



ETHICS COMMITTEE
Terms of Reference
(approved at the 2nd Board Meeting on 20-21 April 2015)

A. PURPOSE

The Ethics Committee is a standing committee established by the Governing Board of Global Community Engagement and Resilience Fund (the “Board”) to oversee the administration and enforcement of the Policy on Ethics and Conflicts of Interest (the “Ethics Policy”).

B. MEMBERSHIP

1. Size. The membership of the Ethics Committee shall be composed of a maximum of 5 (five) members, including its Chair.

2. Appointment of Members. The Board Chair shall consult with the Board to seek nominations for members of the Ethics Committee, including its Chair. Ethics Committee members may be Board Members, Alternate Board Members, or other members of Board constituencies. To the extent possible, the membership should reflect the wide array of constituencies represented on the Board.

The Board Chair shall propose the Ethics Committee membership, including the Ethics Committee Chair, to the Board for approval, using any appropriate decision-making mode including the no objection email process outlined in Article 2.9a of the Bylaws.

3. Membership Term. Committee members shall serve a term of two years or until a successor has been appointed.

4. Vacancies. A vacancy in the Ethics Committee resulting from death, resignation, disqualification or other reason, shall be filled in the same manner in which the original holder of that office or position was appointed or selected. Individuals selected or appointed to fill vacant positions shall hold such positions for the unexpired term of their predecessor.

5. Assessment. Each Ethics Committee member shall remain engaged and diligent in the performance of his/her responsibilities. Accordingly, each individual serving in such a role shall be subject to the assessments by the Ethics Committee Chair. If such assessments determine that the individual has not fulfilled his/her responsibilities, including, without limitation, failing to attend meetings and participate in discussions, the Ethics Committee Chair may request the relevant constituency to put forward a permanent replacement to complete the individual’s term or remove the constituency

from the committee and seek a replacement for the vacant committee seat in accordance with these terms of reference.

C. ROLES AND RESPONSIBILITIES

The Ethics Committee has the following roles and responsibilities delegated by the Board:

- a. overseeing the administration of the Ethics Policy;
- b. fulfilling the tasks of the Ethics Committee delineated in the Ethics Policy; and
- c. undertaking any other responsibility or task delegated to it by a Board decision.

D. MEETINGS

1. Frequency. The Ethics Committee may meet as needed to fulfil its responsibilities under the Ethics Policy.

2. Modes. Ethics Committee meetings shall generally be held by audio-conference. At the discretion of the Ethics Committee Chair, they may be held face-to-face, by video conference or any other electronic communication medium that allows a committee member to follow and contribute to meeting discussions as they occur in real time. The Ethics Committee Chair shall decide on the medium used for each meeting.

3. Notice. Notice of Ethics Committee meetings shall be provided at least ten calendar days prior to the start of the meeting.

4. Quorum. The Ethics Committee may conduct business only when its Chair and a majority of committee members are present.

5. Secretariat Attendance. The Executive Director and the Ethics Officer shall attend meetings of the Ethics Committee, unless the Ethics Committee Chair decides otherwise. Attendance by other Secretariat members shall be decided by the Executive Director, in consultation with Ethics Committee Chair.

6. Delivery of Meeting Materials. The Secretariat shall distribute meeting materials to ensure receipt by committee members at least one week in advance of the start of the meeting.

E. DECISION-MAKING

The Ethics Committee Chair shall use best efforts to ensure that the committee reaches all decisions by consensus. If the Ethics Committee Chair believes there is a clear consensus, he or she shall restate the decision/recommendation and declare that the committee has reached consensus. If the Ethics Committee Chair believes the debate is too close to reach a consensus, he or she may decide to defer the matter to a later date. The Ethics Committee Chair will use all practical efforts to achieve a consensus by encouraging amendments that meet the concerns of all sides of the debate.

F. REPORTING TO THE BOARD

The Ethics Committee Chair shall report on the activities and decisions of the Ethics Committee at each of the face-to-face meetings of the Board.

G. APPLICATION OF ETHICS POLICY TO COMMITTEE MEMBERS

Ethics Committee members are subject to the Ethics Policy. Should a matter arise on the agenda of the Ethics Committee that involves one of its members, the Ethics Committee Chair shall determine whether such member shall be excluded from the discussion of the matter. If a matter arises on the agenda of the Ethics Committee that involves the Ethics Committee Chair, the Board Chair shall determine if the Ethics Committee Chair shall be excluded from the discussion of the matter and, if so, the Board Chair shall chair the agenda item without the presence of the Ethics Committee Chair.

H. AMENDMENT

This document may be amended upon approval by the Board.