

# **Terms of Reference**

## **Global Compact Board Members**

**16 April 2012**

The purpose of the UN Global Compact Board, which is chaired by the UN Secretary General or in his absence a Vice-Chair, is to provide high-level strategic advice relating to the UN Global Compact and the evolving United Nations-Business relationship more generally. Drawing in particular on the expertise and recommendations of its business members, the Board also oversees implementation of the Global Compact's integrity measures. Members are appointed by the Secretary General on recommendations from the board Nominating Committee, based on input from the Global Compact Office.

### **1. Nomination criteria**

Regardless of the constituency from which the Board members are drawn, all Board members are expected to be champions willing and able to advance the UN Global Compact's mission:

The Global Compact strives to be the world's most inclusive voluntary initiative to promote responsible corporate citizenship, ensuring the business, in partnership with other societal actors, plays its essential part in achieving the United Nations' vision of a more sustainable and equitable global economy. Toward that end, the initiative pursues two complementary objectives: to make the Global Compact and its principles an integral part of business operations and activities everywhere, as well as to encourage and facilitate dialogue and partnerships among key stakeholders in support of the ten principles and broader UN goals.

Nominees for Board Membership should:

- have a deep understanding of the UN Global Compact and its ten principles;
- have the respect and confidence of their peers and constituencies (if relevant);
- be committed, and have time, to actively participate in the activities of the Board;
- hold or have recently held leadership positions (Chairperson, Chief Executive or other equivalent role) in companies or other organizations.

In seeking to achieve a diverse and representative board, a fair geographic distribution will be sought reflecting a balance between the distribution of participants in the Global Compact and the relative size and impact of the business community across the world.

### **2. Selection of Board members and length of term**

Nominations, vetted with Local Networks, will be considered by the Nominations Committee established by the Secretary-General. The Nominations Committee will make recommendations to the Secretary-General. The Secretary-General will then appoint the proposed appointee. After the appointee communicates his or her decision to the Secretary-General, the Global Compact Office will announce the appointment.

Terms will be three years unless ended earlier in accordance with Article 7. At the completion of one term, a Board Member may be eligible for one subsequent term.

### **3. Composition of the Board**

The Board has around thirty members, drawn from four constituency groups – business, civil society, labour and the United Nations (the Secretary-General and the Executive Director of the UN Global Compact Office serve ex-officio). The Chair of the Foundation for the Global Compact and the Chair of the Principles for Responsible Investment also serve ex-officio. It is foreseen that:

- at least ten members will have extensive business experience;
- at least four members will have experience from global civil society organizations, one each from the areas of human rights, environment, anti-corruption and development; and
- two members will have labour experience and be nominated by the global trade union movement.

### **4. Frequency of Board meetings and attendance**

It is foreseen that the Board will hold a formal meeting twice annually. Board members may also be invited to devote time and effort to particular matters arising out of Board meetings.

Board Members are expected to make every effort to attend each Board meeting. To facilitate this the dates of board meetings should be determined well in advance taking into account availability of board members. If a Board Member misses two meetings in a row, he or she will lose their seat. Alternates will only be permitted in exceptional circumstances.

### **5. Board decision making**

Board Members will strive to achieve consensus in Board decision making. However, in the event that complete consensus is not possible, substantial consensus of 2/3 majority will suffice.

### **6. Nature of Board membership**

Members of the Board will act in a personal, honorary and unpaid capacity. Although every board member will come to the board with their views informed by their experience and the broad regional, sectoral or organizational constituency in which they are or have been active, it is fundamental that they are appointed in a personal capacity and are in no ways delegated to represent any group.

Board members will not be United Nations officials. It is expected that the Members will cover their own travel costs. However, the Global Compact Office will consider requests for support towards travel costs in cases of financial need.

### **7. Suspension or termination of Board membership**

A Board member's term may be shorter than 3 years if they resign their membership or if their membership is suspended or terminated due to credible allegations of misconduct or major changes in the Board member's professional situation. An example of the latter situation would be ceasing to have the professional affiliation that they had at the time of their Board appointment or renewal.