

## Annex 1 – Terms of Reference – Executive Committee

### 1. Strategy

- 1.1. Support JIPS to periodically assess its not-for-profit purpose, and the external environment (e.g. situational analyses), and contribute to the development of, and endorse JIPS' strategies to ensure that it stays relevant and valid.
- 1.2. Help evaluate JIPS' impact, outputs and outcomes on an ongoing basis: E.g. reviewing annual reports, evaluations and other documents presented to members.

### 2. Stakeholder Engagement & Communications

- 2.1. Contribute to the periodic development and review of JIPS' stakeholder engagement & communications strategies, and where capacity exists, support in the engagement of new or existing stakeholders.
- 2.2. Support JIPS to disseminate communications about its work; and raise awareness of JIPS' services, achievements, and value to partners and donors at national and at global level.
- 2.3. Advocate for JIPS' participation in relevant projects at national level or events, workstreams and other fora at global level.
- 2.4. Where relevant, facilitate requests for support to JIPS from within own organisations.
- 2.5. Advise & support ExCom membership and JIPS staff to consider how the organisation is seen by the people and organisations who are involved in its work and by the wider public, and collaborate with JIPS' governance members to communicate externally on important service updates and policy developments.

### 3. Advocacy

- 3.1. Advise on the development, implementation, and periodic review of JIPS' advocacy strategy
- 3.2. Support or collaborate with JIPS in advocacy efforts where relevant to ExCom members own advocacy strategies.

### 4. Service Quality

- 4.1. Act as technical sounding board on JIPS' current and proposed interventions considering relevance to JIPS' purpose, potential for impact, funding availability and contextual factors.
- 4.2. Facilitate programmatic partnership opportunities, synergies and complementarities with JIPS' work.
- 4.3. Support JIPS' staff to stay up-to-date with the latest sector-specific developments and innovation.

## **5. Fundraising**

- 5.1. Support JIPS to access project-based funding based on their organisations' projects and interventions.
- 5.2. Support JIPS with donor engagement activities where feasible and relevant to their own work.

## **6. Governing Body Effectiveness**

- 6.1. Collaborate with other ExCom members to ensure a rigorous and transparent selection and appointment process for new members to JIPS' Executive Committee.
- 6.2. Participate in periodic reviews of the ExCom' performance considering whether it promotes appropriate standards of ethics and integrity, equality, diversity and inclusion as well as the skills, knowledge and experience needed to support JIPS' work.

## **7. Accountability, and Equality, Diversity & Inclusion**

- 7.1. Support JIPS to assess, set and monitor its approach to equality, diversity and inclusion which is in line with its aims, strategy, culture and values, and supported by realistic plans and targets including the following elements:
  - a. Trainings for staff and ExCom members,
  - b. Identification of obstacles and mitigation measures for a diverse governance membership,
  - c. Modalities to attract and induct a more diverse membership
  - d. Other measures to promote inclusive behaviours in the organisation and amongst governance members.
- 7.2. Advise JIPS on its accountability and participative measures.
- 7.3. When hosting JIPS in-country on mission, support JIPS to ensure alignment between each organisation's Community Feedback Mechanisms (CFM).

## Annex 2 – Terms of Reference – Chair & Co-Chair

### 1. Leadership

- 1.1. Provides leadership to the ExCom and take responsibility for ensuring it has agreed priorities, appropriate structures, processes and a productive culture and has members who are able to govern well and therefore add value to JIPS.
- 1.2. Work with ExCom members and staff, plans & chairs the governing body's work and meetings, making sure governing members have the information, time and space they need to explore key issues and reach well-considered decisions.

### 2. Governing Body Effectiveness

- 2.1. Ask for regular feedback from other members on how to foster an environment where governing members can constructively challenge each other.
- 2.2. Ensure new ExCom members receive an induction when they join that includes meetings with other members and staff and covers all areas of the organisation's work.
- 2.3. The governing body reviews its own performance, including that of the chair. These reviews might consider the governing body's balance of skills, experience and knowledge, its diversity, how the governing body works together and other factors that affect its effectiveness.

### 3. Equality, Diversity & Inclusion

- 3.1. Lead efforts to promote inclusive boardroom culture, practices and behaviours. This may include the organisation of periodic training for current and new ExCom members on equality, diversity and inclusion.

## Annex 3 – Meeting Fora

### 1. Co-Host Meetings

<b>Content</b>	<b>Frequency</b>	<b>Membership</b>
<ul style="list-style-type: none"> <li>- Risk Management Updates               <ul style="list-style-type: none"> <li>o Financial &amp; Budget updates</li> <li>o Review of risk register</li> <li>o Risk management review</li> <li>o Updates on Annual Work Plan progress</li> </ul> </li> <li>- Business Development               <ul style="list-style-type: none"> <li>o New projects kicking off and in the pipeline</li> <li>o Country overview</li> <li>o Key donor or stakeholder engagement updates</li> </ul> </li> <li>- AOB</li> </ul>	Monthly or bi-monthly	Co-hosts & Head of JIPS

### 2. Executive Committee Meetings

<b>Content – Progress Update / Technical Sessions</b>	<b>Frequency</b>	<b>Membership</b>
<ul style="list-style-type: none"> <li>- Interim Strategic Progress Updates</li> <li>- Annual Work Plan Progress Updates</li> <li>- Input to current or new Programmatic &amp; Fundraising Opportunities.</li> <li>- AOB &amp; Ad hoc Financial Updates as Applicable</li> </ul>	Minimum twice per year	ExCom – Members
<b>Content – Annual Review</b>	<b>Frequency</b>	<b>Membership</b>
<ul style="list-style-type: none"> <li>- Annual Strategic Progress Review</li> <li>- Annual Report Review &amp; Validation</li> <li>- Annual Workplan Review and Validation</li> <li>- AOB &amp; Ad hoc Financial Updates as Applicable</li> </ul>	Annually	ExCom – Members
<b>Content – Periodic Review</b>	<b>Frequency</b>	<b>Membership</b>
1. Strategic Review 2. Governance Effectiveness including: <ul style="list-style-type: none"> <li>a. Frequency of meetings,</li> <li>b. Composition of membership considering the balance of skills, knowledge, experience &amp; diversity it needs to support the organisation's purposes effectively. It reflects this mix in its governing member appointments, balancing the need for continuity with the need to refresh the governing body.</li> <li>c. ExCom &amp; Co-Host performance, including that of the chair &amp; co-chair.</li> <li>d. Ability to work together as a team, including individuals' motivations and expectations about behaviours.</li> <li>e. Review its responsibilities and progress towards achieving its equality, diversity and inclusion plans and targets, including challenges, opportunities and learning.</li> </ul> 3. Code of Conduct Review	Every 2-3 years?	ExCom – members

## Annex 4 – Membership Selection of the Executive Committee

### 1. ExCom Selection Criteria – Organisational or Individual Selection

- 1.1. Strategic value-add to JIPS' ExCom and bringing skills and experience currently lacking in current ExCom. I.e. For JIPS, an effective ExCom should include a broad spectrum of actors from across the HDP nexus and include a mix of service users as well as those funding or interested in funding JIPS' work.
- 1.2. Current or potential contributor, or service user (in-kind, technical support, funding, etc.)
- 1.3. Alignment with JIPS' values
- 1.4. Willingness to commit to responsibilities & behaviours as outlined in the ExCom TOR & Code of Conduct
- 1.5. No conflict of interest
- 1.6. Special consideration given to under-represented groups on the ExCom with consideration for the principles of equality, diversity, and inclusion.

## Annex 5 – Code of Conduct for ExCom Members

Governing members adopt and follow a suitable code of conduct that reflects JIPS' values and sets out expected standards of ethics, probity and behaviour.

By reading this document and accepting the role of an Executive Committee (ExCom) member of the Joint IDP Profiling Service (JIPS), ExCom members agree to the following responsibilities:

### 1. General Conduct

- 1.1. Act in accordance with the basic principles of honesty, good faith, integrity and transparency in advancing JIPS' mission.
- 1.2. Bring any concerns regarding the observation of these principles to the ExCom for assessment and resolution.
- 1.3. Act in the best interests of JIPS at all times.

### 2. Independence

- 2.1. Maintain independence and conduct themselves with integrity and in a manner which does not damage or undermine the reputation of JIPS and its employees.
- 2.2. Be aware of and avoid potential conflicts of interest with their role as ExCom member. In particular:
  - 2.2.1. Financial conflicts- when a member, or person or organisation connected to them, could gain financial or other benefits from an ExCom activity or decision.
  - 2.2.2. Loyalty conflicts – when a member might not be able to make decisions that are best for JIPS.
- 2.3. Disclose any actual or potential conflicts to the ExCom and deal with these in line with the organisation's governing document.

### 3. ExCom Roles

- 3.1. Understand and perform their roles and responsibilities to the best of their abilities at all times.
- 3.2. Be prepared to provide adequate time and commitment as required to fulfil the role of JIPS ExCom member, adequately preparing for meetings and participating in other activities when required.

### 4. Executive Committee Meetings

- 4.1. Aim to attend all meetings and contribute appropriately and effectively.

- 4.2. Bring a fair and open-minded view to all discussions of the board, maintain a respectful balance between speaking and listening, treating different views with respect, and ensuring that contributions are made in the best interests of the organisation.
- 4.3. Ensure their contributions are informed and impartial when presenting views on topics in meetings while listening to and respecting the input and experience of other ExCom members.

## 5. Employees within the Charity

- 5.1. Aim to support employees in carrying out their duties and always, in terms of their conduct, serve as an example of how everyone in the organisation should conduct themselves in order to reflect JIPS' values.
- 5.2. Work considerately and fairly with everyone in a way that respects diversity, different roles and boundaries and avoids giving offence.
- 5.3. Accept and respect the difference in roles between the ExCom on the one hand and employees on the other, ensuring that the ExCom and any employees work effectively and cohesively for the benefit of the organisations and develop a mutually supportive and loyal relationship by:
  - 5.3.1. respecting management arrangements and avoiding any actions that might undermine such arrangements;
  - 5.3.2. not interfering in the performance by employees of duties delegated to them within the organisation while ensuring that employees working for the organisation are held to account through the manager, as appropriate.

Signed : .....

Name : .....

Date : .....