International Board.
- To develop procedures for the resolution of differences or conflict between PWYP members, and make recommendations to the Board as final arbiter in these matters.
- To support and advise the Board in its responsibility to appoint, and review the performance of, the International Director.
- To uphold, and provide oversight according to, the coalition's principles and membership standards. This includes the following:
- To develop and make recommendations on policies on potential repercussions for non-compliance to the principles and standards.
- To recommend approval of new coalitions and recommend sanctions for existing coalitions using the membership standards and guidelines.
- To review and where appropriate recommend changes to the operating principles and membership and coalition standards.

- To oversee implementation of PWYP's global protection policy, and advise on any modifications to the policy.
- To establish and hold accountable such subcommittees as it deems necessary to fulfil its responsibilities effectively.
- Review the Global Council's own performance, and that of its individual members, annually .
- Meet at least once a year in person; preferably to coincide with one of the Board meetings.

GLOBAL COUNCIL MEMBERS: ROLE DESCRIPTION

Global Council members work together in the interests of PWYP as a whole, to ensure that strategy and policy positions are developed in a way that balances the interests and perspectives of PWYP members, and advance the mission and values of PWYP.

PWYP has both a Board, whose members are selected; and a Global Council, whose members are elected by the national coalitions. While the Board takes legal responsibility for PWYP, and ensures the integrity of its financial and legal frameworks, the Global Council ensures that strategy and policy positions adopted by PWYP reflect the perspectives of the members. The Board's role on strategy and policy positions is to take the advice of the Global Council, provided that in doing so it can properly fulfil its role as PWYP's legal and financial guardian.

General

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

Policy and Planning

- Develop overall strategic directions of the organisation in liaison with the International Director, taking due account of the perspectives of PWYP members, and the external context in which the strategy will be carried out.
- Propose priorities for PWYP's operational work plan.
- Develop policy advocacy positions covering the key areas of PWYP's work, liaising with the International Director.
- Propose appropriate systems for evaluating and reviewing performance against objectives.

Differences and conflict amongst members

- To play a constructive role in Global Council discussions, seeking means of achieving consensus while upholding the values and mission of PWYP.
- To play a role in developing appropriate instruments and mechanisms for the resolution of difference and conflict between members of PWYP.

Representation

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

PERSON SPECIFICATION

Each Global Council member should

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

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

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

CODE OF CONDUCT FOR GLOBAL COUNCIL MEMBERS

Introduction

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

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

Global Council members are encouraged to abide by the 7 Principles of Public Life. These are:

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

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

Purpose of the Code

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

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

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

Specifically as a Global Council member I will ensure that:

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

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

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

Global Council members should uphold the following principles:

1. Law, mission, policies

- 1.1 I will not break the law or go against charity regulations in any aspect of my role of Global Council member.

- 1.2 I will support the mission of PWYP and consider myself its guardian.
- 1.3 I will abide by coalition policies.

2. Conflicts of interest

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

3. Person to person

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

4. Protecting the coalition's reputation

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

5. Personal gain

- 5.1 I will not personally gain materially or financially from my role as Global Council member, nor will I permit others to do so as a result of my actions or negligence.

- 5.2 I will document expenses and seek reimbursement according to procedure.
- 5.3 I will not accept substantial gifts or hospitality without prior consent of the Chair.
- 5.4 I will use organisational resources responsibly, when authorised, in accordance with procedure.

6. In the Global Council meetings

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

7. Enhancing governance

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

8. Leaving the Global Council

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

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