



ICBL-CMC Governance Board

Terms of Reference

This is the Terms of Reference (TOR) for the Governance Board of the International Campaign to Ban Landmines and the Cluster Munition Coalition (ICBL-CMC). The TOR was adopted by the ICBL-CMC Governance Board at its first meeting on 12 November 2010. The Governance Board replaces the CMC Steering Committee and ICBL Advisory Board and Management Committee as the principal decision-making body and governance vehicle for both campaigns.

The TOR addresses the following items: name, other bodies, composition, selection, term, mandate, decision-making, meetings and communication, expected commitment, and staff engagement.

1. Name

The Governance Board of the Cluster Munition Coalition (CMC) and International Campaign to Ban Landmines (ICBL) can be abbreviated to “ICBL-CMC Governance Board” or, for internal electronic communications, simply “GB.”

2. Other bodies

A smaller governance body, named “Administrative Committee,” will be comprised of 3 or 5 persons from member organizations serving on the Governance Board and will be selected by the Governance Board. The Administrative Committee is primarily aimed at supporting the day-to-day operation of the new entity and staff. The Governance Board will establish two sub-committees, one on finance/legal/fundraising and another on personnel/human resources. More sub-committees can be established if the need arises, as well as ad hoc campaign groups.

3. Composition and chair

The Governance Board will be comprised of no more than 19 member organizations and preferably a lower number such as 15 members. To facilitate decision-making there should be an odd (not even) number of members. Board members are appointed as representatives of their organisations and not in their individual capacity. There is no limit to the number of representatives from a member organisation who can participate in Governance Board communications and meetings, but member organisations are expected to designate one principal contact for Governance Board decision-making purposes.

Member NGOs with the following credentials will be sought:

- Specific capacity and/or experience in finance, legal, fundraising, human resources, and governance;
- Thematic capacity and/or expertise in ban policy issues, clearance, victim assistance, funding, monitoring, and research;

- Campaigning capacity and/or experience.

In addition, the Governance Board will strive for adequate gender balance, as well as survivor participation and affected country representation.

The Governance Board will have a chair selected by Governance Board members and tasked with ensuring the smooth functioning of governance structures, including ensuring staff preparation for governance meetings and liaison with staff.

4. Selection

The first round of Governance Board members will be selected from the present CMC Steering Committee and ICBL Advisory Board, as well as from the wider membership of both the CMC and ICBL.

The selection process will be undertaken as follows:

1. An invitation for Governance Board membership will be circulated to the CMC and ICBL memberships inviting applications (“Expressions of Interest”) within a specified period;
2. Those wishing to join the Governance Board will be required to do so by submitting a brief (1-2 page) Expression of Interest document indicating their interest, merits, and anticipated contribution. This must include prior written consent from the executive director of their organization (or board chair if the director is the one expressing interest).
3. For the first round, the joint leadership of both CMC and ICBL will review all applications and take a decision. For subsequent rounds, the Governance Board will review and decide on applications.

5. Term

Governance Board members will serve for three years at a time at the end of which a self-evaluation exercise will be conducted and members will choose to or be asked to either continue for another term or to step down. There is no limit to the number of times a term can be renewed.

6. Mandate

The Governance Board will serve as the principal decision-making body and governance vehicle for both the CMC and ICBL. Legally, the Governance Board is responsible for decisions taken on behalf of CMC and ICBL and is thus responsible and accountable for ensuring the sound legal and financial functioning of both the CMC and ICBL.

The Governance Board is responsible, inter alia, for:

- Appointing a chair, sub-committees, and Administrative Committee members;
- Appointing CMC and ICBL staff positions, assessing staff performance, and ensuring good employment practices;
- Ensuring strategic planning and policy development to achieve CMC and ICBL goals;
- Reviewing and approving annual budget, fundraising proposals, and financial reports for ICBL-CMC;
- Ensuring ICBL-CMC compliance with its legal obligations, including specific policies on whistle-blowing/corruption and other matters;
- Approving ICBL and CMC policy documents and other materials;
- Approving ICBL and CMC media releases and materials (unless less than 24-hours turn-around is available, in which case the Administrative Committee can do so);
- Approving of membership applications for ICBL and CMC;
- Appointing staff and members to act as public spokespersons for ICBL and CMC;
- Ensuring quality assurance including monitoring and regular evaluation.

7. Decision-making

Wherever possible, the Governance Board will take its decisions by consensus. When consensus cannot be achieved, a decision can be taken by a vote. A simple majority present (over 50 percent) must agree in order to take a decision. Governance Board members should be informed in advance if approval is sought for documents, which should be circulated in draft form at least one week in advance of when the decision must be taken.

A quorum of more than half of all Governance Board members is required for decisions to be made face-to-face. For decision-making by electronic means, silence will be taken as consent with the proposed decision or course of action.

8. Meetings and communication

The Governance Board will meet face-to-face at least three times per year:

- First quarter (Jan/Feb in Geneva during annual staff retreat) to plan;
- Mid-year (May/June in Geneva during intersessionals) to assess and revise; and
- Last quarter (Nov/Dec in Geneva or elsewhere during MSP) to review, audit and reflect.

In addition to face-to-face meetings, the Governance Board will communicate regularly via a single email listserv and by other means throughout the year.

Minutes of Governance Board meetings must be taken and circulated to members in draft form no later than 2 weeks after the meeting has been held. A summary of each Governance Board meeting, including list of decisions taken, should be circulated to the ICBL-CMC campaign network and uploaded to a “Governance” section of both the ICBL and CMC websites no later than 4 weeks after the meeting has taken place.

9. Expected commitment

Governance Board members are required to contribute a minimum of ten hours of staff time per week to Governance Board obligations in addition to participating in face-to face meetings. All Governance Board members are required to actively engage, both proactively and reactively, in Governance Board decisions and deliberations year-round.

Governance Board members who fail to attend three consecutive meetings of the Governance Board and/or who fail to respond to Governance Board communications over a period of four months or more will be evaluated and potentially asked to step down from the Governance Board due to their inactivity.

Governance Board member organizations do not receive any financial reimbursement for their service, but, reflecting past practice in both the CMC and ICBL, representatives from member organizations based in developing countries that require assistance will be reimbursed for their travel, accommodation, and per diems to attend Governance Board meetings.

10. Staff engagement

ICBL-CMC staff can engage in Governance Board communication and participate in Governance Board meetings. ICBL-CMC staff can provide input into decision-making, but cannot vote on decisions.