

Publish 
What You Pay
Extracting The Truth

GOVERNANCE MANUAL

AGREED VERSION
Last updated 14/05/2015

CONTENTS

Introduction	3
Section 1: Historical background and rationale	5
Section 2: Membership of the Coalition	7
Becoming a member	7
Becoming an affiliated coalition	7
PWYP Patrons	7
Operating Principles	8
Coalition Membership Standards	8
Expectation of Membership	9
Expectations of Coalition Affiliation	10
Sanctions and Procedures for Non-Compliance	10
Section 3: Terms of Reference	13
Comparison chart of roles and responsibilities	13
Global Assembly (International Coalition Strategy Meeting)	15
Board	16
Global Council	18
Regional Steering Committees	20
International Director and Secretariat	21
Section 4: Role Descriptions	22
Board members	22
Chair of the Board	25
Treasurer	27
Global Council members	28
Chair of Global Council	30
Duties of the Company Secretary	32
Section 5: Election and selection of the Board and Global Council	33
Election of the Global Council	33
Election/Selection of the Board	38
Section 6: Codes of Conduct for Persons in Governance Positions	42
Board Members' Code of Conduct	42
Global Council Members' Code of Conduct	46
Section 7: Operational Practice and Guidelines	50
[to be completed by the Board & Global Council on the basis of experience]	
Appendix 1: Coalition Membership Standards	51
Appendix 2: Protection Strategy	53
Appendix 3: Disclosure Policy	61

INTRODUCTION

Purpose of the Governance Manual

This Governance Manual is a guiding tool outlining governance roles and responsibilities for Publish What You Pay (PWYP). It is designed to be easy to update; PWYP is a newly-registered coalition, which will need to develop its approaches to governance as its new Board and other structures build their experience of governing.

The Manual aims to provide, in the first instance, the essentials of divisions of roles and responsibilities, and the core elements of good governance practice.

Section 1 provides a brief historical note on the background and origins of PWYP, and the reasons for decisions about its governance structures and mandates.

Section 2 contains the membership and the standards of the coalition.

Section 3 describes the Terms of Reference for the key bodies.

Section 4 covers Role Descriptions for the members of key bodies in PWYP.

Section 5 details the election and selection procedures for both Board and Global Council members.

Section 6 provides Codes of Conduct with which all persons in positions of governance responsibility are expected to comply.

Section 7 [to be added by the Board and its Officers as their experience and discussions develop agreed practice] covers the operational practice and guidelines for the Board and related bodies.

Appendix 1 is the agreed Governance Standards for all coalitions in PWYP.

Appendix 2 is the proposed Protection Strategy inspired by the Africa Protection Strategy.

Appendix 3 is the Disclosure Policy of PWYP for documents

This Manual is intended to be a living document: as the bodies of PWYP develop experience and understanding of their roles, they will update the contents of the Manual, add sections on operational procedures, and generally ensure that the Manual continues to reflect best thinking and practice in the coalition.

The table below specifies which governance body has the right and responsibility to update each section of the Governance Manual.

Governance Manual section	Responsible for initiating amendments	Responsible for approving amendments
Becoming a member	Global Council	Global Assembly
Becoming an affiliated coalition	Global Council	Global Assembly
PWYP Patrons	Board	Global Assembly
Operating Principles	Global Council	Global Assembly
Coalition Membership Standards	Global Council	Global Assembly
Expectations of Membership	Global Council	Global Council
Expectations of Coalition Affiliation	Global Council	Global Council
Sanctions and Procedures for Non-Compliance	Global Council	Board
Terms of reference – Global Assembly	Global Council	Global Assembly
Terms of reference – Board	Board	Global Council
Terms of reference – Global Council	Global Council	Board
Regional Steering Committees	Global Council	Board
International Director and Secretariat	Board	Global Council
Role Description – Board members	Board	Global Council
Role Description – Chair of the Board	Board	Board
Role Description - Treasurer	Board	Board
Role Description – Global Council members	Global Council	Board
Role Description – Chair of Global Council	Global Council	Global Council
Duties of the Company Secretary	Board	Board
Election of the Global Council	Board	Global Assembly
Election/Selection of the Board	Global Council	Global Assembly
Board Members' Code of Conduct	Board	Global Council
Global Council Members' Code of Conduct	Global Council	Board
Operational Practice and Guidelines	Global Council or Board	No approval necessary

This Manual, along with the Memorandum and Articles of Association, provide the details of a new governance structure for PWYP which begun in 2014-2015. It is recognised that, in the first few years of operation in particular, many lessons will be learned as the structure and procedures are put into practice. To ensure that these lessons are fully learned and reflected in continuous improvements to the governance structure and procedures, PWYP will conduct a Governance Review by 2018 at the latest, with external support if appropriate, and revise its structure and procedures accordingly.

The governance structures and approaches covered in this Manual are designed to reflect the values and principles by which Publish What You Pay works. Being fundamentally concerned with transparency and accountability, PWYP now has a governance framework that is as transparent and accountable as possible. And, as a coalition with a focus on gender equality, the structure now ensures that women and men have equal places and voice in the coalition's governance.

SECTION 1: HISTORICAL BACKGROUND AND RATIONALE

This Governance Manual is designed to support the structures of PWYP created in 2014-15.

Although PWYP was founded in 2002, from then on it has been operating under the legal framework of the Open Society Foundations (OSF). In 2014, it was decided that PWYP would become formally independent of OSF, and a process was initiated to develop the structures and procedures that would enable it to function independently.¹ Independence was scheduled for latest 31 August 2015.

PWYP is a coalition that includes national² coalitions of local organisations and member organisations in countries where there are no national coalitions. These governance documents are for PWYP at a global level only. National coalitions have their own governance structures, and are in principle autonomous but have to abide by the PWYP coalition membership standards (see Appendix 1, Coalition Membership Standards). These standards form part of the basis of this Governance Manual.

The coalition members govern PWYP, and are themselves (operating collectively) the primary actors on the global stage. They employ a small decentralised secretariat to facilitate and coordinate their collective activities.

The process to develop the structures and procedures for an independent PWYP was consensual in nature, and designed to enable coalition members to take on the full responsibility for governing, managing and being the prime operators in PWYP, taking on many of these responsibilities from OSF. It decided to register PWYP as a charity, and as a company limited by guarantee, in the UK³; and it developed four levels for governance and management:

- A three-yearly Global Assembly, or International Coalition Strategy Meeting, to enable all members to engage in strategy and policy review and development.
- A Global Council, composed of regional representatives of the national coalitions and some of the member organisations with global reach (who often provide technical and/or financial support to national coalitions), to develop strategies and policies for PWYP programmes and activities.
- A Board, to take on overall governance responsibilities, selected by the Council.
- A decentralised Secretariat, to support these two bodies, to facilitate the global coalition's activities and communications, and to administer funding applications and fund management for the global coalition.

¹ For more information on this process please see http://www.publishwhatyoupay.org/sites/publishwhatyoupay.org/files/Strategic%20and%20Operational%20Review%20Report_FINAL.pdf

² The exception to this rule is Latin America where we –thus far- only have a regional presence through the RLIE as an entry point into the region. The GSC made this strategic decision in their meeting in Paris in January 2014.

³ The UK was chosen as its location not only for historical reasons but also because UK Charity Law requires a high level of transparency in line with the philosophy of PWYP to 'practice what you preach'.

PWYP as a UK-registered Charity

Being registered as a charity means that PWYP's Board members are registered with the UK's Charity Commission as Trustees of the Charity. They are responsible for ensuring that the coalition functions within its charitable objects, and fulfils the regulations and guidance of the Charity Commission for good governance of its charitable activities. These include transparency about its strategies, progress towards its objectives, and use of charitable resources. The Company Secretary is responsible for ensuring that the Trustees meet these responsibilities effectively.

PWYP as a UK-registered Company Limited by Guarantee

Being registered as a Company Limited by Guarantee means that PWYP's Board members are registered with the UK's Companies House as Directors of the Company. They are responsible for ensuring that the coalition functions within the UK's company laws. 'Limited by guarantee' means that, as a non-profit company, the Directors' liability for the consequences of insolvency is limited to a nominal amount (usually £1). The Company Secretary is responsible for ensuring that the Directors meet these responsibilities effectively.

The PWYP Board

Board members are selected to take primary responsibility to ensure that the objectives and interests of PWYP, as a registered company and charity, are protected and advanced. Their primary interest is PWYP, rather than the interests of any region from which they have been selected and to which they may feel close affiliation. They govern PWYP in the interests of the members globally and collectively. They will normally accept the recommendations on strategy and policy of the Global Council, unless there are good reasons of legal or financial probity for not doing so. Their responsibilities are set out in the Terms of Reference and Role Descriptions in this Manual.

The PWYP Global Council

The Global Council brings together representatives of the regions and member organisations with global reach. They are responsible for the development of strategy, work plans and policy positions for PWYP at global level, and for coordination between the regions. The Global Council is accountable to the Global Assembly for its work, and makes key recommendations on policy and strategy to the Board. Their responsibilities are set out in the Terms of Reference and Role Descriptions in this Manual.

The PWYP Secretariat

A small decentralised Secretariat which is – at least for now – based in London with decentralised regional hubs in the regions. Its role is to support the national coalitions in their strategy, advocacy, governance, management, communication and delivery of work plans. It is facilitative and enabling, and does not have a supervisory role over the national coalitions unless they, collectively through decisions of the Board, decide to delegate some management and oversight powers to the Secretariat. The Secretariat also has responsibility for coordinating advocacy at international and regional level, as well as joint fundraising, and coordinating the implementation of funded projects.

SECTION 2: MEMBERSHIP OF THE COALITION

1. Becoming a PWYP Member Organisation

PWYP is open to membership by any organisation that

- Has endorsed the PWYP vision, mission and operating principles.
- Has committed to uphold and continuously abide by PWYP's coalition membership standards.
- Is a registered (or formally recognised) civil society organisation or community based organisation within the territory in which it operates, unless there are compelling reasons making this not possible.

The PWYP- affiliated coalition in the relevant country is responsible for approving membership of individual member organisations and has a responsibility to communicate new members to the Secretariat through the annual governance survey, for example. In countries where a national coalition does not currently exist, responsibility for decisions about organisational membership lies with the PWYP Secretariat.

An organisation with offices in more than one country may be a member in each national coalition where it has an office, provided it meets the membership criteria

2. Becoming a PWYP-Affiliated Coalition

A coalition can apply for affiliation if it

- Has endorsed the PWYP vision, mission and operating principles.
- Has committed to uphold and continuously abide by PWYP's coalition membership standards.
- Has a constitution and governance structure that meets these standards.
- Has a strategic work plan that demonstrates its work towards the PWYP vision and mission.

Has completed an application form available via <http://www.publishwhatyoupay.org/about/join-coalition>.

The PWYP Global Council is responsible for recommending new affiliations of coalitions which are approved by the PWYP Board.

3. PWYP Patrons

PWYP has created another membership category, which operates in different ways, and for different reasons, from the Members and Coalitions categories. At the time this Manual was finalised, there were no PWYP Patrons; while this is seen as a potentially valuable category, PWYP will not appoint any Patrons until and unless it has produced an Expectations and Support Policy that clarifies the costs and benefits of the category, and which demonstrates on this basis the category's added value.

Patrons are regional role-models who stand for integrity, transparency and accountability, take pride in their association with PWYP and add value to its mission. Patrons will act as ambassadors, to help increase PWYP's visibility and

profile and open doors to key people within governments, intergovernmental organisations and the donor community. In addition they will help PWYP advance on advocacy campaigns such as for example writing letters to key stakeholders.

PWYP Patrons are characterised in this way:

- A PWYP Patron has earned her/his profile as a beacon of integrity, transparency and accountability.
- A patron has an extensive network of government, intergovernmental and donor contacts and is willing to share these and open doors.
- A Patron is financially independent (the position is not remunerated).
- A Patron may have a background in civil society, the extractives sector or work in governmental or intergovernmental organisations.

The procedure for someone to become a PWYP Patron is as follows:

- Any national coalition, regional steering committee or other PWYP body may nominate someone to become a PWYP Patron at any time. To do so, they will write to the International Director, indicating clearly how their nominee displays the above characteristics.
- The International Director will bring the nomination to the PWYP Board. The Board will decide whether to invite the nominee to be a PWYP Patron.
- The Chair of the Board will personally invite the nominee to become a PWYP Patron.

PWYP Patrons could become an integral part of the coalition, but are not voting members. They may be invited to participate in individual Global Council or Board meetings, if it is considered that their knowledge and skills would add value on the matters under consideration. They will be invited to Global Assemblies/International Coalition Strategy Meetings.

4. PWYP's Operating Principles

- PWYP is a family, and as a solidarity and value-based movement we are committed to creating a safe environment and to put in place policies and systems to protect our members.
- PWYP works in a spirit of honesty, integrity and openness; coalition member organisations are accountable to each other, the global coalition and to our donors.
- PWYP constructively engages with other stakeholders to ensure an open debate for good governance in the extractive industries.
- PWYP freely shares knowledge and information within and across coalitions to promote change in a multi-disciplinary, cross-regional and multilingual way.
- PWYP respects cultural diversity and opposes all forms of discrimination; PWYP coalitions are non-partisan.
- PWYP's strength lies in our members; we recognise and value our members' courage, commitment and contribution.

- PWYP is a dynamic network; we strive for flexibility, responsiveness and innovation through self-questioning and learning.
- PWYP membership is open to all civil society organisations that share our vision, mission and principles; we embrace partnerships to leverage our campaign.
- PWYP is an independent movement and will always advocate and campaign freely, no matter the origins of its financial resources.
- PWYP practises what it preaches in terms of financial transparency, fundraising and management, avoiding all conflicts of interest and mismanagement. PWYP has a zero tolerance policy for corruption.

5. PWYP's Coalition Membership Standards

Members of the Publish What You Pay worldwide coalition will:

- Advocate for an open, transparent and accountable extractive industry, to ensure that its revenues contribute to sustainable development.
- Positively and constructively engage with other coalition members, companies, governments and other relevant actors at national and regional levels.
- Provide regular updates on activities, strategies and plans related to the campaign.
- Proactively speak out to the media and public on issues relating to an open and accountable EI, promote Publish What You Pay, and widely disseminate relevant and important information on the campaign.
- In addition, PWYP member organisations:
 - Must be registered civil society organisations or community based organisations (unless there are compelling reasons that mean this is not possible).
 - Agree to be listed on the PWYP website and in other campaign materials.

6. Expectations of Membership

The other members of the coalition expect that each member will:

- Adhere to the letter and spirit of the PWYP Operating Principles.
- Undertake advocacy that advances PWYP's vision, mission and strategic objectives to the best of its ability.
- Share intelligence and materials with other PWYP members, to support the effectiveness of their advocacy.
- Strive to maintain and enhance the reputation and profile of PWYP.

Each member has a right to:

- Vote in elections for positions in their national and/or regional coalition, where applicable.
- Attend the three-yearly Global Assembly/International Coalition Strategy Meeting and other relevant events of the global coalition⁴.
- Attend the meetings and other events of their national and/or regional coalition where applicable.
- Receive publications and electronic updates from the global, regional and national coalitions that enable it to remain up-to-date and effective in its advocacy.
- Contribute to the PWYP list serves and web site by freely sharing articles, information as well as writing blogs and articles.

7. Expectations of Coalition Affiliation

Members of PWYP expect that every coalition will:

- Adhere to the letter and spirit of the PWYP Operating Principles.
- Adhere to the letter and spirit of the Coalition Membership Standards.
- Participate in an annual survey to enable the global coalition to monitor and enhance coalitions' adherence to the Standards in line with Practice What You Preach.
- Ensure that all members in the relevant country or region are able to participate fully in the governance and activities of the coalition.
- Undertake collective advocacy that advances PWYP's vision, mission and strategic objectives to the best of its ability.
- Share intelligence and materials with other PWYP coalitions, to support the effectiveness of their advocacy.
- Share funding proposals when in the name of PWYP with the national governance body as well as relevant members of the Secretariat.
- Have a joint list serve to which all members in the country are party plus relevant Secretariat members.
- Strive to maintain and enhance the reputation and profile of PWYP.

Each coalition has a right to:

- Nominate candidates for election to the Global Council and Board.
- Vote in elections to the Global Council.
- Send representatives to the three-yearly Global Assembly.⁵
- Receive publications and electronic updates from the global coalition that enable it to remain up-to-date and effective in its advocacy.
- Contribute to the PWYP list serves and web site by freely sharing articles, information as well as writing blogs and articles.

8. Sanctions and Procedures for Non-Compliance

⁴ These events are normally organised on a cost-sharing basis and the Secretariat helps national coalitions with joint fundraising opportunities for these events.

⁵ Same principle as the above footnote.

In view of the subject matter of PWYP's advocacy, it is vitally important that its members and coalitions themselves maintain the highest standards of good governance, transparency and accountability. For this reason, members' and coalitions' adherence to the PWYP Operating Principles and Coalition Membership Standards is important for the credibility and advocacy effectiveness of the coalition as a whole.

PWYP focuses primarily on PWYP affiliated coalitions in being able to achieve these standards having been mandated by the Global Council in doing so. If, after appropriate support has been provided, a member or coalition continues to be unable to do so, PWYP reserves the right to withdraw membership or affiliation from it. This section outlines the procedures and sanctions that can be applied.

National Coalitions:

It is PWYP's intention, and in its interests, to be as supportive as possible in giving every national coalition as much opportunity as possible to adhere to the operating principles and membership standards, and only to undertake sanctions when all opportunities have been offered. National coalitions are supported to do so by the International Secretariat who has the right and responsibility to attend National General Assemblies and visit the national coalition at any time. If the International Secretariat, members of the Global Council and/or the global Board have reason to believe that a national coalition does not live up to the operating principles or coalition membership standards, and that the International Secretariat has given responsible support to address any challenges, then they may take the following actions.

- A short report will be prepared, outlining the reasons for believing the national coalition is not adhering to the operating principles or coalition membership standards; any evidence to support this belief; and an account of support provided to address the challenges.
- The report will be presented to the national coalition concerned, with an explanation of the actions that will follow, and an invitation to express in writing its own view of the situation.
- The report and the submission of the member will be tabled at a meeting of the Global Council. The Global Council shall decide whether:
 - The International Secretariat will provide further support to address any continuing challenges.
 - The national coalition's status will be withdrawn, so that they cease to be part of the global coalition.
- The national coalition will be informed in writing of the decision of the Global Council, and the reasons for it.
- The national coalition will have the right to appeal against withdrawal of its status, by
 - Making a submission in writing to the Global Council, requesting reconsideration; this should be done if the national coalition believes that there is evidence that was not considered in the original decision, in which case the national coalition will present this new evidence and request reconsideration; *or*
 - Making a submission in writing to the Board of PWYP to consider its appeal.

- If no appeal has been made within 28 days of the national coalition being informed of the Global Council's decision, the withdrawal of its status will be final.
- If the national coalition appeals to the Board, the Board will request all relevant documentation from the national coalition and Secretariat; it will appoint two Board members to an ad hoc appeals committee (both of whom will demonstrably not have links to the national coalition concerned); this ad hoc appeals committee will consider all relevant documentation, including the reasons for appeal; it may choose to interview either the national coalition, a representative from the Global Council and/or Secretariat; and it will make a recommendation to the Board. The Board's decision will be final.
- While the appeal is pending the decision of the Global Council stands.

**SECTION 3: TERMS OF REFERENCE
COMPARISON CHART
Of Roles and Responsibilities of Key Bodies in PWYP**

	Global Assembly	Global Council	Board	Internat'l Director/ Secretariat
Membership & how chosen	All those with voting rights: national coalitions	Elected by countries: 8 regional representatives; 2 global places	3 nominated by countries & elected by Global Council; 1 representative of GC; up to 3 invited from stakeholders	ID appointed by Board, with support of GC; other staff appointed by ID
Authority	Oversight by members Ultimate authority Elect Global Council; Hold Global Council & Board to account	Represent members, develop content & direction Accountable to GA Recommend strategy Recommend policy positions	Legal & fiscal oversight Accountable to GC Ensure organisation fulfils mandate & objects. Accept recommendations of Global Council unless legal or fiscal reasons for not doing so Hold ID to account	Manage programmes & budget Accountable to Board
Functions				
Strategy	Consultation venue; adopt new strategies	Develop & recommend to the board & provide oversight on implementation	Approve strategy subject to fiscal & legal oversight	Support to other bodies, especially Global Council
Strategy review		Periodic (annual) reviews	Monitor & evaluate	Support Board, GC
Advocacy/Policy positions	Consultation	Develop & recommend to the board & support implementation	Approve subject to fiscal & legal oversight	Technical support to Global Council
Annual plans		Identify advocacy priorities	Approve; periodically review	Develop and coordinate implementation
Annual budgets & accounts			Oversee & approve; periodically review	Develop and execute
National Coalition membership processes		Oversee process & recommend decisions on national coalition membership once they are affiliated.	Approve structures & mechanisms Approve coalition applications on receipt of recommendations from Global Council	Support Global Council
Coalition membership standards	Adopt changes to standards	Recommend changes to standards Oversee Secretariat support for coalitions; investigate and decide sanctions	Approve standards & policies Run appeal process	Support coalitions to meet standards; support Global Council in sanctions process
Protection policy		Advise on modifications Oversee implementation	Approve policy	Implement
Member consultation	Key venue	Develop methodologies & lead		
Conflict resolution		Develop procedures	Final arbiter	Support Global Council & Board
Appointment of International Director		Support Board in appointment & appraisal processes	Appoint & appraise	
Risk register		Advise Board on updating/reviewing risks	Maintain & review	Support Board in maintaining
Finance policies			Approve and regularly review to ensure compliance	Develop and implement

HR policies			Approve and regularly review to ensure compliance	Develop and implement
-------------	--	--	---------------------------------------------------	-----------------------

GLOBAL ASSEMBLY/ INTERNATIONAL COALITION STRATEGY MEETING

1. Purpose

International Coalition Strategy Meeting

Members of the global coalition will have the opportunity, every three years (pending funding), to engage in debate and discussion of PWYP strategy, policies and priorities. The Assembly advises the Global Council on the basis of its debates.

Global Assembly

During an International Coalition Strategy Meeting, there will be a formal business meeting. Its purpose is to enable the Board and Global Council to report on their work in governing and taking forward the global coalition; to enable the members to hold the Board and Global Council to account; and to elect members of the Global Council.

2. Terms of reference

International Coalition Strategy Meeting

- To review progress made on PWYP's international strategic priorities and, where necessary, adopt changes to the strategy or adopt a new strategy.
- To evaluate opportunities to strengthen and broaden civil society participation in the global PWYP coalition.
- To exchange lessons learned and best practices.

Global Assembly

- To elect the Global Council through regional nomination mechanisms.
- To review and adopt any recommended changes to PWYP's operating principles and coalition membership standards.
- To receive reports from the Global Council and Board, and hold them to account.
- The Global Assembly has the power to hold a vote of no confidence in the Global Council and/or the Board; should such a vote be carried, the members of the relevant body would stand down, setting in motion an electoral process.

BOARD: TERMS OF REFERENCE

1 Purpose

The Board oversees PWYP. It takes legal responsibility for PWYP as a registered organisation (currently registered as a Company Limited by Guarantee and a Charity in the UK). It approves main policy positions, strategy, financial and human resource policies and strategies. It appoints and ensures the effectiveness of the International Director.

2 Terms of Reference

Core responsibilities

To ensure that PWYP:

- Complies with charity and companies law in the UK, and with other legislative and regulatory requirements, in particular ensuring that PWYP prepares reports and accounts as required by law.
- Does not breach any of the requirements or rules set out in its governing documents.
- Remains true to its mission and purpose.
- Remains solvent.
- Uses its funds and assets reasonably, effectively, and only in furtherance of PWYP's mission and purpose.
- Acts with integrity, avoids any personal conflicts of interest or misuse of PWYP funds or assets by Board members, and is protected from personal conflicts of interest or misuse of funds or assets by others.
- Is responsive to the priorities, strategies and policy positions recommended by PWYP members through the Global Council.

To fulfil its core responsibilities, the Board is required to:

- Approve structures and mechanisms for registration of membership of PWYP, and through which members engage in the decision making and activities of PWYP.
- Appoint an International Director, and annually review their performance, drawing on the support and advice of the Global Council.
- Approve strategies, work plans and budgets of the PWYP Secretariat.
- Approve financial and human resources policies and procedures, including policies governing conflicts of interest or misuse of funds or assets of PWYP.
- Monitor and evaluate progress in relation to strategies.
- Periodically review work plans and their implementation.
- Review and approve accounts.
- Maintain and review a register of risks.
- Approve core policy positions for PWYP's advocacy agenda.
- Be the final arbiter in any conflicts between members of PWYP.
- Uphold, and provide governance according to, the coalition's principles and membership standards. This includes the following:

- To approve policies on potential repercussions for non-compliance to the principles and standards.
- To approve new coalitions and decide on sanctions for existing coalitions using the membership standards and guidelines.
- To approve any recommended changes to the operating principles and membership and coalition standards.
- To approve PWYP's global protection policy and any proposed changes to it.
- Establish and hold accountable such subcommittees as it deems necessary to fulfil its responsibilities effectively.
- Review the Board's own performance, and that of its individual members, annually
- Have at least three meetings a year, two of which have to be in person

GLOBAL COUNCIL: TERMS OF REFERENCE

1 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.

2 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.

REGIONAL STEERING COMMITTEES: TERMS OF REFERENCE

At present (2014), there is one Regional Steering Committee in PWYP: the Africa Steering Committee. PWYP will consider the creation of further Regional Steering Committees as the need and opportunities arise. Any regional group of national coalitions that considers that there would be value in creation of a Regional Steering Committee may make a recommendation to the Global Council, which will consider the case and make a recommendation to the Board; the Board will have the final decision. The primary considerations that the Global Council and Board will take into account will be:

- The projected added value of a new Regional Steering Committee.
- The projected costs of enabling a new Regional Steering Committee to function, set against other priorities for the global coalition.

It is anticipated that new Regional Steering Committees would model their Terms of Reference on those of the Africa Steering Committee. The Africa Steering Committee's Terms of Reference are:

Role

- To oversee the implementation of the strategic action plan in Africa and provide strategic guidance as needed.
- To ensure that National Coalitions and members in Africa comply with PWYP principles and standards.
- To oversee and validate the setting up of national coalitions.
- Ensures the implementation of the protection policy at African level.

Composition

The Steering committee is composed of representatives from African sub-regions: Eastern and Southern Africa; Central Africa; Anglophone West Africa and Francophone West Africa respectively. Added to this number are the African civil society representatives in the EITI Board, the Programme Manager and the regional coordinators in Africa.

The mandate term is a maximum of three years with the possibility of one re-election. Ideally this should be done at an Africa regional meeting.

Modalities

The Steering Committee is in regular communication and convened at least twice a year (pending available resources), decision making will be made by consensus.

Main priorities

- Assist the GSC and Secretariat in the transition and ideally help to identify good candidates for the board of trustees.

- Identify funding sources for the Secretariat –especially at African level- for both the Africa regional meeting and PWYP’s Vision 20/20.
- Prioritise, steer and oversee the implementation of the Africa advocacy strategy.
- Ensure implementation of the protection policy.
- Enforce governance and membership standards at the Africa level being the first point of call for any governance crisis at African coalition level while leaving the ultimate decision-making power to the GC and Board.
- Be ambassadors for PWYP Africa region based on the principle of ‘Practice What You Preach’.

INTERNATIONAL DIRECTOR AND SECRETARIAT: TERMS OF REFERENCE

5.1 Purpose

The Board appoints an International Director, who employs a Secretariat as necessary, to facilitate, enable and coordinate the coalition to achieve its mission and deliver its strategy.

5.2 Terms of reference

- To support the Board in carrying out its governance functions.
- To support the Global Council in carrying out its strategy, prioritising and coalition oversight functions.
- To develop a global strategy and then coordinate and facilitate its national level implementation, to enable members to effectively deliver the PWYP priorities adopted by the Global Assembly (. These national level strategies, and their resourcing, are members’ own responsibility although joint fundraising opportunities are recommended.
- To fundraise for the plans, maintain effective working relations with current and potential donors, and ensure high-quality and timely reporting to donors.
- To manage the resources (human and financial) of PWYP, within the priorities set by the Board, and ensure transparent and timely reporting.
- To facilitate and coordinate the member-driven global coalition, particularly in its global advocacy, ensuring effective and appropriate representation of the coalition’s collective advocacy views and agenda.
- To represent the global coalition, when appropriate (as defined in discussion with the Global Council), in order to further its global advocacy objectives.
- To coordinate and enable the development of capacity of national coalitions.
- To support the national coalitions to support development of the capacity of their members.
- To support the national coalitions to achieve and adhere to the coalition membership standards.
- To coordinate an communications and information system that enables PWYP members to remain up to date on matters relating to PWYP’s mandate.

SECTION 4: ROLE DESCRIPTIONS

BOARD MEMBERS: ROLE DESCRIPTION

Board members of PWYP have been selected to the Board because of a wish to support the work of PWYP. PWYP is a company limited by guarantee, and a charity. Board members are Directors of the company and Trustees of the charity. UK company law and charity regulations affect the activities of the company and charity, and it is the responsibility of Directors and Trustees to ensure compliance with these laws and regulations.

PWYP has both a Board, whose members are selected; and a Global Council, 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 members. The Board's role in 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.

Board members are expected to:

General

- Ensure that PWYP fulfils its objects.
- Ensure that PWYP complies with the requirements set out in the Memorandum and Articles of Association and meets the requirements of all relevant legislation.
- Provide guidance and instruction to the International Director, staff and GLOBAL COUNCIL as required.
- Monitor the performance of the International Director and his / her team and ensure accountability to members.
- Attend meetings regularly, preparing for them and contributing appropriately and effectively.
- Use any specific personal knowledge and expertise to help the Board of Trustees provide advice and guidance to staff and GLOBAL COUNCIL when requested.

Policy and Planning

- Approve overall strategic directions of the coalition as proposed by the Global Council and International Director, provided that it meets the legal and financial requirements of Directors of the Company and Trustees of the Charity.
- Consider and approve overall policies covering all aspects of PWYP's work, as recommended by the Global Council and International Director.
- Ensure that appropriate systems are in place for evaluating and reviewing performance against objectives.

Finance

- Ensure there are adequate systems for financial planning, budgeting, recording of income and expenditure, reporting and financial management, including investment and capital expenditure.
- Review and approve PWYP's long term financial strategy.
- Review and approve annual budgets covering revenue and capital income and expenditure.

- Receive regular management accounts covering all aspects of PWYP's financial affairs, monitor performance indicators against budget and help to instruct the International Director to take any action required to meet budget targets.
- Ensure the annual audit is carried out and approved according to UK law.
- Produce and present annual financial reports to the Board and Global Council.

Personnel

- Assist with the appointment of the International Director and the review of the post-holder's performance.
- Approve PWYP's Human Resources policies.
- Ensure grievance and disciplinary procedures are in place and implemented.

Relationship between Board members and other parts of PWYP

As guardians of the interests of PWYP, Board members are expected to work together in the interests of PWYP. Whether or not they have another role in PWYP, for example at national or regional level, their role as a Board member is to consider the interests of the global coalition as a whole, not the part from which they come.

Representation

Board 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 coalition and to safeguard the good name and values of the coalition.

PERSON SPECIFICATION

Each Board member should

- Have experience and understanding of governance of organisations in general, and coalitions in particular.
- Have an understanding of the legal duties, responsibilities and liabilities of Directorship of a company limited by guarantee, and Trusteeship of a charity.
- Have a commitment to the coalition.
- Have an understanding of the core values, beliefs and objectives of the coalition.
- 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 Board works in these two languages
- Be from a national coalition that meets the Coalition Membership Standards (if the Board member is from within PWYP).
- A Board member may not simultaneously be a member of the Global Council, except for the one Global Council member selected by the Global Council to be its representative on the Board.

In its election and selection processes, the coalition will strive for gender balance on the Board.

Selection of Board members

There will be, for the time being, a minimum of 5 and a maximum of 7 Board members of PWYP. Of these,

- 3 will be elected by the Global Council, from a list of nominations made by members.
- 1 member of the Global Council will be selected by the Global Council to represent its perspectives and discussions at Board meetings.
- Up to 3 will be selected amongst external stakeholders to ensure that all required governance skills are present on the Board.

A fuller description of nomination and election procedures is in section 4.

Term of Office of Board members

Board members will serve for a term of three years. At the end of this period, they may be re-nominated for one further term of three years. So the maximum period for which a Board member may serve will be six years. After this, there must be a break of at least two years before a former Board member may be eligible for nomination again.

CHAIR OF THE BOARD: ROLE DESCRIPTION

The Chair is a member of the PWYP Board. The Board will select one of its members to be Chair at its first meeting, and after each change of composition of the Board. The Board will develop selection/election procedures to ensure that the selection has the support of Board members.

SPECIFIC DUTIES OF THE CHAIR

Leading the Board in the execution of its governance responsibilities.

- Chairing and facilitating Board meetings, ensuring the range of members is heard.
- Bringing impartiality, accountability, transparency and objectivity to decision-making.
- Giving direction to Board policy-making.
- Together with the International Director, planning the annual cycle of Board meetings.
- Together with the International Director, setting agendas for Board meetings.
- Monitoring that decisions taken at meetings are implemented.
- Making decisions on behalf of the Board in urgent matters between meetings.

Liaising with the International Director to improve the performance of the Board.

- Liaising with the International Director to develop the board of Trustees.
- Facilitating change and addressing conflict within the board and within the coalition, liaising with the International Director to achieve this.
- Resolving differences and disputes within the Board.

Taking lead responsibility on behalf of the Board for the relationship with the International Director and holding him / her to account

(note: this aspect of the Chair's responsibilities may be delegated to another Board member, if this is a more practical option in terms of geographical proximity to the Secretariat office)

- Leading the process of recruiting and appraising the performance of the International Director.
- Specifically, conducting an annual appraisal, using or adapting the format in use for other PWYP staff.
- Liaising with the International Director to keep an overview of the coalition's affairs.
- Supporting the International Director in the management of PWYP, and holding him/her to account for Secretariat performance.

Leading the Board in communication with staff as a whole.

- Liaising with the International Director to ensure appropriate communication between Board and staff.
- Ensuring the Board sets policies for, and fulfils its responsibilities in, appointment, disciplinary and grievance procedures.

Liaising with the Global Council

- Liaising with the Global Council, to ensure that the Board and Global Council understand and respect each other's perspectives, and their respective roles in the oversight and development of PWYP.

Liaising with the International Director to enhance the reputation of the organisation.

- Representing the coalition externally and acting as a spokesperson.

The skills and qualities necessary to perform these duties will vary depending on the needs of PWYP and the Board at different times in their development; the Board will develop a Person Specification before appointing a Chair.

TREASURER: ROLE DESCRIPTION

The Treasurer is a member of the PWYP Board. The Treasurer will be selected by the Board from amongst its own members at its first meeting after its formation, and re-selected at the first Board meeting after each change in the Board's composition. The Board will develop selection/election procedures to ensure that the selection has the support of Board members.

SPECIFIC DUTIES OF THE TREASURER

Strategy

- Lead, on behalf of the Board, the development of the organisation's resourcing and financial strategy and helping the organisation to think long term about its future resource requirements.
- Advise on the development of a reserves strategy and present this to the Board.
- Advise on an investment strategy and present this to the Board.
- Monitor, on behalf of the Board, implementation of the financial strategy
- Together with the International Director, review financial risks facing the coalition and recommend appropriate action.

Oversight of financial performance

- Review the annual budget before it is presented to the Board for approval.
- Review ongoing financial performance and, together with the Chair and the Board overall, ensure that appropriate action is taken to meet financial targets.
- Agree annual internal audit plans before recommending them to the Board.
- Formally present the Accounts at the Annual General Meeting.

Financial systems

- Agree the organisation's Financial Regulations, making sure that PWYP operates within the legal and financial guidelines set out in current legislation and its own standing orders.
- Ensure there are adequate systems in place for financial planning, budgeting, recording of income and expenditure, reporting and financial management.
- Work with and support the International Director and other staff in order to be satisfied that the financial information presented is comprehensive and accurate.
- Ensure that the organisation has a satisfactory system for holding in trust any monies.

Staffing

- Advise on the person specification and/or appointment of any staff with significant financial management or administration responsibilities.

The Treasurer must have the necessary skills to be able to undertake these tasks. Preferably the Treasurer is based in the UK and is able to meet regularly with the International Director and Finance staff when required.

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.

Election of Global Council members

Any member from a region may nominate potential Global Council members from their own region provided they come from a national coalition that meets the coalition and membership standards. At the International Coalition Strategy Meeting, the national coalitions will vote for one Global Council member per region and two global representatives. Those unable to attend the International Coalition Strategy Meeting will have the opportunity of a postal/electronic vote. Further detail of election procedure is provided in section 4.

Term of Office of Global Council members

Global Council members will serve for a term of three years. At the end of this period, they may be re-nominated for one further term of three years. So the maximum period for which a Global Council member may serve will be six years. After this, there must be a break of at least two years before a former Global Council member may be eligible for nomination again.

CHAIR OF THE GLOBAL COUNCIL: ROLE DESCRIPTION

The Chair is a member of the PWYP Global Council. The Global Council will select one of its members to be Chair at its first meeting, and after each change of composition of the Global Council. The Global Council will develop selection/election procedures to ensure that the selection has the support of Global Council members.

SPECIFIC DUTIES OF THE CHAIR

Leading the Global Council in the execution of its governance responsibilities.

- Chairing and facilitating Global Council meetings, ensuring the range of members is heard.
- Bringing impartiality, accountability, transparency and objectivity to decision-making.
- Giving direction to Global Council strategy- and policy-making.
- Together with the International Director, planning Global Council meetings.
- Together with the International Director, setting agendas for Global Council meetings.
- Monitoring that decisions taken at meetings are implemented.
- Making decisions on behalf of the Global Council in urgent matters between meetings.

Liaising with the International Director to improve the performance of the Global Council.

- Liaising with the International Director to develop the Global Council.
- Facilitating change and addressing conflict within the Global Council and within the coalition, liaising with the International Director to achieve this.
- Resolving differences and disputes within the Global Council.

Taking lead responsibility on behalf of the Global Council for the relationship with the International Director

- Ensuring the Global Council supports and advises the Board in the process of recruiting and appraising the performance of the International Director.
- Supporting the International Director in the management of PWYP.

Leading the Global Council in communication with staff as a whole.

- Liaising with the International Director to ensure appropriate communication between Global Council and staff.

Liaising with the Board

- Liaising with the Board, to ensure that the Board and Global Council understand and respect each other's perspectives, and their respective roles in the oversight and development of PWYP.

Liaising with the International Director to enhance the reputation of the coalition.

- Representing the coalition externally and acting as a spokesperson.

The skills and qualities necessary to perform these duties will vary depending on the needs of PWYP and the Global Council at different times in their development; the Global Council will develop a Person Specification before appointing a Chair.

OUTLINE OF DUTIES OF COMPANY SECRETARY

The Company Secretary is legally responsible for ensuring the company carries out certain statutory requirements as follows:

- maintaining the organisation's registers and keeping them up to date;
- ensuring board meetings and general meetings are called as required, and ensuring proper notice is given and business is transacted according to the constitution;
- keeping the minute books for general meetings and directors meetings;
- submitting an annual return to the Registrar of Companies within six weeks of the AGM;
- ensuring an income and expenditure account and balance sheet are prepared and properly audited in accordance with the requirements of the Charity Commission;
- submitting the income and expenditure account, balance sheet, auditor's report and Board of Trustees Report to the Registrar of Companies within ten months of the end of the organisation's financial year;
- keeping copies of all annual returns and annual accounts;
- notifying the Registrar of Companies within 14 days of any change in the organisation's registered address;
- ensuring the certificate of incorporation is prominently displayed at the registered office;
- ensuring the organisation's stationery shows the name under which the organisation is registered, the registered address, the fact that it is a registered company and its registration number (and, if appropriate, its VAT number);
- ensuring all legal agreements or contracts are properly discussed and agreed by the directors
- having custody of the company seal, ensuring it is properly used, and keeping the sealing register;
- notifying the Registrar of Companies within 14 days of all changes of directors and any changes in directors home addresses.

SECTION 5: ELECTION AND SELECTION OF THE BOARD AND GLOBAL COUNCIL

ELECTION OF THE GLOBAL COUNCIL

1. Composition of the Global Council

- 1.1. The Global Council shall have a maximum of 10 elected members with a good gender balance.
- 1.2. The aim of the composition of the Global Council is to ensure that a wide spread of the diverse types of 'voice' amongst PWYP members is present in debates and decisions on strategy, priorities and policies, and resolution of differences.
- 1.3. Members of the Global Council will be expected to consult other PWYP members in their region, thematic specialism, or other 'voice constituency', and to communicate with them about Global Council discussions. They are encouraged to bring reflections of these consultations into Global Council discussions; but are discouraged from being mandated by those they have consulted in a way that excessively restricts their ability to listen, negotiate and move during Global Council discussions.

2 Frequency and timing of elections

- 2.1. Elections will take place every three years.
- 2.2. Elections will take place at the time of the three-yearly International Coalition Strategy Meeting, dependent on availability of funds.

3 Categories for election and numbers of places

- 3.1. The following places will be available for election:
 - One place for Africa as a whole (preferably from the Africa Steering Committee to provide a link there).
 - One place for Francophone Africa.
 - One place for Anglophone Africa.
 - One place for Asia-Pacific.
 - One place for Central Asia.
 - One place for Europe & North America.
 - One place for Latin America.
 - One place for the Middle East and North Africa.
 - Two global places open to any member provided they have a global overview of the coalition and its issues.

4 Nominations

- 4.1. All national coalitions of PWYP will be invited to nominate candidates for election to the relevant regional position provided the national coalition meets the governance standards. Their nominee(s) will be from the region in which they are located. In addition, national coalitions may present a candidate for a

global place provided he/she meets the criteria. The invitation to nominate will be accompanied by copies of the Terms of Reference of the Global Council, the Role Description for Global Council members, and the Code of Conduct for Global Council members.

4.2. Each region is responsible for ensuring that there are both male and female candidates.

4.3. A nomination shall be valid if it is accompanied by

- evidence that the nominee has accepted the nomination;
- evidence that the nomination has come from a legitimate national coalition of PWYP;
- short biodata of the nominee, of no more than one page;
- a statement of no more than 300 words on why the member believes the nominee should be elected (related to the Person Specification for Global Council members).

4.4. There will be at least 3 weeks between the call for nominations and the closing date for nominations.

5. Elections

5.1. A list of candidates will be produced for each region, and for global places, separated into a column of male candidates and a column of female candidates.

5.2. A national coalition will vote for their preferred regional candidate of choice based on the principle that each coalition has one vote for a male candidate, and one vote for a female candidate.

5.3. Each coalition in the respective region will be invited to vote for their preferred candidates from their region; and to vote for two candidates for the global places (one male and one female). The invitation will be accompanied by

- A clear list of all candidates in the respective regions, in separate male and female lists;
- A clear list of all candidates for global places, in separate male and female lists;
- A statement, for each candidate, of the nominating group's reason for nomination, accompanied by short biodata;
- A clear instruction on the number of candidates for which the member may vote;
- A clear statement of the closing date for votes.

5.4. Each coalition may vote once for their preferred male candidate, and once for their preferred female candidate, in their region.

5.5 Each coalition will nominate a staff or board member as their representative entitled to vote (in most instances this will be the national coordinator). Only this person will be recognised by the electoral authority as having a valid vote.

- 5.6 Votes from any other source will be deemed invalid.
- 5.7 Voting will take place at the International Coalition Strategy Meeting; for those coalitions unable to attend the meeting, an option for voting by e-mail or other electronic means will be provided; there will be an option of a postal vote for members who do not have access to the internet.
- 5.8 For electronic and postal voting, there will be a period of at least 3 weeks between the invitation to vote and the closing date for voting.
- 5.9. The candidate(s) with the most votes in each male and each female category, for each of the places on the Global Council, will be the pool from which a small Selection Committee draws.
- 5.10. The Selection Committee will be composed of three people from the Global Council who are not candidates in the election, appointed by the Global Council. They will take the pool of 20 candidates and
- Automatically appoint the male and female candidates with most votes to the two global places
 - Decide, for each region, whether the male or female candidate will become the Global Council member, by
 - Ensuring that there is overall gender balance on the Global Council
 - Striving to reflect the wishes of each electorate by – where consistent with gender balance – selecting the candidate with the most votes.
- 5.11. The Board will appoint two people to act as Election Overseers. The Election Overseers will be responsible for any appeals relating to the Selection Committee's selections.

6. Invited participants

- 6.1. The Global Council may invite other participants to their meetings on an occasional basis. These participants will have equal rights to speak, but will not have a say in decision-making processes. These participants will be invited on the basis that they represent a key 'voice' or constituency within the global coalition, whose perspectives are important for one or more of the agenda items for the meeting to which they have been invited.

7. Grounds for requiring a Global Council member to leave the Global Council

- 7.1. The Global Council will consider the situation, and may require one of its members to leave, in any of the following circumstances:
- If the Global Council member is absent from three successive meetings of the Global Council (whether electronic or face to face) or does not engage at all in the list serve
 - If, following a self- and mutual-appraisal process, the member's performance as a Global Council member is deemed to be seriously below the required standard

- If the Global Council member is in serious breach of the Code of Conduct
- If the Global Council member ceases to meet the Person Specification in the Role Description in this Governance Manual particularly on the eligibility criteria

8. Procedure for filling a vacancy

- 8.1. If a place on the Global Council should fall vacant between Global Assemblies, the Global Council shall call an election, to be conducted electronically, following the procedures in section 5 above. The election will take within the relevant region, for one of the eight regional places; or globally for one of the two global places.
- 8.2. A Global Council member elected in this way shall serve only until the next Global Assembly, at which s/he will either stand down or stand for election.

9. Periods of office

- 9.1. The normal period of office for a Global Council member elected for the first time at a Global Assembly shall be 3 years. Global Council members who have served for 3 years may stand for re-election. The maximum period of office shall be 6 years. After 6 years on the Global Council, a member will be required to stand down; the member may not become a candidate for the Global Council again until 2 years after they have stood down.
- 9.2. If a Global Council member is first elected through the procedure for filling a vacancy in section 8 above, her/his period of office shall be until the next Global Assembly. S/he may serve for a maximum of two three-year terms, so her/his maximum period of office shall be six years plus the period served before their first Global Assembly election. The member may not become a candidate for the Global Council again until 2 years after they have stood down.
- 9.3. At the second election of the Global Council (3 years after the first), a minimum of 5 Global Council members shall stand down, and not stand for re-election. This helps to ensure that, in the long term, there will be some continuity of Global Council membership at each election.

10. Chair and Ex-Officio Member of the Board

- 10.1. At its first meeting after each election, the Global Council shall elect a Chair.
- 10.2. The Chair shall have responsibility for deciding agendas, chairing meetings, and representing the Global Council between meetings.
- 10.3. At its first meeting after each election, the Global Council shall decide on one of its members who will also be a member of the Board.

- 10.4 The Board member from the Global Council shall ensure clear communication between the Board and the Global Council; shall represent Global Council perspectives to the Board, and represent Board perspectives to the Global Council. S/he is a full member of both the Global Council and the Board, with equal rights and responsibilities to other members.
- 10.5 If the Board member from the Global Council is unable to attend a Board meeting, s/he will liaise with the Chair of the Global Council to identify another member of the Global Council who will replace him/her for that meeting.

ELECTION AND SELECTION OF THE BOARD

1. Composition of the Board

1.1. There will be a minimum of 5 and a maximum of 7 Board members, composed as follows:

- 3 elected by the Global Council on the basis of nominations made by members
- One member of the Global Council, to represent its perspectives and discussions at Board meetings
- Up to 3 invited to ensure that all skills and knowledge required for effective governance are present amongst Board members.
- The Board will also strive for gender balance.

1.2. The aim of the composition of the Board is, primarily, to ensure that PWYP is effectively and responsibly governed; while ensuring that PWYP's members retain a sense of ownership of governance through a majority of Board members being drawn from members' own nominations.

2. Frequency and timing of elections

2.1. Elections for the three elected places will take place every three years.

2.2. Elections will take place approximately 18 months after the three-yearly International Coalition Strategy Meeting. .

3. Nominations

3.1. All members of PWYP will be invited to nominate one or more candidates for election to the three elected places, provided they come from a national coalition that meets the governance standards. Their nominee(s) may be any persons they consider valuable for the governance of PWYP, as defined in this governance manual. The nominees may be from any region, and not necessarily from that of the nominating organisation. The invitation to nominate will be accompanied by copies of the Terms of Reference of the Board, the Role Description for Board members, and the Code of Conduct for Board members.

3.2. A nomination shall be valid if it is accompanied by

- evidence that the nominee has accepted the nomination;
- evidence that the nomination has come from a legitimate member of PWYP;
- evidence that the coalition has endorsed the nomination of the candidate;
- short biodata of the nominee, of no more than one page;
- a statement of no more than 300 words on why the member believes the nominee should be elected (related to the Person Specification for Board members).

3.3. There will be at least 3 weeks between the call for nominations and the closing date for nominations.

4. Elections for the Three Elected Places

4.1 The election will be conducted by the Global Council.

4.2 Global Council members will receive

- A clear list of all candidates.
- A statement, for each candidate, of the nominating group's reason for nomination, accompanied by short biodata of the candidate.
- A clear instruction on the number of candidates for which the Global Council member may vote.
- A clear statement on the closing date for votes.

4.3 Each Global Council member will have up to three votes, depending on the number of Board places available for election.

4.4 Voting will take place at a Global Council meeting; for those unable to attend the meeting, an option for voting by e-mail or other electronic means will be provided.

4.5 For electronic voting, there will be a period of at least one week between the invitation to vote and the closing date for voting.

4.6 The three candidates with the most votes will be members of the Board. The Global Council will be reminded of the coalition's intention to ensure gender balance on the Board.

4.7 The Board will appoint two of its own members who are not candidates in the election to act as Election Overseers.

5. Election for the Global Council member of the Board

5.1 The election will be conducted by the Global Council, and will take place approximately 18 months after each International Coalition Strategy Meeting.

5.2 Global Council members will be invited, one month before a Global Council meeting, to nominate themselves as the Global Council member of the Board.

5.3 There will be a clear list of candidates. Each Global Council member will have one vote. The vote will be conducted by secret ballot.

5.4 Voting will take place at a Global Council meeting; for those unable to attend the meeting, an option for voting by e-mail or other electronic means will be provided.

5.5 The Board will appoint two of its own members who are not candidates in the election to act as Election Overseers.

6. Invited members

- 6.1 Up to three external people may be selected to the Board. The purpose of this selection is to ensure that the skills and knowledge necessary for effective governance are all available amongst the Board members collectively.
- 6.2 The Board will make the decision to invite, following a review of its members' skills and knowledge, and the gender balance amongst elected members. This review will take place within one month of Board elections (see sections 4 and 5 above).
- 6.3 If the Board decides to make up to three invitations, it will write a person specification, making clear the skills and knowledge required. It will circulate the person specification, with an invitation to suggest potential invitees, to whoever it deems appropriate, depending on the skills and knowledge being sought.
- 6.4 If more than one potential invitee for each specified skills/knowledge area is identified, the Board will choose – by consensus if possible, or by vote if not – which potential invitees to invite.
- 6.5 The Board will inform the Global Council and membership of its invitation decisions.

7. Grounds for requiring a Board member to leave the Board

- 7.1. The Board will consider the situation, and may require one of its members to leave, in any of the following circumstances:
- If the Board member is absent from three successive meetings of the Board (whether electronic or face to face) or does not engage at all in the list serve
 - If, following a self- and mutual-appraisal process, the member's performance as a Board member is deemed to be seriously below the required standard
 - If the Board member is in serious breach of the Code of Conduct
 - If the Board member ceases to meet the Person Specification in the Role Description in this Governance Manual

8. Procedure for filling a vacancy

- 8.1. If a normally elected place on the Board should fall vacant between normal election times, the Board shall appoint a replacement, using the procedure in section 6 above and seeking the validation of the Global Council before the appointment becomes effective. The person appointed shall serve only until the next normal election, when s/he may stand for election (if he/she meets the criteria for election).
- 8.2. If the place reserved for the Global Council's representative should fall vacant between normal election times, the Global Council shall select one of its own members to fill the vacancy. The person selected shall serve only until the next normal election.

8.3. If an invited Board place should fall vacant between normal selection times, the Board shall appoint a replacement, using the procedure in section 6 above. The person invited shall serve only until the next normal election, when s/he will be considered for further invitation, using the procedure in 9.3 below.

9. Periods of office

9.1 The three people elected to the Board will serve a term of three years. At the election following this, they may be re-nominated for a further three-year term. The maximum term of office for a Board member shall be six years. After leaving the Board on completion of a six-year term, an elected Board member may not be re-nominated for at least two years.

9.2 The person elected by the Global Council to be its representative on the Board will serve a term of three years. At the Global Council meeting following the end of this term, the person may nominate her/himself for a further three-year term. The maximum term of office as a Board member shall be six years. After leaving the Board on completion of a six-year term, the person may not be re-nominated for at least two years.

9.3. Invited Board members shall serve a term of three years. At the end of this term, the four elected Board members shall review the skills and knowledge available amongst themselves, and decide whether a further invitation is needed. If so, they will either invite the person for a further three years, or seek a new invitation following the procedures in section 6 above. If the invitee is re-invited, the maximum term she/he may serve shall be six years. She/he may not be invited again, or (if eligible) stand for election to the Board, for at least two years.

9.4. Any Board member initially joining the Board through one of the procedures in section 8 above shall serve a maximum of six years plus the period between their appointment to the Board and their first election/invitation using the procedures in sections 4, 5, 6 and 9.

9.5. At the second election of the Board (3 years after the first), a minimum of 3 Board members shall stand down, and not stand for re-election. This helps to ensure that, in the long term, there will be some continuity of Board membership at each election.

SECTION 6: CODES OF CONDUCT FOR PERSONS IN GOVERNANCE POSITIONS

Section 6.1: Code of Conduct for Board Members

Introduction

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

It is important that all Trustees are aware that PWYP is a charity registered under UK charity legislation. This brings with it legal duties and responsibilities and in becoming a Trustee of PWYP each Trustee becomes committed to carrying out these duties and responsibilities in an appropriate manner. (see "The Essential Trustee: What you need to know" published by the UK Charity Commission) <https://www.charitycommission.gov.uk/publications/cc3.asp>

PWYP is also registered as a company limited by guarantee under UK law and this also brings legal duties and responsibilities.

Trustees of a UK registered organisation also have a responsibility 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 Board, PWYP Trustees are expected to be models in upholding these standards.

The Code of Conduct is not a list of Trustees' legal duties, although many of the elements of the Code are based on legal principles. The conduct and practices in this Code go beyond what the law requires in some respects, but they are nevertheless fully consistent with the law.

Purpose of the Code

To set out the relevant standards expected by Trustees 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 Global Council, International Director, the management team and members of PWYP.

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

As a Trustee 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 Trustee 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 coalition to promote confidence amongst members, donors, public, media, charity and other regulators, and other stakeholders

Trustees 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 trustee.
- 1.2 I will support the mission of PWYP and consider myself its guardian.
- 1.3 I will abide by organisational 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 board 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 trustees, staff, volunteers, members, contractors or anyone I come into contact with in my role as trustee.
- 3.2 I will strive to establish respectful, collegial and courteous relationships with all I come into contact with in my role as trustee.
- 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 Trustee 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 trustee of this coalition to the media or in a public forum.

- 4.3 When I am speaking as a Trustee 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 coalition, Board 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 coalition.
- 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 trustee, 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 board 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 organisation.
- 6.2 I will abide by board governance procedures and practices.
- 6.3 I will strive to attend all board 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 board vote on an issue as decisive and final.
- 6.8 I will maintain confidentiality about what goes on in the boardroom unless authorised by the Chair or board to speak of it.

7. Enhancing governance

- 7.1 I will participate in induction, training and development activities for trustees.
- 7.2 I will continually seek ways to improve board governance practice.
- 7.3 I will strive to identify good candidates for trusteeship and appoint new trustees 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 board members, seek development opportunities for him/her.

8. Leaving the Board

- 8.1 I understand that substantial breach of any part of this code may result in my removal from the trustee board.
- 8.3 Should I resign from the board 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 Board of Trustees. Details on legal duties and responsibilities for Board Trustees under the UK legislation can be found in “The Essential Trustee: what you need to know” published by the UK charity commission at <http://www.charitycommission.gov.uk/publications/cc3.asp> or <http://www.companieshouse.gov.uk/about/pdf/gba1.pdf>

Section 6.2: 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.

SECTION 7: OPERATIONAL PRACTICES AND GUIDELINES

[to be completed and updated by the Board & Global Council on the basis of experience]

APPENDIX 1: COALITION MEMBERSHIP STANDARDS

PWYP's membership standards are that all members will:

Advocate for an open and accountable extractive industry including but not limited to the mandatory disclosure of payments made by extractive industry companies, both multinational and state-owned enterprises, to all national governments on a disaggregated and country-by-country basis.

Constructively engage with other coalition members, companies, governments and other relevant actors at national levels.

Provide regular updates on activities, strategies and plans related to the campaign.

Proactively speak out to the media and public on the issue of good governance, promote Publish What You Pay, and widely disseminate relevant and important information on the campaign.

Be registered civil society organisations or community-based organisations, unless there are compelling reasons making this not possible.

Commit to PWYP's principles (above) and to its coalition membership standards (below and where applicable).

PWYP's national coalition standards are that:

A coalition should have a strategic plan based on the local context and aligned to the global strategy with clear indicators and targets; this plan should be available upon request but preferably available online.

A coalition needs to “practise what we preach” and have clear guidelines or a MoU for financial management, fundraising and information sharing.

A coalition should have an open and participatory governance structure made up of members; members who support the coalition financially should not make up the majority of the governing body unless the national coalition has agreed to this governance structure.

Coalition decision-making should be by consensus or when necessary by majority vote.

While we are not interested in building infrastructure and bureaucracy a coalition should have a dedicated resources person in place who can devote most of her/his time to coordinate the campaign and its members; if hosted by a member organisation, this does not automatically mean that the host organisation is the leader of the campaign.

A coordinator should be recruited/selected based on merit and through an objective process; s/he should be accountable to the governing body.

A coalition should have a system to regularly review its membership and develop opt-out guidelines.

Where possible, a coalition should have members that are community-based organisations affected by EI activities.

PWYP national coalitions are autonomous and may have a broader national mandate than is stated in PWYP's global strategy; for regional and international campaigning, coalitions must coordinate with the International Secretariat and other coalitions to ensure coherence and harmonisation.

There can only be one PWYP-affiliated coalition per country.

APPENDIX 2

PROTECTION STRATEGY⁶

Draft, April 2015

From the beginning of its activities, the Publish What You Pay campaign has faced attacks against its activists. The Protection Strategy, building on a strategy initially adopted by the Africa Steering Committee in October 2011 and updated in March 2012, identifies the procedures and mechanisms enabling the responses of PWYP to intervene in a timely, efficient and coordinated manner in case of harassments and intimidations. It equally proposes measures which can anticipate these harassment cases.

This document is based on lessons learnt and practices used by PWYP to respond to various episodes of harassment, threats, arbitrary detentions, prohibition from travelling as well as others against the campaign activists since its inception in 2002.

The Protection Strategy adopted defines basic principles and criteria in order to prevent, respond quickly and intervene in case of harassments of PWYP activists. An annual action plan that establishes the modalities, resources and the calendar for the implementation of the protection strategy, including prevention measures and coordination with specialised organisations, is an integral part of this document. The Protection Strategy will be updated and enriched periodically by the Global Council on the basis of experiences acquired and in accordance with the trends of the context in which the PWYP campaign undertakes its activities.

The adopted Protection Strategy deals with the following points:

- A.** Setting up permanent protection structures at the regional level and in high risk countries;
- B.** Adoption of criteria and procedures to assess risks and threats;
- C.** Identification of national and international legal expertise and the signing of framework agreements;
- D.** Establishment of a protection fund;
- E.** Establishment of a risk barometer to ensure monitoring of the evolution of security conditions of PWYP activists.

1. PROTECTION STRUCTURES AND STRATEGY

1.1 At the Global Level

1. A Prevention and Protection Committee (PPC) will be created at the global level in order to coordinate the protection strategy and the actions in support of activists who are harassed.

⁶ This Strategy is adapted from the Africa Protection Strategy 2012; for clarity on how it has been adapted, a track-changed document is available on request.

This Strategy applies to all activities of PWYP members in pursuing the objectives, mission and aims of Publish What You Pay. The Protection Strategy does not apply to activities outside of PWYP's objectives, mission and aims, even if carried out by PWYP members.

2. The Prevention and Protection Committee will be a subcommittee of the Global Council. The PPC is made up of two permanent members of the Global Council who will be appointed on the basis of the following criteria:

- experience acquired on previous security issues;
- centrality to advocacy action;
- availability;
- capacity to devote their time to the emergence of crises ;
- capacity to coordinate national and international dimensions of the crises;
- knowledge of employees
- advocacy in the national context.

3. The role of the PPC is to ensure the implementation of the protection strategy and the coordination of response actions in cases of harassment of PWYP activists as well as monitoring the evolution of the security situation at the continental level. Specifically, the PPC shall see to:

- The development, implementation and periodic review of a prevention strategy and the security of PWYP activists;
- The monitoring of the security situation of PWYP activists at the global level, and the regular updating of the risk barometer;
- The formulation and coordination of a rapid response strategy to cases of harassment, including:
 - The formulation an advocacy strategy on the case in question;
 - Coordination of the message, both outside and within PWYP network;
 - Coordination with international institutions;
 - Sharing of a table made up of a call list, steering or assignment of responsibilities in relation with the media to other activists;
 - Production of the document on the situation, drafted letters, communiqués, statements and internal legal summaries to be used internally and by the partners;
 - Mobilisation of funds to assist activists;
 - Coordination of legal assistance strategy with local and international lawyers;
 - Translation of messages in all the relevant languages;
- The establishment of relationships of institutional coordination with specialised organisations in the protection of human rights activists;
- The capitalisation of the situations of harassment of activists;
- The management of a specific page on the international website of PWYP;
- The annual review and improvement of the protection strategy by basing it on acquired lessons and experiences;
- The production of regular periodic reports and occasional workshops

Composition of the Prevention and Protection Committee	
Permanent Members	<ul style="list-style-type: none"> - Two (2) members of the Global Council - Programme Manager - International Director

	<ul style="list-style-type: none"> - Representative of an external expert on these issues
Ad hoc Members in emergency situation	<ul style="list-style-type: none"> - National focal point for protection and/or national coordinator - Officer(s) responsible(s) for Advocacy and Communication of the International Secretariat - Resource Persons / activists with relevant knowledge of the elements of national advocacy

1.2 At the Regional Level

In Africa, a regional structure reflecting the global structure above exists, under the oversight of the Africa Steering Committee. It will coordinate and liaise with the Global Structure above. Other regions may, over time, develop similar regional structures.

1.3 At the National Level

4. The protection strategy at the national level is under the direct responsibility of the National Coordinator (NC) of the coalition. In case of harassment of an activist, the NC must immediately contact the regional PPC, or, in the absence of a regional structure, the global PCC.

5. Each national coalition must appoint a Focal Point in the area of Protection (FPP) and/or a National Protection Committee (NPC). The NPC shall be made up of two members of the coalition, in addition to the NC, as well as the partners if the need arises. The FPP (or the NPC) support the NC in the implementation of the protection strategy at the national level and coordinates rapid response actions at the national level in the case where the national coordinator is hindered from participating (such as in case of detention).

6. The FPP and/or the members of the NPC shall be appointed on the basis of the following criteria:

- Reputation and commitment;
- Deep knowledge of the activities of the coalition;
- Current knowledge of English and/or French if possible;
- Constant access to email and mobile telephone;
- Contacts with key national and international institutions based in the country.

7. The FPP (or the NPC) play a fundamental role at the national level for the establishment of the Protection Strategy. Especially, the FPP (or the NPC) shall be responsible for:

A. Before the advent of harassment, particularly for high risk countries:

- Establishment of a call list of those who are in the position of influence that can assist people such as the legislators, the diplomats, IFI, EU, other international organisations. This list has to be shared with the PPC;
- Establishing a list of national and international media with national presence to be used in relevant situations;

- Development of a contact list of all members of the coalition, with at least 2 contacts per organisation, and to share it with the PPC.

B. During circumstances of harassment:

- Immediately alert the NC, Regional Coordinator and/or the PPC;
- Make a preliminary analysis of the situation;
- Implementation and coordination of a national protection strategy;
- Keep the NC and the PPC constantly informed of relevant trends;
- Carry out investigations on the circumstances of harassment if the request is formulated by the PPC;
- Managing relations with the media at the national level.

2. CRITERIA FOR RECOGNISING THREATS

2.1 Classification of risks and threats, and criteria for involvement

8. Given the limited resources, PWYP is endowed with identification criteria for situations in which it has to be directly involved. However, PWYP will ensure the timely passage of information and coordination with the partners and the specialised institutions in all other circumstances of harassment of which PWYP will be informed.

9. PWYP must be involved when the following conditions are satisfied:

- A recognised member of PWYP is involved;
- A member of PWYP is the subject of physical and/or psychological aggression or of declared threats⁷ following his/her campaign around the objectives of the mission of PWYP and/or of actions that are traceable to the commitment to the campaign.

Examples of threats and attacks of which the activists of PWYP have been victims

- Anonymous phone calls
- Direct or indirect death threats against members or their families by State agents, governmental institutions, persons and other interest groups;
- Restriction from freedom of movement, association and assembly;
- Censorship or restrictions of the freedom of expression
- Threats of employment: dismissal, deductions from salaries, etc.
- Freezing of bank accounts;
- Criminalisation by the media;
- Politisation of censorship and financial pressure on private media;
- Arrest, detention and legal harassment

2.2 Procedure for Verifying threats

10. The PPC, in collaboration with the NC, Regional Coordinator and/or the PPF, should assess in the shortest possible time the authenticity of threats and put in place an adequate strategy.

⁷ A declared threat is defined as "the possibility where a person is physically and morally attacking the integrity of another person or his/her property by a deliberate and often violent act" (Front Line, « Manual for the Protection for the Defenders of Human Rights», 2005, available on <http://www.frontlinedefenders.org/manuals/protection>).

11. In case of doubt on the authenticity of a serious threat situation and the need of involving PWYP, the PPC, within a deadline in accordance with the requirements of rapid response and intervention, shall decide on the issues according to procedure:

- A permanent member of the committee shall be in charge of investigating the issue;
- If issues are not clear, the NC, Regional Coordinator and/or the PPF shall be responsible for investigating about the harassment and to gather all the relevant facts;
- At the end of the investigation, the NC, Regional Coordinator and/or the PPF shall prepare a report to the permanent member of the PPC;
- By relying on information gathered, the PPC shall make a decision concerning the involvement of PWYP.

12. In case of a negative opinion, the protection committee can reassess the issue if new evidences emerge.

3. IDENTIFICATION OF LEGAL EXPERTISE

3.1 At the International Level

13. PWYP shall define a strategy to set up formal partners with networks of human rights lawyers that can be mobilised in legal proceedings against activists.

14. Then, actions that can appear necessary:

- Identify organisations and/or human rights lawyers;
- Establish formal partners with the identified networks;
- Negotiate modest costs and/or arrangements of free compensations, types of services and commitments for which cooperation could be solicited.

3.2 At the National Level

15. National Coalitions operating in high risk countries should equally identify local lawyers to assist them in circumstances of harassment.

16. Coalitions must be guided by the following minimum criteria in the selection of a national lawyer:

- The lawyer and/or a chamber of lawyers must earn the trust of the coalition;
- Deep knowledge of national procedures and a good understanding of human rights and defence rights;
- Without political profile.

17. After the identification of a lawyer, the coalitions in high risk and medium risk countries should establish a framework agreement based on:

- cost arrangements (deploy the efforts for modest costs or for free engagements) which specify:
 - o Reimbursement of costs
 - o Honoraria
 - o Opening fees and preparation of documents, of audiences, participation at audiences before the court.

- Secretariat fees (photocopies, telephone bills, transportation)
 - Supplies
 - Taxes
- Services requested (legal and non legal such as participation at press conferences, etc)
 - Obligations (supply of invoices, others).

4. FUNDING PROTECTION STRATEGY

4.1 At the Global Level

18. PWYP has very modest resources available through a so-called Global Protection Fund to implement the Protection Strategy. PWYP is exploring a closer relationship with Lifeline Assistance Fund which is a fund specifically set up to deal with emergency situations for embattled CSOs. For more information please see <https://freedomhouse.org/program/lifeline#.VTfR3CFVhWM>. They have expressed a willingness to provide the funding mentioned in article 19.

19. The Fund shall be mobilised for one of the aims listed below:

- Legal advice: in case of legal actions targeting members and/or the Coalition as such;
- Security Guards: setting up security service in the office of the Coalition as well as at the residences of members who are targeted by attacks and by acts of intimidation;
- Urgent evacuation in cases where the lives of one or several members of the Coalition are threatened;
- Honoraria of national and international lawyers;
- Costs of detention (telephone, renovation of the cell, water supply, mattresses, medicine, visits from family members);
- Limited economic contribution and solidarity with families (transportation, feeding, others);
- Organisation of events related to the press (or coverage of associated costs to the medias) on the issue;
- Capacity building of PWYP members.

20. Management of the Global Protection Fund: The Fund would be managed for the aforementioned aims by the PPC in collaboration with the PWYP Secretariat.

4.2 At the national level

23. In the countries considered at very high risk (thus section 5), the coalitions can equally set up National Protection Funds with a local NGO in collaboration with their donors.

24. The setting up of National Protection Funds should be approved by the PPC. The coalitions which would have put in place a National Protection Fund shall maintain a close coordination with the PPC and PWYP Secretariat.

25. The management of National Protection Funds must be in accordance with the criteria for managing the Global Protection Fund. In addition, the national coalitions should ensure the definition of special arrangements with the host NGO for the practical and efficient deployment of funds in case of serious threats and/or arrests of activists. Particularly, the rules of management of the National Protection Funds (eg.: accounts signatures, hosting of accounts, regulations on the use of accounts, etc.) should be based on the assurance of the appropriate management but also the capacity to quickly deploy the funds in difficult and emergency circumstances.

5. RISK BAROMETER

26. Risk Barometer is a mechanism which allows one to appreciate and do a periodic monitoring of the trends of the security situation of the activists and members of the PWYP campaign in Africa. The barometer equally enables one to identify the countries at very high risk, those that are the ones whose establishment with the national mechanisms should constitute a priority.

27. On the whole, the national coalitions at high risk often come from countries that share some similar characteristic:

Opposition to PWYP activists: (see the list of threats)

Opposition to national coalitions:

- Corruption and manipulation of members of the coalition
- Non authorisation of meetings and public demonstrations
- Non issuance of administrative documents
- Creation of organisations of competitive civil societies
- Narrow political space (identified by dictatorship, non elected leadership, absence of alternation to power, absence of fundamental civil elements or of political liberties)
- Political instability (national recovery following civil or international wars, internal revolts, rebel movements)
- Management of national revenues constitutes an important political and sensitive issue (widespread corruption, governance indicators at a lower level)
- An independent global Government of the international community because of the oil manna (non integration in the context of international trade, the le flourishing of Chinese companies, etc)

28. An important reference for monitoring the security situation is constituted by opinions/external indices which measure some characteristics (for example: Freedom House surveys, urgent actions of Amnesty International, corruption perception index of Transparency International, governance indicators of UNDP, etc).

29. The PPC shall define the core criteria of the Risk Barometer, identify and gather periodically the relevant information upon which evaluate and monitor the security situation of PWYP activists in African countries with established coalitions.

APPENDIX 3

PUBLISH WHAT YOU PAY

DISCLOSURE POLICY

Publish What You Pay is committed to practising what we preach – to modelling best practices and embodying the principles of transparency, accountability and member engagement that we promote. PWYP is accountable to its members, and recognises that an essential part of this is sharing information in a transparent and proactive way.

1. Proactive disclosure of information

PWYP operates on a presumption of openness to its members in all its activities. It proactively makes available on-line a substantial amount of information, including:

Financial information at international and national level

- Donors
- Amounts
- Timeframe
- Annual budgets and accounts

Governance

- Governance structure, policies and procedures (including Governance Manual)
- Names, titles and affiliations of members of the Global Council and Board
- Dates, agendas and participants for Global Council and Board meetings, whether face to face or electronic
- Global Council and Board minutes or summaries
- Policies and documents approved by the Global Council and Board

2. Feedback on draft policies

PWYP will actively seek feedback from members on draft policies that relate to the overall policies and practices of PWYP, and/or which are part of the governance manual. These policies will be shared electronically and whenever possible (resources allowing) in relevant languages with due notice for members to comment. All comments will be made available to members, along with the final version of any documents under consultation with members.

For any draft documents that are tabled at the Global Council or Board meetings for discussion and approval but not subject to prior member consultation (for example internal governance protocols), the final document will be shared with the membership where appropriate.

3. Exceptions to full disclosure

While PWYP is committed to having a fully transparent and proactive disclosure system in place, information may be considered confidential and not available to members under the following circumstances:

- Information received by PWYP which has an explicit expectation of confidentiality
- Information which if disclosed would do identifiable harm to the safety or security of an individual, or violate his or her rights or privacy
- Information that in PWYP's view, if disclosed, would demonstrably inhibit candid policy dialogue with governments, donors, communities or partners
- Internal pre-decisional policy documents that are not available for member consultation.
- Personal information related to staff of the PWYP International Secretariat is exempted from access. For example, documents on evaluations made in connection with recruitment and dismissal, and/or documents regarding assessments of staff performance and/ or personal information about for example staff members' health are exempted from access. However, all policies on salaries, compensation and expenses are accessible.

4. Languages

PWYP recognises and values the necessity of using multiple languages to support full member participation. Alongside this, translation and interpretation must be managed within budgetary constraints. The website and governance bodies are multilingual. Key documents, once finalised, are published online in English, French, Arabic, Russian, and when possible Spanish. For other documents, including those on which consultation is being sought, PWYP will aim to use all these languages, but will be guided also by budgetary prudence. We encourage our members to undertake translations of PWYP materials for us to share on the PWYP website with appropriate credits and disclaimers.