



Standard Operating Procedures

Change record – Revision 7, March 2020

The following document is the full version of the Standard Operating Procedures for IATI. Version 7 remains in force until further revisions by members.

Revision 7, March 2020

Paragraph 5 is added to define the establishment, operation and guidelines for new Working Groups and Communities of Practice for IATI to replace the former Technical Advisory Group structure.

Annex II provides a template for developing Terms of Reference for Working Groups.

These texts were approved by members through formal written procedure between 29 February and 13 March 2020.

Revision 6, January 2020

Minor word edits have been made to improve consistency across the document, and these have not been reflected here as substantive changes.

2.3.3 reflects agreement at 2019 MA to remove private sector organisations with turnover over \$10m and amend footnote to clarify that there are currently no such members, and that the Board will submit a proposal to Members on this membership level. Reference to 'expenditure' is changed to 'turnover' as a more widely recognized metric for the size of a business.

3.1.1 adds a footnote signpost to the approved IATI Strategic Plan 2020 – 25 available in English, French and Spanish on the IATI website

3.2.3 is added to confirm the procedure agreed for managing **major** upgrades to the IATI Standard.

3.4.1 distinguishes the decision-making process as applicable to physical meetings; and

3.4.2 is added to introduce a decision-making process of written procedure for use between

physical meetings.

4.3.2 adds reference to new Annex VII Board Policy to Report and Mitigate Conflicts of Interest

4.4.2 is added to confirm the procedure agreed for managing **minor** upgrades to the IATI Standard.

4.6 is added to outline the process of managing the 15% Contingency Reserve Fund approved by members to be established from January 2020, and criteria for its use and conditions for replenishment.

5 – Text relating to the Technical Advisory Group is deleted, pending agreement on revised text to reflect decision of members to establish Working Groups and Communities of Practice as a new means of engaging with the Community and receive technical input in relation to the IATI Standard. Annex II also refers.

Annex II – text referring to the Technical Advisory Group is deleted to implement decisions taken at the 2019 Members’ Assembly meeting, and the annex remains as a placeholder pending agreement of members on the process of establishing Working Groups and Communities of Practice (related to section 5).

Annex III – is updated at 1.2 to reflect decisions at the 2019 Members’ Assembly meeting on election of a focused technical seat on the Governing Board.

Annex V Nomination Statement for Governing Board Elections Paragraph 8 is updated to implement the decision of members to maintain a focused technical seat on the Board to carry out activities formerly undertaken by the Technical Advisory Group (TAG) Chair.

Annex VII – adds new Board Policy to Report and Mitigate Conflicts of Interest

Revision 5, 25 March 2019

Revision 5 incorporates decisions taken at the July 2018 Members’ Assembly meeting and implements [recommendations](#) by the Institutional Review Working Group approved by members at that meeting. Recommendations on significant adjustments to responsibilities between Members Assembly and Governing Board came into force from the 2018 Members’ Assembly. The recommendations can be seen in full here

<https://iatistandard.org/documents/223/F2.-Recommendations-on-IATIs-Institutional-Arrangements.pdf>

2.1.5 is added to introduce a new private sector category of membership, previously included in 2.1.4.

2.1.6 is added for other organisations not falling into those explicitly listed.

2.1.1 is updated to reflect the definition of members as those that regularly pay the approved membership contribution.

2.3.1 sets out the process of setting the level of annual membership contributions.

2.3.3 adds private sector organisations into the membership contribution schedule.

3.2.2 on approval of budget revisions is removed to implement recommendation 3 of the working group on institutional review and clarify division of labour between Governing Board and Members' Assembly. Distinction added at 3.3.8.

4 updates accountabilities and division of labour between Board, Members' Assembly and Secretariat, implementing recommendations of the Institutional Review Working Group.

5 The section is replaced in full by the updated text on the TAG developed ahead of the TAG Chair election in 2018.

6 incorporates recommendations of the working group on institutional review around roles, responsibilities and accountability of the Secretariat.

Revision 4, 31 January 2018

Revision 4 incorporates decisions taken at the October 2017 Members' Assembly meeting. Sections affected are as follows:

2.3.1 is revised to outline a process for requests by members for deviations of membership contributions. 2.3.3 provisionally adds Tier 1b for Private Sector organisations although membership contribution and effective date are yet to be determined.

2.3.6 is revised following an MA decision to include an option for the Governing Board to consider and approve 1) exceptions for payment of a partner country's participation/travel cost in lieu of its annual membership contribution, and 2) Waiving of a partner country's membership contribution on the basis of a justifiable request (2017 Institutional Review Recommendations 5 and 6)

2.4.2 adds reference and link to IATI's value proposition statement (2017 Institutional Review Recommendation 2)

4. includes reference to the working language of the Board (English) and (with 4.5) removes historical references to the Standing Sub-Group on Budget and Finance.

4.3.1 adds responsibility of the Chair to establish processes to promote a smooth transition process for new Board members.

6.3.4 replaces 6.3.4 and 6.3.5 and clarifies responsibilities within the Secretariat as guided by the Board.

Annex III - 1.1.2 adds specific reference to gender diversity in the Board

Annex III - 1.4 and 3.3 add a measure of continuity for incumbent Board Members to stand in an election process for a further term or partial term

Annex III - Nomination Statement description adds minor clarifications for prospective nominees including incumbent Board members

Annex IV adds the Code of Conduct for Members of the Board with strengthened clauses to avoid conflicts of interest.

Annex V adds the full Nomination Statement for prospective Board members.

Revision 3, 7 October 2016

Substantive changes in this version are the inclusion of new sections 3 and 4 and Annex IV dealing with changes in the governance structure implemented following recommendations from the 2015 Independent Evaluation of IATI. Membership contributions from September 2016 have been revised for all constituencies and details are included at 2.3. Annex I has been updated to reflect decisions made on the Vision and Mission for IATI.

Sections affected by the current revision are as follows:

2.3 Membership contributions from September 2016, including an adjusted scale for UN entities

3. Members' Assembly

4. Governing Board

Annex I Commitments of Members (formerly Framework for Implementation)

Annex III Election Process for Governing Board

International Aid and Transparency Initiative

Standard Operating Procedures Rev. 7 Revised March 2020

Revised March 2020
Replaces Version 6, January 2020

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## **1. Purpose of the document**

The purpose of this Standard Operating Procedures (SOP) document is to draw together and codify all decisions taken by IATI in relation to governance of the initiative. It is intended as a living document which may be updated periodically at the request of the Members' Assembly to reflect new priorities or operating realities. The SOP and all subsequent updates will be available publicly at <https://iatistandard.org/en/>.

## **2. Membership of IATI**

### **2.1. Eligibility**

#### **2.1.1. Existing members**

All organisations that pay the approved annual membership contribution are confirmed as IATI members. A complete list of IATI members is updated regularly and available here: <https://iatistandard.org/en/about/join-iati/members-assembly/>

#### 2.1.2. Providers of development cooperation

Membership of IATI is open to all providers of development cooperation, including traditional donors, multilateral institutions, philanthropic foundations and providers of South-South Cooperation who:

- a) Share and promote the vision and mission of IATI;
- b) Implement the Standard or commit to begin implementation within one year;
- c) Pay the annual membership contribution, the level of which will be set by the Members' Assembly based on a recommendation from the Governing Board and periodically reviewed; and
- d) Contribute their expertise to relevant sub-groups and working groups.

#### 2.1.3. Partner countries

Membership of IATI is open to all partner countries that:

- a) Share and promote the vision and mission of IATI;
- b) Commit to using IATI data to the greatest extent possible.
- c) Contribute their expertise to relevant sub-groups;
- d) Pay an annual membership contribution, the level of which will be set by the Members' Assembly based on a recommendation from the Governing Board and periodically reviewed, subject to the exception at 2.3.6 below.

#### 2.1.4. Civil society organisations (CSOs) and other organisations

Membership of IATI is open to CSOs that share and promote the vision and mission of IATI and fulfil the following criteria:

- a) Advocate for the use of the IATI standard, leading by example and publishing themselves wherever possible;
- b) Provide expertise for implementing the IATI standard.
- c) When more than three organisations are publishing in one country and are part of a broader platform, the platform (whether national, regional or global) will be invited as the proxy representative for members;
- d) Pay an annual membership contribution, the level of which will be set by the Members' Assembly based on a recommendation from the Governing Board and periodically reviewed, subject to the exception at 2.3.6.

#### 2.1.5. Private sector organisations

Membership of IATI is open to private sector organisations that share and promote the vision and mission of IATI and fulfil the following criteria;

- a) Advocate for the use of the IATI Standard, leading by example and publishing themselves where they are also providers of development cooperation or providers of commercial services; and

b) Pay an annual membership contribution, the level of which shall be set by the Members' Assembly based on a recommendation from the Governing Board and periodically reviewed.

2.1.6. Publishers who choose not to join IATI will not have an individual stake in the governance of IATI.

## **2.2. Registration Process**

An exchange of letters with the IATI Secretariat will formalise all new memberships, and the IATI Secretariat will follow up with those members for whom a membership contribution applies, in accordance with 2.3 below. Membership requests should be sent to [info@iatistandard.org](mailto:info@iatistandard.org).

## **2.3. Membership Contributions**

2.3.1. Members will be required to pay an annual membership contribution to provide predictable funding to IATI. This amount will be reviewed by the Governing Board on an annual basis and will be calculated based on the number of paying members as at 1 August for each succeeding calendar year and in accordance with the annual work plan and budget. The annual contribution amount will be approved by the Members' Assembly based on the recommendation of the Governing Board. Membership contributions are expected to cover 100 % of the approved budget and will be collected annually. Contributions are due during the final quarter of the year preceding the start of the financial year<sup>1</sup>. The Governing Board may approve a deviation from the annual membership contribution for individual cases and will inform the Members' Assembly of such decisions. Individual Members will need to address an official request for approval with detailed justification for the deviation of the membership contribution. The Governing Board will consider the request in a subsequent session and respond as soon as a decision is taken.

2.3.2. The membership contribution will be revised periodically by members upon recommendation by the Governing Board in light of agreed requirements, however efforts will be made to keep the contribution as stable as possible.

2.3.3. The contribution schedule for 2020 - 22 is shown below:

| <b>Membership Category</b> | <b>Description</b>                                                       | <b>Membership Contribution (annual)</b> |
|----------------------------|--------------------------------------------------------------------------|-----------------------------------------|
| Tier PDC1                  | Provider of development cooperation                                      | \$ 85,000                               |
| Tier PS1                   | Private sector organisations with annual turnover exceeding \$10m        | <sup>2</sup>                            |
| Tier PS2                   | Private sector organisations with annual turnover between \$1m and \$10m | \$2,200                                 |

<sup>1</sup> Payment due Sept-Dec 2019 for IATI Financial Year 7 1 January – 31 December 2020.

<sup>2</sup> No private sector organisations with annual turnover exceeding \$10m are currently IATI members.



|          |                                                                           |         |
|----------|---------------------------------------------------------------------------|---------|
| Tier PS3 | <sup>3</sup> Private sector organisations with annual turnover below \$1m | \$1,100 |
| Tier PC1 | Partner countries                                                         | \$2,200 |
| Tier CS1 | CSO and other organisations with annual expenditure exceeding \$10m       | \$2,200 |
| Tier CS2 | CSO and other organisations with annual expenditure below \$10m           | \$1,100 |

2.3.4. An adjusted scale has been agreed for UN entities to promote an increase in membership within that constituency. Annual membership contributions for UN entities<sup>4</sup> is shown below:

**IATI Financial Year 2019**

|      |                                                      |          |
|------|------------------------------------------------------|----------|
| UN 1 | UN entities with annual expenditure over \$1b        | \$85,000 |
| UN 2 | UN entities with annual expenditure of \$500m-\$1b   | \$46,500 |
| UN 3 | UN entities with annual expenditure of \$100m-\$500m | \$33,000 |
| UN 4 | UN entities with annual expenditure below \$100m     | \$10,000 |

2.3.5. To avoid potential conflicts of interest, Secretariat organisations are ex-officio members and their contribution takes the form of in-kind participation in and support to the IATI Secretariat.

2.3.6. Members are expected to fund their own participation at IATI meetings. The IATI Members' Assembly has delegated to the IATI Governing Board the authority to consider and approve the following exceptions to paragraph 2.1.3 d) above:

- 1) Payment of the partner country's participation/travel cost in lieu of its annual membership contribution:
  - (i) On receipt of the annual membership contribution request, the partner country may respond formally seeking approval to fully finance its own participation at one formal IATI meeting in a year in lieu of its annual membership contribution.
  
- 2) Waiving of a partner country's membership contribution:
  - (i) in situations where a partner country is experiencing political, social, economic or other justifiable challenges that impact upon its ability to pay its annual membership contribution, the partner country may

<sup>3</sup> Rec 4 of 2017 Institutional Review as decided in October 2017 MA, this new category of member is added provisionally pending further work on definition by the Board. Effective date and contribution to be determined.

<sup>4</sup> Agency expenditure figures are taken from 2014 reporting by UN agencies to the UN Chief Executives Board for Coordination: <http://www.unsceb.org/content/FS-F00-03>.

submit a request to the Governing Board to have its annual membership contribution waived. The request must be accompanied by a clear explanation of the exceptional circumstances.

- (ii) The Governing Board will consider each request received in accordance with the above procedure and inform the partner country of its decision as early as possible.

## **2.4. Benefits to members**

2.4.1. Members may attend and vote in IATI Members' Assembly meetings. In addition they may access the IATI registry, data store and other IATI websites, receive technical support for IATI implementation, receive IATI news and regular updates, country experiences in using IATI, and other innovations from the field, and participate in peer learning events.

2.4.2. IATI members have developed a Value Proposition Statement which can be found in full here: <https://iatistandard.org/documents/485/IATI-Value-Proposition-Statement.pdf>

## **3. Members' Assembly**

### **3.1 Terms of Reference for the Members' Assembly**

Members shall work towards establishing IATI as a streamlined component of the aid effectiveness agenda and development cooperation architecture; expand its membership to cover not only all providers of official development finance but as many actors as possible within the changing aid architecture and throughout the entire aid delivery chain; and continuously work to improve the credibility and usability of IATI data.

To achieve these aims the Members' Assembly shall come together as a governing body in formal meetings to fulfill the following roles:

- 3.1.1 To discuss and approve recommendations by the Governing Board on strategic direction and oversight of the Strategic Plan<sup>5</sup> thereby ensuring that IATI continues to support its members in meeting their global transparency commitments;
- 3.1.2 To support a wide range of stakeholders within the development cooperation architecture and ensure that the IATI Standard continues to evolve to meet the requirements of all stakeholders;
- 3.1.3 To ensure that IATI meets the needs of key users of information, in particular partner countries and civil society;
- 3.1.4 To ensure that IATI builds on and adds value to existing national and global systems and standards that seek to improve the transparency of resources available for development.

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<sup>5</sup> IATI Strategic Plan 2020 – 25 approved by members in September 2019, available here in English, French and Spanish <https://iatistandard.org/en/about/governance/iati-strategic-plan-2020-2025/>

### **3.2 Responsibilities of Members' Assembly**

In addition to these roles originally established for IATI, upon the creation of a Governing Board the Members' Assembly shall have the following responsibilities:

- 3.2.1 To receive and decide upon recommendations from the Board in a timely manner when called upon to do so, either in physical meetings or through virtual means.
- 3.2.2 To provide expertise in support of the work of the Board as needed, including through participation in working groups set up by the Board.
- 3.2.3 To initiate and approve **major** upgrades to the IATI Standard, in accordance with the detailed process set out here in the IATI website reference pages <http://reference.iatistandard.org/203/upgrades/>.

### **3.3 Meeting Arrangements and Logistics**

- 3.3.1 IATI Members' Assembly meetings will be held annually and shall be open to all members' organisations, with provision for interested non-members to attend as observers.
- 3.3.2 Representatives of the Global Partnership for Effective Development Cooperation Joint Support Team as well as representatives of the IATI Secretariat will be ex-officio members, and will be able to attend and speak, but may not vote.
- 3.3.3 The Chair of the Working Party on Statistics, representatives from the DCF, and other non-members with an interest in IATI may join Members' Assembly meetings as experts and/or observers, but may not vote.
- 3.3.4 Where appropriate, Members' Assembly meetings will take place alongside other meetings, to reduce travel time and costs for participants.
- 3.3.5 Members are expected to cover their own costs of participation, subject to any exceptions in SOP Section 2.3.
- 3.3.6 All agendas, papers, minutes and outputs from Members' Assembly meetings will be made publicly available, unless otherwise agreed by the Members' Assembly.
- 3.3.7 Agendas and papers for meetings will be published on the IATI website and shared with IATI members by email at least two weeks in advance of meetings, with efforts to make these papers also available in French.
- 3.3.8 In case urgent matters arise which require a decision from the Members' Assembly, the Governing Board has the authority to call for an ad-hoc virtual meeting of all members. In such cases documentation will be distributed virtually to all members and a deadline for response will be set to approve decisions virtually.
- 3.3.9 Minutes will be taken by the IATI Secretariat and made publicly available once final.

### **3.4 Decision-making by the Members' Assembly**

- 3.4.1 Decisions at physical meetings will be made by consensus. Provision will be made for those who are unable to attend in person to register their views ahead of a meeting. In exceptional circumstances where consensus cannot be achieved, decisions will be taken using a triple-lock system, requiring a simple majority in each of the member constituencies outlined at 2.1, with the vote taken after the meeting, online, and on the basis of one vote per member organisation. If the proposal fails to achieve a simple majority in one of the three constituencies, it would not be passed.
- 3.4.2 A process of written procedure will be applied for decisions that are required outside of physical meetings. Relevant documentation will be circulated via email by the Secretariat to all members together with a clear deadline of no less than ten working days, and an explanation of the process for submitting feedback. If additional information is requested during the period this shall be supplied to all members. Any objections raised will be shared with all members with attribution to the submitting organisation, and an amended text will be circulated. If no further objection is received within five working days the decision is considered to be accepted and members will be informed by email.

## **4 IATI Governing Board**

The role of the Board is to present options and make recommendations on overall strategic direction to the Members' Assembly, oversee the institutional performance of the initiative and ensure that IATI operates effectively according to its mission, vision, and values, as determined by its members and is accountable to the Members' Assembly for progress on the strategic plan. The Board is responsible and accountable for oversight and approval of the annual work plans and budget and has no operational role in the day to day management of the Secretariat. The working language of the Board is English.

### **4.1 IATI Governing Board – Composition and Chairmanship**

- 4.1.1 The Board will be comprised of two members from each of the three constituencies recognized in Section 2.1 (providers of development co-operation, partner countries, and civil society organisations / private sector organisations / other members) as well as a focused technical seat, totalling seven seats. There is no provision for separate representation on the Board from the private sector constituency at this time<sup>6</sup>, and private sector representatives may be elected within the civil society organisations/other members constituency.
- 4.1.2 The Governing Board will be responsible for electing its own Chair and Vice-Chair/s during its first meeting and informing the Members' Assembly through the Secretariat.
- 4.1.3 The term for all Board members including the Chair and Vice-Chair will be two years. At the end of the first year the Board will reconfirm the Chairpersonship and Vice-Chairpersonship.

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<sup>6</sup> [https://iatistandard.org/documents/230/IATI\\_Members\\_Assembly\\_2017\\_minutes\\_.pdf](https://iatistandard.org/documents/230/IATI_Members_Assembly_2017_minutes_.pdf) Page 12 listing recommendations on institutional review that were **not** accepted

- 4.1.4 Board members may continue to serve for as many two-year terms as they are elected for, with no cap.
- 4.1.5 In the event that a Board member is unable to complete his/her full term, the Chair may call for a by-election to replace that Board member if more than six months of his/her term remains until subsequent Board elections.

## **4.2 Governing Board Election Process**

Board elections will take place in time for the formation of a full Board by 1 April every two years, starting in 2016. Any member is eligible to self-nominate, or be nominated by another organisation within their own constituency. The full election process and criteria are outlined in detail in the Governing Board Election Process Document, Annex III.

## **4.3 Responsibilities of the Chair of the Board**

Working with the IATI Secretariat, the Chair of the Board is expected to:

- 4.3.1 Chair meetings of the Governing Board and establish processes to enable a smooth transition following the election of new Board members;
- 4.3.2 Ensure that Governing Board members adhere to the letter and spirit of IATI's Board Policy to Report and Mitigate Conflicts of Interest (Annex VII);
- 4.3.3 Chair the annual Members' Assembly meeting and ensure it gives adequate strategic guidance to the Board;
- 4.3.4 Provide political leadership for IATI inter alia through representation at high-level meetings and in other discussion forums relevant to the broader transparency agenda as necessary, acting as an advocate and as an exemplar for the Initiative;
- 4.3.5 Encourage attendance plus the full and equal participation of all stakeholders in Members' Assembly meetings, ensuring in particular that the views of all member constituencies are fully represented in all discussions;
- 4.3.6 Report the views of absent members at the Members' Assembly meetings, on the basis of prior consultation;
- 4.3.7 Guide Members' Assembly and Board members to take decisions by consensus wherever possible;
- 4.3.8 Respond to issues raised by IATI members as they occur, referring them to the IATI Secretariat as appropriate.
- 4.3.9 Provide timely guidance to the Secretariat on matters of strategic importance;
- 4.3.10 Determine and agree upon the division of labour among Board members.
- 4.3.11 The Vice-Chair/s will deputise for the Chair as necessary, and may be called upon to chair discussions of specific agenda items as appropriate.

## **4.4 Functions of the Board**

With the support of the Secretariat, the Board is expected to undertake the following functions:

- 4.4.1 Guide the development of a clear vision, mission, and strategic direction for IATI, to be approved by the Members' Assembly, and to oversee implementation, periodic review thereafter.
- 4.4.2 Initiate, oversee and approve **minor** IATI standard upgrades in accordance with the detailed process set out in the reference pages of the IATI website here <http://reference.iatistandard.org/203/upgrades/>.
- 4.4.3 Provide guidance on the development of Members' Assembly agendas and papers by the Secretariat.
- 4.4.4 Sign-off on IATI's Annual Report.
- 4.4.5 Commission independent evaluations of IATI every three to five years.
- 4.4.6 Update the Global Partnership for Effective Development Cooperation (GPEDC), the UN Development Cooperation Forum (DCF) and other relevant bodies on IATI's progress.
- 4.4.7 Ensure that IATI is consistent with and informs the work of the GPEDC, the DAC Working Party on Development Finance Statistics (WP-STAT), the UN DCF and other key fora for reviewing aid effectiveness.
- 4.4.8 For a decision that requires the Assembly's approval, wherever possible and appropriate the Board will present options to the Assembly for consideration, in addition to providing its recommended course of action.

#### **4.5 Responsibilities of the Board related to Budget and Finance**

The Board will assume the following functions related to the work plan and budget:

- 4.5.1 Develop and present work plans and budgets that support strategic priorities approved by the Members' Assembly.
- 4.5.2 Oversee implementation of the work plan and budget thereafter, providing progress reports to the Members' Assembly and recommendations for action.
- 4.5.3 Approve revisions to the agreed budget and work plan within the limits of delegated authority described at 4.6 below. The Chair should seek authority from the Members' Assembly for larger variations.
- 4.5.4 Review work plans, budgets, substantive and financial reports submitted by the Secretariat and take required action to ensure the effective implementation of the approved IATI work plan and budget;
- 4.5.5 Advise the Members' Assembly on the overall financial situation of IATI and recommend action when required;
- 4.5.6 Actively support fundraising activities of IATI.

#### **4.6 Management of the contingency reserve fund.**

- 4.6.1 The Board may authorise the drawdown of funds from the contingency reserve fund. The establishment of the fund was approved at the 2019 Members' Assembly and will be in place from January 2020 onwards for use to cover costs that fall outside of the approved budget envelope. The fund is set at an annual figure amounting to 15% of the preceding year's budget. The Board will consider all circumstances upon receiving a request from the

Secretariat to draw down reserve funds, and shall apply the following criteria in authorising such drawdown:

- 4.6.1.1 Does the unforeseen cost fall outside of the approved budget for the year in question.
- 4.6.1.2 Is the cost related to an urgent activity.
- 4.6.1.3 Can the cost be managed through a regular budget revision.
- 4.6.1.4 Has the Secretariat provided detailed financial estimates and clear explanation for the request for additional funds.
- 4.6.1.5 Does the amount requested fall within the amount of funds available.
- 4.6.2 If the Board is satisfied that these criteria have been met, it will approve the amount to be drawn down.
- 4.6.3 If the contingency reserve fund is drawn down to zero in any given year, funds from an underutilised line item can be used to replenish it upon the decision of the Governing Board
- 4.6.4 Funds remaining in the contingency reserve fund will be rolled over to serve as contingency in the following year;
- 4.6.5 Members will be updated on any decisions by the Board in relation to the contingency reserve fund at the subsequent Members' Assembly.

#### **4.7 Authority of the Governing Board**

The Governing Board is responsible and accountable for oversight and approval of the annual work plan and budget and is accountable to the Members' Assembly for progress on the strategic plan.

#### **4.8 Decision-making by the Board**

- 4.8.1 Quorum for the board is at least one member from each constituency represented or their alternates, plus the Chair or Vice Chair, totalling four seats.
- 4.8.2 The Chair will guide the Board to make decisions by consensus. Where consensus cannot be achieved, decisions will be taken by a simple majority.
- 4.8.3 When an issue is considered important or urgent and cannot be resolved by the Board, the Chair may decide to refer the issue to the Members' Assembly.
- 4.8.4 Decisions on recommendations to the Members' Assembly should be taken during Board meetings.
- 4.8.5 If decisions need to be taken outside of Board meetings, the Chair will lead a process for decision-making using virtual platforms, facilitated by the Secretariat.

#### **4.9 Secretariat Support to the Board**

In addition to its general role in support of IATI listed at 5.4-5.6 of the SOP, the Secretariat will support the Board in the following ways:

- 4.9.1 Establish meeting schedules and circulate agendas under the guidance of the Chair of the Board.
- 4.9.2 Provide regular updates to the Board on implementation of the work plan.
- 4.9.3 Develop materials for consideration and guidance by the Board, as and when required.
- 4.9.4 Handle logistical arrangements for all scheduled meetings of the Board and the Members' Assembly.
- 4.9.5 Facilitate contact with Board members at the request of IATI members or external bodies or individuals.
- 4.9.6 Prepare and publish minutes of Board meetings.
- 4.9.7 The IATI Coordinator plus representatives of UNOPS and Development Initiatives will attend Board meetings on behalf of the Secretariat but will not have voting rights.

#### **4.10 Administration and Transparency of the Board**

- 4.10.1 The Board will ensure efficient and transparent administration of the initiative.
- 4.10.2 Board members should carry out their work in a consultative manner and the Secretariat will facilitate contact for any members seeking to contact Board members.
- 4.10.3 The Board may invite members to attend meetings should their expertise be relevant to a particular topic on the agenda. In all other cases meetings will be limited to Board Members.
- 4.10.4 Within the approved budget the Board may commission additional external expertise as well as delegate tasks to sub-groups of members as required.
- 4.10.5 Minutes will be taken by the IATI Secretariat during Board meetings and be made publicly available online. The minutes for each meeting will include a list of attendees, decisions taken and any proposals made.
- 4.10.6 Board meetings will take place virtually to reduce travel logistics and costs. They will be held at least once every two months although frequency is likely to increase during periods leading up to Members' Assembly meetings. In addition, the Board will meet in person immediately before IATI Members' Assembly meetings.
- 4.10.7 The annual schedule of meetings will be prepared by the Secretariat in consultation with Board members and published in advance.
- 4.10.8 The Chair will be responsible for making preparations for Board meetings together with the Secretariat, and for notifying other Board members. Notifications should include the provisional meeting agenda, proposals to be discussed, decisions to be made, and any working documents. This information should be made available to Board members no less than 7 business days before the meeting date.
- 4.10.9 If a Board member is not able to attend a meeting, they must provide notice to the Chair as soon as possible. Board members are expected to make best efforts to attend every meeting, and if unable to do so should propose an alternate who may attend at the discretion of the Chair.



- 4.10.10 The Chair and Vice-Chair/s will, in common with other IATI members, be expected to self-fund their attendance at the IATI Members' Assembly meetings and will not be reimbursed for their time, although the IATI Secretariat is seeking to establish a small fund for those who are genuinely unable to self-fund so as to prevent barriers to participation.
- 4.10.11 Reasonable expenses calculated on the basis of United Nations Rules and Regulations on Travel can also be claimed by the Chair and Vice-Chair if they are invited to represent IATI at high-level external meetings, subject to availability of funds.

## **5 IATI Working Groups and Communities of Practice**

### **5.1 Working Groups**

Working Groups (WGs) are specific and time-bound groups established to provide expert advice to the Members' Assembly or Governing Board, taking the place of the previous Technical Advisory Group (TAG). For example, a WG could be established to advise on specific areas of development within the Standard.

#### **5.1.1 Establishment and composition**

- 5.1.1.1 Working Groups are mandated by either the Members' Assembly or the Governing Board in response to needs outlined in the Strategic Plan and / or operationalization of the annual work plan.
- 5.1.1.2 In the majority of cases, once a Working Group has been mandated, the IATI Secretariat will draft terms of reference under the direction of the Board, based on the template included here as Annex VI, ensuring there is a balance of expertise with diverse representation from different constituencies and regions.
- 5.1.1.3 Terms of reference should set out a specific goal, outcome and timeline for the WG. Terms of reference should also make a determination as to whether the WG is of a technical nature (e.g. to inform updates to the Standard) or governance-related nature (e.g. to inform an institutional review, etc.) to inform composition.

#### **5.1.2 Selection and participation**

- 5.1.2.1 Participation in a WG of a governance-related nature is open to any IATI member. WGs of a technical nature are open to members and technical practitioners in order to ensure a balance of appropriate expertise. Governing Board members may participate in WGs, so long as no conflicts of interest exist or arise.
- 5.1.2.2 Selection of WG members should follow a transparent process, which is publicly available, whereby the following are recorded: expressions of interest, criteria for selection (region, expertise, constituency, gender balance, etc.).
- 5.1.2.3 WGs should generally be capped at 8-10 members to maintain effective working conditions. To the extent possible, WG members should not participate in more than one WG at a time.
- 5.1.2.4 Terms of reference and membership for each WG are approved by the Board.

### **5.1.3 Chairing and accountability**

- 5.1.3.1 The WG should elect a Chair during its first meeting, who is responsible for proposing meeting agendas, keeping a digital working log of the WG's activities and monitoring any risks / conflicts of interest, and communicating the progress of the group to the Governing Board, with the support of the Secretariat. The WG Chair may be invited to share the WG's findings or outcomes at governance meetings (Board or Members' Assembly).
- 5.1.3.2 Any changes to the scope and duties of the WG will require the approval of the Governing Board.
- 5.1.3.3 Upon completion of the WG's initial term, the WG should make an assessment as to whether mandated work has concluded, or whether its work should be extended. An official closing report outlining findings, lessons learned and conclusions and as appropriate, recommendations should be submitted to the Board as part of this process and made public on the IATI website.

### **5.1.4 Engagement of the IATI Secretariat and Governing Board**

WGs are advisory in nature and they report to the Governing Board, with appropriate budget and light Secretariat support provided to assist them in facilitating their work.

### **5.1.5 Working arrangements**

The work of WGs is expected to take place virtually, except in cases where a face-to-face meeting is considered essential to the effectiveness of the Working Group. In this case, the Governing Board may approve a budget to support maximum one in-person meeting of the WG per year.

## **5.2 Communities of Practice (COPs)**

COPs offer a structured way to share knowledge and experience, and in the context of IATI allow data users and publishers to come together via meetings, webinars, and online spaces to discuss areas of mutual interest and to promote peer learning. COPs will be ongoing communities around standing areas of thematic interest to the IATI community. Access to COPs will be maintained via IATI's digital channels.

### **5.2.1 Establishment and composition**

- 5.2.1.1 COPs shall be largely self-organizing and conducted virtually, established to address the specific needs of development or humanitarian actors, developers, or CSOs sharing their experiences on publishing or using IATI data.

- 5.2.1.2 All COPs will be housed within an IATI digital platform, to be established in 2020, which is available to any practitioner, regardless of their IATI membership status, and which can be accessed and viewed freely by anyone with internet access.
- 5.2.1.3 The focus and substantive nature of each COP shall be determined by its members.
- 5.2.1.4 Though the actual establishment of COPs will be driven by the demands of the IATI community, a “facilitator” drawn from COP membership is required.
- 5.2.1.5 The designated facilitator will have a distinct role in encouraging engagement, driving or maintaining membership, and liaising with the IATI Governing Board and Secretariat, as necessary.
- 5.2.1.6 Facilitators who are unable to continue their duties should give the IATI Secretariat a minimum of one-month notice, in order to find a suitable replacement.

### **5.2.2 Engagement of the IATI Secretariat and Governing Board**

- 5.2.2.1 Light-touch coordination by the Secretariat will help to avoid a proliferation of overlapping COPs, however the day-to-day functioning of each COP will be supported by its membership.
- 5.2.2.2 A member of the Secretariat may be appointed to play a role in providing support across all COPs, ensuring that the learning and experience in each COP is shared with the wider IATI community.

## **6 Secretariat**

### **6.1 Accountability and functions**

The Head of the Secretariat is accountable to the Governing Board for operational and technical performance. Under UNDP’s lead, the Secretariat implements the annual work plan and budget approved by the Governing Board and reports on its progress in terms of programme performance and the conditions of service delivery. Specifically, the Secretariat will:

- 6.1.1 Develop programme level budgets and annual work plans and submit them to the Board for review and approval;
- 6.1.2 Deliver the annual work plan under the guidance of the Board and provide regular reviews of progress against delivery;
- 6.1.3 Set policy for allocation of donor funds, taking into account the needs and priorities as set in the workplan;
- 6.1.4 Exchange relevant information, share examples of best practices and consider any matters related to the enhancement and implementation of the programme and its various components;
- 6.1.5 Review performance against the intended results;
- 6.1.6 Initiate periodic reviews of the programme upon request of the Board.

### **6.2 Responsibilities within the Secretariat:**

- 6.2.1 UNDP leads the Secretariat and is accountable to the Governing Board for overall delivery of the IATI work plan. UNDP is responsible for coordination, communications, outreach, strategic resource mobilisation, providing policy advisory support and regular updates on work plan implementation to the Governing Board and general secretariat support to its working groups. UNDP leads IATI's political engagement work and ensures liaison between IATI and relevant global bodies and processes.
- 6.2.2 UNOPS provides financial management and administrative services including procurement, collecting membership contributions and additional voluntary contributions, disbursing resources to partners and contract management, and ensuring the smooth running of all logistical aspects of formal IATI meetings;
- 6.2.3 Development Initiatives provides technical leadership and support to publishers directly and through its Helpdesk; maintains and develops the IATI Standard in consultation with the IATI community, maintains core infrastructure tools and services, and oversees the technical delivery of contracted services.

## **7 Secretariat Management and Coordination Arrangements**

### **7.1 Programme Manager (UNDP)**

The overall coordination of IATI Secretariat is led by UNDP, with UNOPS providing financial management, administrative and logistical services. UNDP's programme management functions include:

- 7.1.1 Day to day management of the programme;
- 7.1.2 Provision of substantive guidance, coordination and reporting;
- 7.1.3 Engaging in resource mobilization for the programme;
- 7.1.4 Leading the development of the annual workplan with relevant input from each of the implementing partners
- 7.1.5 Liaison with the Members' Assembly on behalf of the Secretariat during both formal and informal consultations.

### **7.2 Trustee (UNOPS)**

- 7.2.1 UNOPS has full fiduciary responsibility and accountability for the receipt, custody and disbursement of all contributions provided by members under any contribution agreements entered into between UNOPS and any member. Member contributions are allocated to a pool of resources that can be used for any activity falling within the work programme approved by the Governing Board.
- 7.2.2 All contributions received by UNOPS shall be recorded in a separate ledger account established by UNOPS for IATI and pooled along with other contributions received by UNOPS from members for the same purpose. Member contributions will be established and administered by UNOPS in accordance with the applicable regulations, rules, directives and procedures

pertaining to the receipt and administration of funds. UNOPS will not absorb gains or losses on currency exchanges which will increase or decrease the funds available for IATI activities.

- 7.2.3 Subject to the availability of funds, disbursing funds to implementing partners and recipients for the implementation of programme activities in a timely manner and in line with the terms of the respective agreement;
- 7.2.4 Receiving and review of project reports, including financial reports and narrative reports from implementing partners and funding recipients;
- 7.2.5 Closing project accounts upon completion and ensure reconciliation of bank transactions.
- 7.2.6 UNOPS will submit to the members the following reports in accordance with the contribution agreements:
  - a) Annual certified financial statements as of 31 December by 30 June of the following calendar year;
  - b) Certified final financial statements no later than 31 July of the calendar year following the year during which activities funded by the member contributions are operationally completed – in addition to the provision of administrative, logistical and financial support to the programme.

## **8 Programme activities**

Programme activities are outlined in the Annual Work Plan approved by the Governing Board, in a format which identifies the lead and supporting parties responsible for implementation as well as the cost attached to each activity. This document will form the basis for monitoring and evaluation of the programme.

## **9 Privileges and immunities**

Nothing in or relating to the SOPs shall be deemed as a waiver, express or implied, of any of the privileges and immunities of the United Nations, including UNOPS. The full text of the Convention on the Privileges and Immunities of the United Nations can be seen here: <http://www.un.org/en/ethics/pdf/convention.pdf>.

## Annex I: Commitments of IATI Members

1. As members of IATI we agree to work towards achieving the following vision and mission agreed at the Members’ Assembly meeting on 1 July 2016:

**Vision**

Transparent, good quality information on development resources and results is available and used by all stakeholder groups to help achieve sustainable development outcomes.

**Mission**

The IATI community works together to 1) ensure transparency of data on development resources and results; 2) ensure the quality of IATI data is continually improved and responds to the needs of all stakeholders and 3) facilitate access to effective tools and support so that IATI data contributes to the achievement of sustainable development outcomes.

2. This builds upon the original Framework for Implementation for IATI which spelled out the key elements, processes and timetable through which to respond to the strong commitments to aid transparency expressed in the September 2008 [Accra Agenda for Action](#) (AAA - see Box 1), the IATI “[Accra Statement](#)”, and the [Busan Partnership for Effective Development Cooperation](#) (BPD – see Box 2).

3. IATI is embedded in and contributes to the principles of ownership, alignment, harmonisation, management for results and mutual accountability of the Paris Declaration on Aid Effectiveness and the Accra Agenda for Action (AAA). The increased transparency implemented through IATI allows all development actors -- governments, parliaments, the private sector, civil society and publics and individuals -- in developing and donor countries to know how external resources are allocated and spent. In so doing, it helps developing countries build their capacity to manage aid more effectively, so that external

**Box 1: Specific commitments to transparency agreed in the Accra Agenda for Action**

*We [donors and developing countries] will make aid more transparent (§24a)*

*Donors will publicly disclose regular, detailed and timely information on volume, allocation and, when available, results of development expenditure (§24a)*

*.... [mutual] reviews will be based on country results reporting and information systems complemented with available donor data (§24b)*

*Donors and developing countries will regularly make public all conditions linked to disbursements (§25b)*

*Donors will provide full and timely information on annual commitments and actual disbursements so that developing countries are in a position to accurately record all aid flows in their budget estimates and their accounting systems.(§26b)*

*Donors will provide developing countries with regular and timely information on their rolling three to five year forward expenditure and/or implementation plans.(§26c)*

resources and related domestic financing go as far as possible in fighting poverty.

4. In keeping with the AAA and BPd, we recognise that transparency in the use of complementary domestic resources by developing countries is also vital in achieving development objectives. Partner countries are encouraged to pursue corresponding transparency in use of domestic as well as external resources. Given the important role of civil society organisations in the development process, CSOs, through their own joint processes of accountability and transparency, are encouraged to do the same.

## The IATI Standard

### Box 2: Specific commitments to transparency agreed in the Busan Partnership for Effective Development Cooperation

*Transparent and responsible cooperation*

*23. We will work to improve the availability and public accessibility of information on development cooperation and other development resources, building on our respective commitments on this area. To this end, we will:*

*a) Make the full range of information on publicly funded development activities, their financing, terms and conditions, and contributions to development results, publicly available subject to legitimate concerns about commercially sensitive information.*

*b) Focus at the country level on establishing transparent public financial management and aid information management systems and strengthen the capacities of all relevant stakeholders to make better use of this information in decision-making and to promote accountability.*

*c) Implement a common, open standard for electronic publication of timely, comprehensive and forward-looking information on resources provided through development cooperation taking into account the statistical reporting of the OECD-DAC and the complementary efforts of the International Aid Transparency Initiative and others. This standard must meet the needs of developing countries and non-state actors, consistent with national requirements. We will agree on this standard and publish our respective schedules to implement it by December 2012 with the aim of implementing it fully by December 2015.*

5. There are a number of key steps that we are taking in response to our undertakings in the IATI Accra Statement and for those that endorsed them the AAA and the BPd, with processes and a timetable for doing so, including through our submission and implementation of individual action plans ('implementation schedules'). Implementing these key steps constitutes part of the "IATI Standard" (see Box 3) together with the common definitions and

### Box 3: The IATI Standard

*The IATI standard comprises the common definitions and electronic data format for publishing data and information on development assistance, as well as this framework for implementation and licensing arrangements.*

*The materials are published at <http://iatistandard.org/> and include all reference materials for both publishers and users of the Standard, such as the definitions, codes lists, the XML Schema, validation and compliance tools, and publisher and user guides.*

common electronic data format. The Standard provides a common basis for the publication of aid information that can be tailored to the circumstances of individual donor and developing countries, and mapped to national systems in developing countries. It builds on and adds value to existing processes of aid information and transparency, most notably the OECD/DAC Creditor Reporting System (CRS). It seeks neither to create a new database nor to impose a one-size-fits-all solution.

6. The Standard is applicable to all providers of assistance for development – official donors, multilateral organisations and financial institutions, global funds, civil society organisations, foundations, and private sector firms – who endorse it or are willing to implement it. In this context we welcome the broadest possible adherence to make the Standard universal with comparable information for all providers.

## **Operation of the IATI Standard**

### **Implementation**

7. We will implement the IATI Standard as rapidly and thoroughly as possible with details of our plans spelled out in our individual implementation schedules. We will aim to begin publishing within a year of joining.
8. We will prepare, and consult with the IATI Secretariat on, individual implementation schedules that specify the phasing and details of our implementation. These implementation schedules will cover phasing and indicate the staff and system resources to be applied to meet the Standard and specify thresholds and exceptions, if any, to the Standard. We will hold exceptions to the minimum required and will seek to address constraints to full implementation. These implementation schedules will be published.

### **Applicability to implementing agents**

9. We will ensure that these transparency standards apply to our own direct financing and will strongly encourage similar standards of transparent reporting by implementing agents down to those delivering services at the community level<sup>7</sup>.

### **Aid information in the public domain**

10. We will publish aid data and information in the public domain according to the agreed definitions and formats set out in the Standard.
11. We acknowledge that while some preliminary data may change, early publication will help call attention to missing or inaccurate data and so help us to improve overall accuracy as well as speed of publication. However, coverage of preliminary data is still likely to be incomplete, leading to underestimation of external flows, whether by donor

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<sup>7</sup> Monitoring implementing agents' use of similar standards is outside the scope of this framework.



(or other provider), developing country, or category of assistance. We will submit revisions on a timely basis, at minimum quarterly.

### **Communication**

12. We will encourage the use of IATI data for purposes of planning, monitoring and accountability in both donor and developing countries. This means that we will actively inform relevant stakeholders in our own and developing countries, including through our own websites, about the availability of information on aid and where it can be found. These stakeholders include parliamentarians, media, civil society representatives, and communities directly affected by aid.

### **Monitoring and evaluation**

13. We recognise the importance of having a credible review mechanism for monitoring and evaluating our implementation of the IATI Standard. We welcome that scrutiny in order to achieve the increased effectiveness that transparency can bring for all stakeholders in development results. We urge that monitoring of transparency become a regular part of mechanisms for monitoring development effectiveness and will collaborate with the relevant bodies in this regard. These include monitoring mechanisms of: the Global Partnership for Effective Development Co-operation; the UN Development Co-operation Forum; DAC Peer Reviews; and mutual accountability mechanisms at country level.
14. We will also assure specific monitoring of adherence to the IATI Standard. The process will consist of the following elements.
  - **Donor self-reporting:** We will each report annually through a single Annual Report on our progress and problems in implementing the IATI Standard. We will use the IATI Dashboard as a key resource in self-monitoring and interact with the IATI Technical Team and Secretariat to clarify and improve our annual reporting.
  - **Partner country monitoring:** To complement donor self-reporting, we would welcome complementary reporting by developing countries on the implementation of IATI in their countries through the IATI Annual Report and through updates provided at Members' Assembly meetings.
  - **Independent monitoring:** We would also welcome independent monitoring of our adherence to the IATI Standard, as a part of their broader monitoring of the implementation of aid effectiveness.

### **Annual report**

15. The Governing Board supported by the Secretariat will issue an annual report on IATI's financial situation, on progress and problems in IATI implementation by members and on updates needed to the IATI Standard. That report will draw on the monitoring

mechanisms above, as well as on donor implementation schedules, and where necessary propose an action plan to address issues they raise.

### **Evaluation of implementation**

16. We call on the Governing Board to plan for regular independent evaluations of the implementation of the IATI Standard.

## **Annex II: Working Groups – Template for Terms of Reference**

### **Template for IATI Working Group Terms of Reference**

*This template is designed to provide a general outline for Terms of Reference (ToRs) to be developed for IATI Working Groups as agreed in the IATI Standard Operating Procedure sections 5. The suggested questions should be carefully assessed in developing ToRs for individual Working Groups. In the majority of cases, once a Working Group has been mandated by the IATI Board or Members’ Assembly, the IATI Secretariat will use the below template to develop ToRs for approval by the Board, in line with the agreed Standard Operating Procedures.*

#### **Introduction: [STANDARD TEXT]**

IATI Working Groups (WGs) are advisory in nature and report to the Governing Board and as such, any changes to the scope and duties of the WG laid out below will require the approval of the Board. Upon completion of the WG’s initial term, a review should take place to assess whether mandated work has concluded, or if the WG’s term should be extended. An official closing report outlining findings, lessons learned, and as appropriate, recommendations, should be submitted to the Board and made public on the IATI website as part of this process.

The WG should elect a Chair during its first meeting, who is responsible for proposing meeting agendas, keeping a digital working log of the WG’s activities and monitoring any potential risks / conflicts of interest, and communicating the progress of the group to the Governing Board, with the support of the Secretariat. Additional information on the agreed procedures for WGs can be found in the IATI SOP, section 5.

#### **Name of Working Group:**

#### **Background / Context:**

#### **Purpose / role of the Working Group:**

- *What is the specific purpose / role of the group?*
- *What challenge does this group address?*
- *What are the deliverables / advisory services expected from the Working Group?*
- *Is there a specific timeframe for the work to be completed or dependency on other processes or Working Groups?*

**Membership:**

- *Is this group a technical or non-technical Working Group?*
- *Outline of selection criteria and process.*
- *Expected number of participants and desired constituency balance, skillset, etc.*

**Time frame and level of commitment:**

- *How long is the WG expected to be active?*
- *What is the expected level of commitment in terms of hours per week / month?*

**Working methods / ways of working:**

- *How many virtual meetings will be held each month / year?*
- *Is a face-to-face meeting of the Working Group expected? If so, when and where?*

**Conflict of Interest Policy: [STANDARD TEXT]**

A member of the WG believing they may have an actual, potential or apparent conflict of interest concerning a proposal to be discussed by the group shall recuse themselves from that discussion and inform the Chair accordingly. They must abstain from communicating with other WG members regarding the subject. The Working Group must make a strong collective commitment to upholding recusal practices.

## **Annex III: Election Process for Governing Board**

### **1. Composition and chairmanship**

- 1.1 The Governing Board will be comprised of two members from each of the three constituencies recognised in the Standard Operating Procedures at Section 2.1
- 1.1.2 Members are encouraged to consider the importance of diversity in the composition of the Board, including but not limited to gender, regional and linguistic diversity.
- 1.2 A seventh seat on the Board will be reserved as a focused technical seat representing all constituencies. Voting for the focused technical seat is open to all members and shall take place within the regular electoral cycle starting from 2020.
- 1.3 The Governing Board will be responsible for electing its own Chair and Vice-Chair and informing the Members' Assembly through the Secretariat.
- 1.4 To provide continuity, incumbent Board members are encouraged to consider serving for a further one or two-year period.

### **2. Eligibility**

- 2.1 All IATI members that have paid or committed to pay their membership contributions due at the start of the nomination period) are eligible for Board membership.

### **3. Nomination process**

- 3.1 The Secretariat will provide contact information within each constituency at the start of a two-week nomination period to facilitate internal discussions.
- 3.2 Within a two-week nomination period, all interested organisations must register their interest by email to the IATI Secretariat by submitting a Nomination Statement (below).
- 3.3 Incumbent Board members wishing to serve for a further one or two-year period are required to register their interest along with other nominees.
- 3.4 At the end of the nomination period, the IATI Secretariat will share the results to each constituency and confirm whether consensus has been reached on candidates for all available seats. If consensus has been reached no further election process is required in that constituency and all members will be informed of the outcome.

### **4. Process for online voting**

- 4.1 In absence of consensus in a constituency, an online election will take place within that constituency.
- 4.2 Nomination statements will be made available to the constituency members who will then rank the candidates in order of preference.
- 4.3 The two organisations receiving the highest number of votes within the constituency will be confirmed as members of the Board.
- 4.4 The Secretariat will inform all members of the final outcome by email and through the IATI website.

### **5. Transparency of process**

5.1 The Secretariat will be responsible for communicating to members in relation to the call for nominations and voting periods throughout the election cycle. The outcome of the process will be published on the IATI website.

5.2 Elected Board members will be expected to hold their first meeting virtually within two weeks from the conclusion of the process, with secretariat support provided by the IATI Secretariat.

**Nomination Statement:**

The Nomination Statement should provide the following confirmation and should be 1-2 pages in length at maximum, using the template provided by the Secretariat:

- Commitment of the organisation to serve as a Board member for a full two-year term if selected
- Name of the nominated official and his/her alternate
- If the organisation is an incumbent Board member, the date of first membership of the Board, the role served and whether the nomination is for one or two years.
- Outline of the relevant skills and expertise of the nominee and alternate, and interest to be nominated to the focused technical seat.
- Brief outline of the organisation's active engagement with IATI and familiarity with the global transparency agenda
- Intent to attend or designate an alternate to attend all Board meetings
- Confirmation that the designated staff member can allocate a minimum of four working weeks per year to carry out Board duties.
- Confirmation that if selected as Board Chair or Vice-Chair, the designated staff member will be permitted to travel to represent IATI in global meetings.
- Commitment to maintain good financial standing within IATI throughout the period of Board membership
- Commitment to fulfil responsibilities as detailed in the SOP
- Adherence to the Code of Conduct

## **Annex IV Code of Conduct for Members of the IATI Governing Board**

### Applicability:

- This Code of Conduct applies to all members of the IATI Governing Board including the Board Chairperson and Vice-Chairperson, and to all Alternates.

### General Provisions:

- Board Members shall carry out their duties with honesty, integrity, respect, transparency, and confidentiality.
- Board Members will follow all IATI Standard Operating Procedures and abide by IATI's governing documents.
- Board Members agree to promote the mission, vision, and purpose of IATI and contribute to its strategic direction.
- Board Members shall not disclose confidential information acquired by them in the course of their Board Member duties nor use such information to further their personal interests.
- Board Members shall be under an ongoing obligation to disclose any actual, potential, or apparent conflict of interest to the board and shall take appropriate steps to avoid any such conflict.
- A member of the Board believing they may have an actual, potential or apparent conflict of interest concerning a proposal to be discussed by the board shall recuse themselves from that Board discussion and inform the Chair accordingly, in accordance with the full Board Policy to Report and Mitigate Conflicts of Interest, Annex VII. They must abstain from communicating with other Board Members regarding the subject. The Governing Board must make a strong collective commitment to upholding recusal practices.
- Any Board Member aware of any credible information that suggests that any of IATI's Standard Operating Procedures or governing documents are being violated by any member of the Board has an obligation to bring the concern to the Board Chair. If the Chair is the subject of concern, it should be brought to the Secretariat.
- Board Members shall decline all gifts and other benefits offered to them in the course of carrying out their duties as Board Members.
- Board Members found to have violated this Code of Conduct will be subject to censure or removal from the Board.

[Signature by nominee Organisation signals acceptance of this Code of Conduct]

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## Annex V: Nomination Statement for Board Elections

|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 1. | Name of Organisation and nature of its work.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |  |
| 2. | <p>Constituency (choose from the following existing IATI definitions):</p> <ul style="list-style-type: none"> <li>• Providers of development co-operation, including traditional donors, multilateral institutions, philanthropic foundations and providers of South-South Cooperation;</li> <li>• Partner countries; and</li> <li>• Civil Society Organisations and other organisations.</li> </ul>                                                                                                                                                                                                                                                  |  |
| 3. | Brief description of why the nominee organisation wishes to become a member of the IATI Governing Board and what it feels it can offer in this position.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |  |
| 4. | If the organisation is an incumbent Board member, the date of first membership of the Board, the role served and whether the nomination is for one or two years.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |
| 5. | <p>Brief outline of the organisation's active engagement with IATI and the global transparency agenda.</p> <ul style="list-style-type: none"> <li>• Nominee organisations should provide examples of activities undertaken to publish or use IATI data, advocate for IATI and contribute expertise through Steering Committee sub-groups, working groups or in other ways.</li> <li>• Nominee organisations may refer to their engagement with, and the level of their contribution to, relevant global processes and events.</li> <li>• Links to websites or relevant online information to show this engagement should be provided here.</li> </ul> |  |
| 6. | <p>Staff member and alternate representing the organization.</p> <ul style="list-style-type: none"> <li>• While Board membership is institutional, it is important to ensure that the designated staff member is familiar with IATI's policy and processes. Please indicate the name and position of the designated staff member and any alternate arrangements proposed within the organisation, and describe briefly their experience with IATI.</li> </ul>                                                                                                                                                                                         |  |

|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
|    | <ul style="list-style-type: none"> <li>• The time the organisation should set aside for IATI Governing Board activities will vary throughout the year and will increase during the period leading up to MA meetings. Nominees should anticipate spending a minimum of four working weeks per year on regular Board business including travel to attend two face to face meetings annually in addition to the MA.</li> <li>• Organisations are asked to confirm their agreement to release the staff member or alternate and support them in this work, including authorising them to attend all virtual meetings (4-6 per year) and face-to-face Board meetings (2 per year), as well as the MA meeting (1 per year).</li> </ul> |  |
| 7. | <p>Interest in becoming Board Chair or Vice-Chair.</p> <ul style="list-style-type: none"> <li>• Please indicate whether the organisation would accept to become the Board Chair or Vice-Chair, if elected by other Board members.</li> <li>• If so, the organisation should confirm that the designated staff member will be permitted to travel to represent IATI in global meetings.</li> <li>• Please describe briefly the relevant experience and professional area of expertise of the designated staff member to represent IATI (presentations and interventions in a variety of discussions and negotiations). Proficiency in languages other than English should also be mentioned.</li> </ul>                           |  |
| 8. | <p>Interest in occupying the focused technical seat.</p> <ul style="list-style-type: none"> <li>• The occupant of the focused technical seat is expected to engage with the Community and receive technical input from the IATI Community through relevant Working Groups, in relation to the IATI Standard.</li> <li>• Please describe the qualifications of the nominee to provide perspective to the Board in relation to matters relating to the IATI Standard.</li> <li>• Nominees are required to disclose any potential conflict of interest foreseen in the conduct of Board business</li> </ul>                                                                                                                         |  |
| 9. | <p>Commitment to fulfil responsibilities as detailed in the SOP.</p> <ul style="list-style-type: none"> <li>• The nominee organisation should confirm commitment to meet all requirements outlined in</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |



|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                   |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|
|     | <p>the IATI Standard Operating Procedures, including sections 3, 4 and 5, the additional Terms of Reference for Board members and specific tasks outlined by members in relation to vision, mission, strategic direction, budget and finance.</p> <ul style="list-style-type: none"> <li>As representatives of the wider Members' Assembly, Board members are expected to consult within their constituencies on certain issues and should confirm willingness to carry out such consultations to canvass opinions and views as required.</li> </ul> |                                                   |
| 10. | <p>Commitment to maintain good financial standing within IATI throughout the period of Board membership.</p> <ul style="list-style-type: none"> <li>It is important that institutions representing IATI have shown their commitment to the initiative. Nominee organisations that have not yet concluded membership arrangements including payment of dues should indicate the stage reached in that process.</li> </ul>                                                                                                                             |                                                   |
| 11. | <p>Adherence to the Code of Conduct</p> <ul style="list-style-type: none"> <li>The designated staff member of the nominee organisation should sign this document and return it together with a signed copy of the Code of Conduct indicating understanding and acceptance of its terms.</li> </ul>                                                                                                                                                                                                                                                   | <p>Name (PRINT):</p> <p>Authorised signature:</p> |

## Annex VI: IATI Standard upgrade process

The approved process for major or minor upgrades to the IATI Standard is detailed in Paper 10: Revision of IATI Standard Upgrade Procedures (available with 2017 MA papers at the following link: <https://iatistandard.org/en/events/members-assembly-meeting-3-5-october-2017-rome/>) and is also reflected on the IATI website reference pages: <http://reference.iatistandard.org/203/upgrades/>

## Annex VII: Board Policy to Report and Mitigate Conflicts of Interest

### Purpose

This policy has been established by the IATI Governing Board to improve its own accountability and working relations.

## Policy

The International Aid Transparency Initiative (IATI) expects its Governing Board members, Secretariat staff and consultants, as well as all of its members engaging with IATI through participation in different working groups to adhere to the highest standards of ethical conduct and integrity.

Due to the nature of IATI as a multi-stakeholder initiative, bringing together providers of development assistance, partner country governments, civil society organisations, foundations and private sector entities, conflicts may arise between the interests of IATI and the interests of the IATI members' organisations. This policy is designed to outline mitigation and prevention measures and applies to active Governing Board members as well as to members with a potential for commercial gain through their participation in working groups of IATI.

Conflicts of interest can occur in the following ways:

### **1. Personal Conflicts of Interest**

A personal conflict of interest occurs whenever an individual's private interests may limit his or her ability to act in the best interests of IATI. Some of the many ways in which a personal conflict of interest could arise are:

- Acceptance of gifts, payment or services from those seeking to do business with IATI;
- Placement of business with a company owned or controlled by a Governing Board or Secretariat staff member or his or her family;
- Having a personal interest or potential for gain in any IATI decision or transaction.

### **2. Organisational Conflicts of Interest**

Organisational conflicts of interest arise when the interests or benefits of an IATI member organisation conflict with the interests or benefits of IATI. Such conflicts of interest need to be avoided so that IATI can perform its work objectively and not seek unfair competitive advantage. Some ways in which organisational conflicts of interest can take place are:

- When a member organisation wishes to be eligible for the competition to implement an IATI-funded activity (for instance related to the Data Use Fund or IATI's technical infrastructure).

In order to maintain the integrity of, and public confidence in IATI, including in its products and processes, it is essential that the work of IATI is not compromised by such conflicts of interest (CoI) and that identified potential conflicts are dealt with in an open and transparent manner. Therefore, this policy, as well as a "conflict register" have been developed to assist with Board discussion. Identifying a potential conflict of interest does not automatically mean that a conflict of interest exists. The policy and conflict register are instead intended to enable individuals to provide the information necessary for the evaluation of a given situation.

The overall purpose of this policy is to protect the legitimacy, integrity and credibility of IATI and its governing bodies and to maintain confidence in its activities. The policy guides the reporting of any possible conflict of interests by IATI members, so that the Governing Board is aware of the potential issue and is able to agree on mitigating matters in a transparent and open manner that is in line with IATI's high integrity standard.

IATI recognizes the commitment and dedication of those who participate in its governing and administrative bodies as well as its working groups, and seeks to maintain a balance between minimizing the reporting burden and ensuring the integrity of the IATI, while continuing to build and maintain public trust.

The policy is based on principles of openness and voluntary provision of information and does not provide an exhaustive list of criteria for the identification of conflicts of interest, but give the individuals or organizations in question the opportunity to flag a potential Col and provide the necessary information so that the Governing Board members, supported by the IATI Secretariat can review the case and decide if an actual conflict of interest exists and determine the appropriate action.

All IATI members, including members of the Governing Board and the IATI Secretariat are therefore encouraged to report a conflict or perceived conflict of interest as soon as they become aware of one. Governing Board members are requested to register any potential conflicts formally in the conflict register which will be reviewed at the start of every Governing Board meeting and decisions taken accordingly. Others in working groups should report the potential or actual conflict to the chair of the group in question. In case the Col concerns a Governing Board member, they are requested to recuse themselves from the discussions on a particular item, based on the agenda. The register shall remain internal between IATI Governing Board and IATI Secretariat for governance purposes only, and IATI will periodically publish Conflict of Interests that have been reported on its website for transparency purposes.