



Constituency Guidelines of Civil Society Representatives to the EPRM Board

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This document describes the selection process and responsibilities for the European Partnership for Responsible Minerals (EPRM) Board membership for civil society organisations.

The Board of the EPRM is comprised of representatives from each Constituency engaged in the EPRM: governments, companies, and civil society organisations who are a member of the EPRM. The mandate of the new EPRM Board will start on 2nd of February 2017. The new Board for the first period 2017 - 2019 was elected by the EPRM Members' Meeting on February 2nd 2017. The Board is elected based on the nominations made by each Constituency.

It is important to note that applications for future board terms are welcome from representatives of all civil society organisations that are a member of the EPRM.

Civil society organisations have jointly defined the broad objectives that civil society is pursuing when engaging in EPRM as follows:

"From a civil society perspective, a successful EPRM contributes to improving livelihoods for miners and local communities in conflict prone and high risk areas around the world.

To do so, the EPRM should aim for a large scale change in corporate practice so that supply chains, at all levels, become more transparent and responsible. Civil society will therefore aim for the EPRM to facilitate effective implementation of the OECD Due Diligence Guidelines for Responsible Supply Chains of Minerals from Conflict-Affected and High Risk Areas.

In addition to promoting responsible mineral trade and exploitation, the EPRM should also strengthen development interventions that take into account factors relating to governance, socio-economic constraints, security and local capacity."

BOARD ROLES AND RESPONSIBILITIES

The functioning of the EPRM Board is described in the MoU signed by the founding members of the EPRM in December 2016. All EPRM Board members, including those from the CSO pillar, are required to fulfill their board duties in accordance with the MoU.

The EPRM Board meets in person once or twice a year, and has virtual meetings on a monthly basis. A primary responsibility of EPRM Board Members is to actively participate in these meetings. Furthermore, EPRM Board Members are expected to hold regular consultations with their Constituency, to receive input from their Constituency in advance of Board Meetings, and to report back to their

Constituency after EPRM Board Meetings. It is the responsibility of EPRM Board Members to organise these consultations themselves.

In addition to the EPRM Board, ad hoc working groups meet on a regular basis to discuss more specific issues (theory of change, project selection process, etc) in-depth and make recommendations to the Board. Board membership is not a requirement to sit on such a working group but EPRM Board members have to ensure their constituency is represented on each working group. In addition, Board members have to liaise with various civil society members to coordinate their constituency's input into working group discussions and ensure civil society views are consistent and coordinated.

To avoid a potential conflict of interest, when the EPRM Board discusses project proposals that involve a Board members' organisation, the Board member from that organisation will not be allowed to cast a vote when it comes to approving or rejecting the proposal. This way a Board members' organisation can also be an implementing organisation, but will not be allowed to vote on any projects in which it is directly involved.

It is part of EPRM Board members' responsibility to conduct outreach activities in order to engage new with potential new EPRM members and thereby broaden the membership base.

The MoU that determines EPRM Board proceedings prescribes that the Chair of the Board is assisted by two vice chairs, nominated by their respective constituencies. One of the EPRM Board members from the CSO pillar will therefore be asked to act as vice Chair. Please refer to Annex 1 for a detailed description of the task and responsibilities of the EPRM Chair and vice Chairs.

BOARD COMPOSITION

The EPRM Board has 9 Board seats, including a Chair, divided as follows:

- 3 seats for representatives of civil society organisations
- 3 representatives of governments
- 3 representatives of supply chain actors

Each 'Full Member' of the EPRM Board (aside from the Chair) has an 'Alternate Member' from the same organisation. The "Alternate Member" can attend EPRM Board meetings but does not participate in discussions (nor have a vote) unless the 'Full Member' is absent, in which case s/he can take part in discussions and take on the right to vote.

BOARD MEMBERSHIP AND TERM

1. EPRM Board membership is institutional and not personal for civil society organisations. Nevertheless, each civil society organisation member of the Board is responsible for appointing one staff member as 'Full Member' to represent the organisation in the EPRM Board and one staff member to act as an 'Alternate Member'. Hence if a Full Board Member moves on from her/his organisation, s/he should transfer her/his Board membership to another representative from within the same organisation. For better continuity, it is preferred that the 'Alternate Member' takes over. In case the Full Board Member needs to excuse her/himself from a Board meeting, he/she will be replaced by the Alternate member. If a Full Board Member does not participate in three consecutive Board meetings, without providing a valid justification, she/he will be requested to step down and his/her organisation will be asked to appoint a new staff member that will represent the organisation as full member of the EPRM Board.

2. As defined by the EPRM Memorandum of Understanding (MoU), board-membership is limited to a two-year term, renewable once. The civil society constituency follows the principle of rotation when it comes to renewing its Board members in order to encourage greater institutional memory. This means that civil society Board members will be renewed on a staggered basis, instead of all at once.

In 2017, three board members will be selected. They will serve a two year term. A civil society Board member will be replaced in 2019, and the other two in 2020. From then onwards, each board member is expected to complete a two-year term.

3. The EPRM Memorandum of Understanding defines that board-membership is renewable once. The civil society organisations' constituency agrees that an organisation cannot assume more than two consecutive terms, provided the pool of organisations available for replacement within the Constituency is broad enough.

4. Should a civil society organisation represented on the EPRM Board decide to resign from its Board responsibilities, it is expected to give a 2 months notice to its constituency. The constituency is then responsible to find a replacement within the 2 month timeframe, in line with the Nomination Process outlined below. In case of resignation, the EPRM Board member informs his/her constituency 2 months in advance.

NOMINATION PROCESS

Each Constituency is responsible for organising its own selection process for nominating its representatives (i.e. nominations) to the EPRM Board. Once selected at Constituency level, nominees' names will be presented for formal election by EPRM Members during their EPRM Member Meeting.

At least one month before formal election during the EPRM Member Meeting, any civil society organisation member of the EPRM is invited to express its interest in serving on the EPRM Board. This can be done in several ways: via email to all the EPRM civil society members, during an in-person meeting of those EPRM CSO members or during a conference call of the civil society constituency.

In case there are more candidates than there are seats to be filled on the EPRM Board, candidates will first be invited to reach consensus amongst themselves as to who will be nominated on behalf of civil society. Should candidates fail to find a consensual agreement, the CSO constituency will task the EPRM secretariat to facilitate an election for the available Board seats. Each CSO member organisation has one vote in this election. The EPRM secretariat shall set forth the election procedures, organise the election (per e-mail) and shall announce the results from the election to the entire CSO constituency.

ANNEX 1

EPRM Board: Chair and vice Chair(s) tasks and responsibilities

Elaboration in accordance with the MOU

- The Board of the EPRM has one Chair, who will be assisted by two vice Chairs from each of the other two pillars (constituencies). The Chair and the vice Chairs will act as the focal points for their respective pillars.
- The Chair is responsible for presiding the Board and the annual membership meetings and for determining the relevant agenda points, the latter in cooperation with the vice Chairs and with assistance of the Secretariat.
- Chair and vice Chairs will act as (external) spokesmen where appropriate and in consultation with each other and the Secretariat.
- The Chair and the vice Chairs prepare board calls and other meetings. The vice Chairs will support and replace the Chair where necessary. The Chair and vice Chairs may divide certain tasks among each other, for example one vice Chair will take on him/her outreach, the other budgetary aspects etc.
- The Chair and the vice Chairs have the same high level responsibility as other Board members, i.e. searching for consensus on advancing on the EPRM goal(s), yet reflecting their constituency's standpoint(s). In case of voting, the Chair and vice Chairs vote as a normal Board member.
- The Chair and the vice Chairs perform outreach in coordination at sourcing events or meetings, with the aim to inform and to generate new members. They inform each other before events to align their EPRM messaging.
- In case a decision is needed fast, the Chair and the vice Chairs can collectively decide on urgent matters without convening the Board, having however consulted their constituency.
- Between meetings, Chairs and vice Chairs are expected to liaise with their constituency and the Secretariat over issues or items for the agenda of the next meeting and over progress on action points taken at previous meetings.

The positions of Chair and vice Chairs will rotate each year in a fixed order –facilitating continuity where possible - and are linked to the organisation, not the person representing. The term can be extended with a maximum of three consecutive terms.