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GSC/GC Meeting, 8 April 2015

Joint GC and Board Meeting, 9 April 2015

Istanbul / MINUTES

Former Global Steering Committee / Current Global Council

Aroa de la Fuente, FUNDAR, Mexico (Latin America representative and Global Council Liaison on the Founding Board)

Taran Diallo, Guinean Association for Transparency, Guinea (Africa Steering Committee representative)

Ian Gary, Oxfam America, USA (North America/Europe representative)

Suneeta Kaimal, Natural Resource Governance Institute, USA (Global representative)

Cielo Magno, Bantay Kita, Philippines (Asia-Pacific representative)

Cecilia Mattia, NACE-Sierra Leone (Anglophone Africa representative)

Marc Ona, NGO Brainforest, Gabon (Francophone Africa representative)

Olena Pavlenko, Dixi Group, Ukraine (Eurasia representative)

Founding Board

Aroa de la Fuente, FUNDAR, Mexico (Latin America representative and Global Council Liaison), PWYP member

Ali Idrissa (PWYP Niger, Niger), PWYP member

Carlo Merla (Advisor Government of Botswana, Italy), external

Caroline Ngonze (United Nations Economic Commission for Africa - UNECA, Kenya), external

PWYP Secretariat

Marinke van Riet, International Director

Stephanie Rochford, Programme Assistant

Invitees

Richard Bennett, independent consultant

Jacqueline Williams, PWYP Transition Project Manager

Apologies

Tawfiq Al-Budiji, Yemen (Middle East & North Africa representative, Global Council)

Alan Detheridge, PWYP Board, external

Stefan Gilbert, Programme Manager (PWYP Secretariat)

Julie McCarthy, Open Society Foundation (PWYP Board, PWYP member)

Brendan O'Donnell, Global Witness, UK (Global representative, Global Council)

1 Summary of Key Actions and Decisions

- NRGI, Oxfam America and Global Witness to share their fundraising policies with the Secretariat
- Secretariat to develop further the fundraising policy
- Richard Bennett to develop PWYP disclosure policy and include this in the Governance Manual
- Secretariat to develop Board member audit process to assess performance and include this in the Operational Procedures in the Governance Manual
- Richard Bennett to make agreed changes to Governance Manual and Secretariat to circulate to Global Council (any comments to be received within two weeks)
- Secretariat to send welcome letters to the newly affiliated PWYP coalitions
- Secretariat to set up list serves for the Global Council and board
- Secretariat to amend letter to PWYP Tanzania and send to the national coordinator
- Secretariat to develop annual operational plans
- Secretariat to share concept note for ICSM on list serves for member input

2 Welcome and introductions

Everyone was welcomed to the meeting and asked to introduce themselves via a roundtable. As a result of the new policy that PWYP governance bodies work in English and French only, Ali Neema had previously been replaced on the GSC by his counterpart in Yemen, Tawfiq Al-Budiji who was not able to attend due to the security crisis in Yemen and the closure of the airport. Apologies were also received from Brendan O'Donnell and Stefan Gilbert. The committee noted that, since the situation in Yemen is likely to persist, it may be necessary to find an alternative method of engagement with the MENA representative or perhaps find a different representative who would be more able to travel to meetings.

3 Minutes and actions from the last meeting

The committee reviewed the action points from the last two meetings. As a result of the transition, certain action points become the responsibility of the Board of Directors, including those relating to financial reporting and reviewing job descriptions for the International Director and the senior management team in the Secretariat. These were included on the agenda for the founding board. The committee requested that they also have access to the approved budget, particularly as it would inform the discussions around fundraising and strategy implementation, while acknowledging that the board has the ultimate fiduciary responsibility for finances.

Clarification was sought on the action points that were listing as 'Ongoing?' – the question mark indicated the action was in progress but with certain clarifications to be sought with the relevant governance body to which the action now applies.

The PWYP fundraising policy guidelines have been started but need to be strengthened in the coming months. The committee asked the Secretariat to move forward in defining the

fundraising policy, particularly as there is now more flexibility around fundraising and the need for additional funds. NRCI, Oxfam and Global Witness were asked to share their policies. A request was made that these policies also be shared with the national coalitions, and whether the PWYP fundraising policy could be developed at both national and international level. The request reflected the concern that is felt among some coalitions that there is potential for competition between the Secretariat and the national coalitions for the same funding sources.

4 Presentation and adoption of the governance manual

Richard Bennett presented the principal aspects of the PWYP Governance Manual to the committee, emphasising throughout that this is a living document which will be modified over time to build on the members' experience in governance implementation. There are no changes to the existing membership standards or application process, but the manual does contain further detail on procedures for non-compliance with the membership standards (with an emphasis on support to national coalitions to be compliant); as well as a Global Protection Strategy which has been adapted from the Africa Protection Strategy.

Richard presented the roles and responsibilities of, and the relationships between, the governance bodies which are key to the new structure of PWYP, as well as the election and selection process for each. The governance bodies are the Global Assembly (GA), made up of representatives from the national coalitions around the world; the Global Council (GC), which represents the membership by region and is responsible for the strategic and policy direction of the campaign; and the board, which oversees the legal and fiscal compliance of PWYP. The presentation reiterated that the GC members, and the members sitting on the board, are eligible only if they come from coalitions that meet the governance standards; that the two working languages for PWYP's governance bodies are now French and English only (although all formal meeting minutes, as well as key documents, will continue to be translated into Arabic, Spanish and/or Russian); that the board and Global Council members must abide by and sign a written Code of Conduct; that term limits apply to both bodies; and that a formal review of the governance structure is built in to the Governance Manual. It was agreed that this review should take place by latest 2018, and this will be amended in the next draft of the manual.

The committee discussed how best to retain institutional memory once the terms of the Global Council and the board are complete and in case of a departure of the International Director. It was suggested that the board and the Global Council could agree a proportion of members/directors who would stand down after one term; and that a rotation schedule should be developed to formalise this approach. A suggestion was made to include a 'Troika' role where a committee or board member who is not re-elected/selected could serve in an ex-officio, advisory capacity to retain institutional knowledge. The committee also discussed having a second or alternate for the Global Council member who sits on the board, in case that person is not able to attend a board meeting for some reason. An alternate would pose some issues on costs, if s/he would be required to attend all board meetings, while a second could just be briefed by the GC liaison in the event that the second was required to attend a

meeting. The committee also discussed whether the board liaison on the GC could work with the GC Chair in the event that s/he is not able to attend a meeting, to determine whether another GC member could represent the GC at that board meeting. Use of a second at a GC meeting would count as non-attendance by the GC liaison, unless there were extenuating circumstances. It was noted that advance notice of board meetings would reduce the chance that the GC liaison would not be able to attend.

The term of the current Global Council will end at the next Global Assembly/International Coalition Strategy Meeting (scheduled for early 2016). The committee discussed whether the current Global Council would stand and how that decision will be made. The Governance Manual outlines all of the election processes and rules relating to this point. The committee also discussed the process of inviting members to the board: this will be the responsibility of the elected board members, although for the founding board the Transition Committee on the GSC selected the three non-PWYP board members from the applications submitted. The committee congratulated Aroa de la Fuente who they selected to be the Board liaison from the GC. Richard Bennett clarified that the GC liaison on the Board is a full board member with the same rights and responsibilities as the other board members, with the added responsibility of communicating between the board and the GC.

The committee asked what the expectations are of the national coalitions at the Global Assembly in order for them to be fully representative of all members. It was suggested that within the ICSM agenda there should be a business meeting so that voting members would have an opportunity to pose questions to both the board and the GC. It was noted that the Global Assembly has the authority to make changes to the operating principles of PWYP, and that two key operational issues, the membership standards and rules on sources of finance for PWYP, need to be discussed at the next meeting.

The committee discussed whether the PWYP International Director should be accountable to both the GC as well as the board, noting that the board has the formal responsibility for this position and the day to day line management duties, while the GC will informally hold the International Director accountable for the implementation of the strategy. A question of terminology was also raised around the translation of the global assembly as 'international' or 'global' which caused some confusion in the French document. The Secretariat will ensure that the translation of terms is accurate and consistent in the next draft. It was noted that the Global Assembly of members includes organisations that are members in a country where there is no formal affiliated coalition; but that when it comes to presenting members and voting in elections, only affiliated coalitions have these rights. During the consultation on PWYP's new governance structure this question of election rights was addressed and, based on the responses received, the decision was made to restrict voting rights to affiliated coalitions only.

The discussion also addressed the question of how best to involve international NGOs and members where there is no coalition. It was noted that many INGOs are formal members of national coalitions and can therefore exercise their vote in that way. For this reason, the two places previously reserved for INGOs on the GSC have become 'global' seats on the GC,

to maintain the wider perspective within the council while not privileging INGOs over other members in the coalition.

The committee discussed the reasons for registering in the UK, where there are some of the most rigorous transparency requirements for NGOs and charities in the world which reinforce PWYP's goal to be as transparent and accountable as possible. The committee decided to explore further the tax implications of registration in the UK, what further disclosures PWYP may wish to make, and how or if this could impact on coalitions at the national level, during the joint meeting with the Board. It was noted that if PWYP is championing tax justice through the campaign then it must demonstrate best practice.

The committee queried the need for approval from the International Director (ID) in the Code of Conduct clause in case a GC member interacted with the media when speaking on behalf of PWYP, and it was agreed that the ID should have prior knowledge and coordination, but not approval, of this. The Code of Conduct would be amended accordingly. The question was raised of whether the prior knowledge clause should also apply to national coalitions. It was also agreed that for all future application/election calls to both the GC and the board, the Code of Conduct would be included in the materials so that any applications would understand in advance the principles to which they would be signing up as a GC or board member.

An important issue was also raised about how members may be exposed to libel laws as a result of UK registration. The Secretariat's discussions to date with legal counsel indicates that PWYP could not be sued for libel based on the actions of a national coalition, but the committee requested that this be explored further by the board. It was noted that risk assessment is the remit of the board who would be putting together a 'risk register' as well as a process for mitigating identified risks. Developing and maintaining a register of risks is a requirement of the Charity Commission and would be signed off as part of the annual audit of PWYP.

Marinke presented a brief update on the Global Protection Strategy which now forms part of the PWYP Governance Manual, noting that it was an essential yet delicate issue since protection of members may have financial implications. Consequently, the Secretariat is exploring a partnership with the Lifeline Assistance Fund, a basket fund set up by key bilateral donors and managed by a group of six well-reputed NGOs. The organisation is interested in a strategic partnership with PWYP especially for any emergency-related assistance that is described in the protection strategy and short-term funding for advocacy on restrictive laws. The Secretariat will update the committee and the strategy as progress is made on this partnership.

The committee discussed the PWYP Patrons where there has been some interest but no progress thus far. The practicalities of having patrons were discussed, in particular the time and financial implications of 'staffing' patrons, and the need to be more specific about what patrons would actually do. It was agreed that no changes are needed to the concept of

having Patrons, but that it will be an optional rather than a mandatory aspect of PWYP's governance structure.

The committee discussed the level of disclosure of documents under discussion, as well as an approach to confidentiality such as the Chatham House rules; how a disclosure policy should be formalised; that it should include reference to circulation of board resolutions as well as an indication of what needed discussion/consultation prior to meetings; and where the policy should be written, possibly in the Governance Manual but a suggestion was also made that it could be included in the Communications Strategy. The OGP and EITI disclosure policies are to be shared to inform this discussion further. A question was raised about translation of meeting minutes and the Secretariat confirmed that it takes responsibility for producing and circulating minutes in English, French, Arabic, Russian and/or Spanish. The Governance Manual will also be translated into these languages and made available on the website.

The issue of performance by the members of the governance body was also discussed. It was noted that it is good practice to audit board members' performance and not simply monitor their attendance at meetings; and that a process needs to be developed in order to do this effectively. A request was made for anyone with a good model to share it and that this process be added to the Governance Manual once developed. Further discussions included the grounds for removal of board and GC members, which should include missing more than three consecutive meetings (including e-meetings), poor assessment through the audit process; no longer meeting the eligibility criteria; and a serious breach of the Code of Conduct. These will be clarified in the next version of the governance manual. The committee also discussed potential issues relating to the election cycle of board and GC members, if an existing member becomes ineligible to continue serving (e.g. starts working for the extractive industry) or is deemed not to be performing. It was agreed that clarifications would be made in the Governance Manual to describe those instances where someone starts to serve in the middle of an existing term; and that the break after serving the maximum term on the GC or board should be two years. The committee also discussed at some length how to achieve the correct gender balance on the GC and the board. Suggestions included an automatic rotation whereby a male must be replaced by a female at the following election (although not vice versa); that requirements for particular regions to elect a woman could be made at each cycle; or that each region must elect both a male and a female candidate, and an election committee would then decide who should form the GC from that roster of candidates and ensure gender balance in doing so. It was agreed that the final option be included in the Governance Manual as part of the election process for the GC. For the Board, because there are three 'selected' places that elected board members can fill, the gender balance is easier to achieve. The next draft of the Governance Manual will include language to articulate more strongly PWYP's gender policy for the board and GC. It was also noted that PWYP needs to work more broadly to achieve a better balance of participation across the entire coalition, and not just at the board and GC level.

The committee formally approved the adoption of the Governance Manual on the provision that the amendments discussed would be included. These include clarity on which body

(Global Assembly, board or GC) has the right to amend which section of the manual. The committee agreed to formally become the Global Council of PWYP. A revised draft of the manual will be circulated in English and French to the entire GC for final comments and approval, which should be submitted within two weeks.

5 Election of Chair of Global Council

The GC moved on to discuss the role and election of a Chair, whose term would be until the next Global Assembly along with the rest of the current GC. There was some discussion about whether the chair is necessary and different views were expressed about whether a new body should have a leader and whether the Secretariat would benefit. The GC agreed that the particular responsibilities of the Chair would include supporting the development of the board, managing the GC and helping to develop joint advocacy positions in a proactive way. The Chair would have to be someone with time to devote. A query was raised about how the Regional Coordinators in the Secretariat should work with the GC, and whether they should not be more responsible for governance issues. Clarification was made that the Regional Coordinators are executive, technical and operational roles, whereas the GC is a governing body within the PWYP structure. Following a discussion of who had time and interest, including a discussion on the pros and cons of electing northern and southern representatives, Taran Diallo was nominated and seconded and there is general consensus that he should be the Chair of the GC in the interim period. The GC noted Cecilia's desire to abstain in order to consider the issue further. The members of the GC recommitted themselves to fulfilling their roles as GC members, with Taran taking the leading role as Chair.

6 Membership applications and governance challenges

The GC reviewed membership applications from coalitions in Senegal, Burkina Faso, Malawi and Tunisia. Some discussion was had on the need to support the coalitions in coalition building, particularly to prevent one organisation from becoming too dominant within a coalition; and that the requirements for coalitions to become affiliated have become more stringent in order to prevent gatekeeping by the coordinator and/or host organisation. The Secretariat highlighted particular aspects of each application and how the coalitions had reached this stage of applying for membership, and recommended that the GC approve all the applications. The GC accepted the recommendation of the Secretariat who will send out welcome letters to the newly affiliated coalitions.

The GC was also asked to take a decision in relation to PWYP Tanzania where there are ongoing governance issues that need to be resolved. Marinke briefly presented the background to the current situation, the targeted support that the Secretariat has been providing since the ESA coordinator came on board in July 2014, an overview of the mission that was undertaken in November 2014 and a recommendation that the Chair of the GC send a letter to the coordinator to say that Tanzania is no longer recognised as a PWYP-affiliated coalition. The procedure is in line with the process outlined in the Governance

Manual for coalitions that do not comply with PWYP's membership standards. The Secretariat emphasised the desire to continue to find ways to work in Tanzania.

The GC acknowledged that this is an unfortunate and complicated situation and that members of the Secretariat had been on the receiving end of inappropriate comments from the national coordinator in Tanzania. It was noted that the messaging to bilateral donors is very important and that such donors should be contacted prior to publication of the letter to inform them of the situation. There was some discussion of the role for the Secretariat and the Regional Coordinator in addressing such governance issues as they arise; the complementary role for the appropriate GC member when the issue is in their region; and the role of the GC as a whole since governance is a global issue. The GC also noted that PWYP is a brand and there are reputational issues relating to non-compliance with governance standards which have an impact on coalitions in other countries. The governance principles help to protect the PWYP brand.

The GC endorsed the letter once the suggested amendments have been made, including a clear statement that PWYP Tanzania is not complying with the governance standards and on the way forward for the coalition to become compliant. The GC will communicate the decision to suspend PWYP Tanzania, noting the need to communicate more specifics to donors on the ground in advance. The GC noted Cecilia Mattia's decision to abstain and also noted that GC members need to make an effort to conduct outreach proactively on issues that are identified in the board papers and circulated in advance of the meetings.

A brief update was also provided on Gabon, where there is a governance challenge relating to the independent administrator who was hired to oversee a renewal of the coalition in Gabon, but has subsequently attempted to have herself elected as the president of the coalition and to manipulate the election of other member organisations to the coalition. The Secretariat is writing a letter to this person to terminate all professional relations. The GC suggested that a mission be undertaken to Gabon by the PWYP Programme Manager, Stefan Gilbert, along with Taran Diallo.

7 Lessons learned from the GSC

The final session of the meeting on the first day captured lessons learned from the Global Steering Committee which was in operation for close to three years. Members agreed that much has been learned about what worked, what did not work and what could be done better. There was consensus that the members could do better in terms of preparing for meetings and engaging with their constituencies proactively in advance; and that the Secretariat should provide documents further in advance in order to facilitate the consultation by the GC members before meetings, as well as giving more notice for the dates of meetings. A key area for improvement was identified as communication, in particular a process to communicate effectively between meetings in order to be able to address issues. The GC would also like to shift the focus from governance issues to policy and advocacy issues, such as EITI and civil society space. The GC concluded that there is a lot

of work ahead but that a very positive beginning has been made, including the Governance Manual, the Articles of Association for PWYP and a new Global Council and Chair.

Below are the responses to each question:

What has worked well?

- Sub-committees, e.g. the Transition Committee
- The Secretariat's coordination of the GSC's activities
- The participation of the Global Assembly in electing their representatives to the GSC (now GC)
- Improved communications between national coalitions and information sharing on the PWYP list serves
- Putting into practice the "Practise What You Preach" principle and taking difficult decisions
- Having regular, in-person meetings
- The esprit de corps among the GSC members
- Equal representation of regions and international organisations on the GSC
- Improved reporting by the Secretariat at GSC meetings
- The coordination of the EITI civil society board elections

What has not worked well?

- Not having a chair of the GSC
- Lack of clear lines between the global and regional (Africa) steering committees
- Weak engagement in helping to resolve governance crises
- Consolidating gains in advocacy
- Developing strong links between the GSC and all regional groups of coalitions
- A lack of support by national coalitions for the Secretariat
- Representation of the constituencies by GSC representatives has not always been effective
- A lack of operational regional coordination
- Identifying problems at the national level early on
- Commitment of GSC to consult with their constituencies and report back
- Trying to hold meetings in multiple languages, especially on the phone
- Engagement on the GSC list serve
- The Management Committee on the GSC was not able to meet or have calls regularly as originally agreed due to language issues
- The challenges of coordinating and funding translation in four languages
- Lack of engagement and decision making between meetings
- Lack of time given to review and comment on documents

What would you like to see done differently by the GC?

- A good balance between the Secretariat and the national coalitions on fundraising
- Map coalition strengths
- Decentralise more activities

- Dedicate more time to consult with constituencies and receive feedback
- Involve members more in GC activities
- More proactive work on issues like civil society space in EITI and beyond
- Receive documents with more advance time to review and/or share with national coalitions
- Highlight and make more visible the activities of the national coalitions
- Move beyond governance issues only
- More sign on letters to advance international advocacy
- GC members need to build time into their work plan for GC commitments

DAY 2 – JOINT GLOBAL COUNCIL AND BOARD MEETING

8 Welcome and Introductions

The first joint meeting of the Global Council and the board began with a roundtable of introductions. Apologies were received from Brendan O'Donnell, Alan Detheridge, Julie McCarthy and Stefan Gilbert.

The GC and board were made aware that Aziya Kurmanbayeva, who was previously the Eurasia representative on the GSC, has submitted an application for her NGO to be approved as a PWYP member. The GC agreed that this application should be discussed at the next meeting as it was not received in time to be included on the agenda for this meeting.

9 Roundtable and commitments

The GC and board were asked to discuss in pairs their expectations and commitments in their respective roles, and to present these in plenary to the group. Some of the commitments included: representation of different voices and views; reinforcing common values and strategies; being responsive to the needs of the national coalitions; supporting good governance; reinforcing the PWYP image as it completes the transition; focussing on advocacy and strategy; letting the board take on the governance issues so as not to detract from the core of the PWYP campaign. Most expected some 'teething' issues initially, particularly in clarifying the division of labour between the board and the GC; and that the board should begin to lessen some of the burden on the Secretariat in relation to the transition process. The International Director committed to facilitating good relations between the board and the GC, helping the GC to focus on strategy and looking to the board for strong governance; and in particular to continue upholding PWYP's values and principles.

10 Roadmap

Marinke presented an update to the PWYP Roadmap, reviewing progress made in 2014 and goals for 2015. There was some further discussion about which activities and updates are included in the Roadmap, and a suggestion that a template be developed to allow coalitions to share easily some of the key goals and achievements of their campaigns at the end of the year. The critical fundraising issues were discussed, including a potential 'gap' which may result from the transition because donors may need to undertake a due diligence process on the new entity, and this may not be complete before some of the current grants finish.

11 Roles and Responsibilities: Board and Global Council

Richard Bennett presented an overview of the roles and responsibilities of the GC and board, including a summary of the previous day's discussions and amendments, particularly on gender balance and election cycles. He noted that, although the board has the responsibility for hiring the International Director, that they are expected to do so with

appropriate engagement from the GC; and that while the board has responsibility for approving the budget, the GC needs to understand the financial situation in order to make appropriate and responsible recommendations to the board for approval. Clarification was made that any conflicts relating to Human Resources are the responsibility of the board to address. Clarification of reporting lines can be found in the detail of the manual (rather than in the summary table of roles and responsibilities).

The discussion encompassed the issue of how to balance bureaucracy and agility on the advocacy and campaigning activities of PWYP. While it is challenging to write this boundary into the manual, it is something that the GC and board should consider addressing in the Operations section of the manual, which is to be completed over time as the manual is implemented. The issue of financial reporting was also addressed: as a registered company in the UK, PWYP is legally obliged to publish its audited accounts and these will also be available on the website. To date, PWYP has not been able to do this as its finances have been included as a component in the OSF audited accounts. The Secretariat has arranged for a complete exit audit of PWYP finances before leaving OSF. A question was posed about the risk to PWYP of having board members who work for other organisations. Since board members sit as individuals, and not as representatives of an organisation, there is no inherent legal risk for PWYP here. Issues relating to funding of lobbying activities were also raised; the boundaries on lobbying under UK law are increasingly loosely defined and, as long as an organisation's charitable objectives are being advanced by that activity, then there should be no risk for PWYP. Clarification was made that the board (the company directors) bears legal responsibility for PWYP, not the GC (the company members).

12 Practicalities of how the Board and the Global Council will work together

The GC and board members worked in small groups to consider potential challenges and solutions relating to how the two governance bodies will work together, and then presented these to the wider group. Communication; grievance mechanisms; conflicts of interest; approval processes for coalition applications; institutional memory and maintaining good communication beyond the working languages of French and English; donor relations; connecting funding to strategy; sanctions; performance review of the International Director; and maintaining a good link between the board and the Global Assembly were all raised.

The group discussed: establishing a communication period between meetings; aligning the GC meeting with one of the board meetings; ensuring that both board and GC take responsibility for reading their emails; that the Secretariat should flag key issues on which they need the GC and/or board to focus; that a list serve is created for both the board and the GC; the potential to create specific committees within the GC, e.g. a fundraising committee; ensuring that the board and GC meeting takes place in the third quarter of the year, to tie in with linking strategy to resources; that the GC and board meeting agenda should allocate time to thinking ahead five to ten years, and enabling more long-term thinking; adding safeguards to the sanctions process, and a step by step approach, to ensure that any appeals are supported by new evidence; clarifying whether a coalition is

temporarily suspended during the 28 day appeal process within the sanctions procedure; establishing a performance assessment system, including targets, for the International Director but also for the Secretariat as a whole; and nominating an independent facilitator to mediate should there ever be conflict between the board and the GC.

13 Developing joint advocacy positions

The group went on to discuss the process by which advocacy positions could be developed and articulated. The board members suggested that this is principally a GC issue unless there are legal implications which the board need to be made aware of. The group considered why there had previously been no progress in the GSC on adopting advocacy positions and noted that the role of the Chair will assist the GC in taking the initiative to identify and develop positions. A sign-off process was discussed and will need to be clarified as the GC work together. The group noted that in most circumstances the voices of the member organisations would be the most powerful advocacy tool, but that the GC and/or board may be powerful as signatories in cases of member protection or on sanctions.

The group discussed the need to recognise communications challenges in different parts of the world; the importance of good contextual analysis and mapping of issues which would strengthen global advocacy efforts; as well as identifying where there quick wins and where the campaign will need to be long term. They also highlighted the need to take into consideration national level advocacy strategies when taking advocacy positions on behalf of PWYP. A suggestion was also made that the Secretariat develops annual operating plans and share these with the GC as well as the board as a point of entry into linking the strategy and the implementation. A request was made that Oxfam America share such an operational plan with the Secretariat as an example.

The board and Global Council members who were present signed the Code of Conduct.

14 International meeting

The final session of the day was devoted to discussion of the next International Coalition Strategy Meeting / Global Assembly (ICSM/GA), held every three years and bringing the global members together. Due to the additional work created by the transition process the GSC decided to defer this to 2016. The Secretariat proposed that the PWYP ICSM be held in Lima, Peru next February 2016, which is where the EITI Secretariat will be holding its next global conference. The benefits of aligning the PWYP meeting are a reduction in carbon footprint and also reduction in fundraising requirements, as well as consideration of the perception of donors who may be reluctant to fund participants at two global meetings in one year. The Secretariat looked at the amount of cross-over between national coordinators on the EITI multi-stakeholder group, who would be in Lima for the EITI meeting, and there are at least twenty people who would be the same participants at the PWYP meeting. The Secretariat presented a draft proposal for a two day event focused on strategy as well as elections, membership standards and the new governance structure, and also proposed that it could be hosted by RLIE, the PWYP affiliated network in Latin America.

The discussion focused on the location of the meeting, and the pros and cons of aligning it to the EITI conference. There were concerns expressed that PWYP would lose visibility as a separate campaign if the two meetings were aligned. These concerns were acknowledged, but other opinions were also put forward that alignment could offer an excellent advocacy opportunity as well as allowing the PWYP meeting to focus on civil society. While there was general consensus that, in the future, PWYP should work towards holding its global meeting without alignment to EITI, or perhaps in alignment with another event, the group acknowledged that there were not only financial implications but also logistical ones that meant hosting the PWYP meeting alongside the EITI conference was sensible. It was noted that the organisation of the meeting would need to be carefully managed since the Secretariat's capacity is already being stretched extensively by the transition process; and that the Secretariat would be called on to support logistics for the EITI event anyway, so alignment would reduce having that logistical burden twice in one year. Others argued that the proximity with the EITI conference allowed an opportunity to push the civil society agenda in EITI more forcefully; and also that by being in Latin America there was a specific advocacy opportunity in relation to the EITI concerns in that region, as well as the opportunity for PWYP to build on its recent engagement with the region.

Since other options have not been developed of where to hold the PWYP meeting, it was proposed that anyone who so desired could develop an alternative proposal including costs to send to the Secretariat for consideration. Should no alternative proposals be put forward within a month of the meeting the Secretariat would go ahead with plans to hold the event in Lima. The group noted that in future, PWYP needs to attempt to downscale the size of meetings, in order to have the financial sustainability and flexibility to hold meetings more often and in locations of PWYP's choosing. The group acknowledged that while there are a diversity of perspectives that need to be considered, PWYP needs to go beyond the considerations of one particular region and work together to make the next global meeting a meaningful event for everyone involved. Following the provisional decision to hold the meeting in Peru, the potential host organisations in the RLIE network will be consulted on their capacity to host and the Secretariat will share the concept note on the list serves to get input from members.

The Secretariat proposes to hold the next joint board - Global Council meeting in the last week of November 2015, resources permitting. The meeting will be confirmed as soon as possible.