



Terms of Reference for the Secretariat's Management Committee for the Flyway Partnership

As adopted by the 5th Meeting of Partners, Siem Reap, Cambodia, December 2010
Agenda item 6.4

Purpose:

For good governance, a Management Committee is established to provide oversight of operations of the Secretariat of the EAAFP. The Management Committee will serve in an advisory capacity through the Chair of the Partnership. The Committee's role and structure allow for transparency in management of the Partnership's Secretariat.

Role of the Committee:

The following roles of the Committee shall apply from the date of adoption of this document by the Partners.

1. To provide out-of-session support to the Chair of the Partnership in supervising the Partnership's Chief Executive and providing guidance to the Chief Executive on important matters. This role should include but not be limited to:
 - recruitment, appointment and formulation of the terms of the employment contract, of the Chief Executive
 - review of performance of duties by the Chief Executive
 - re-appointment and/or termination of the contract of the Chief Executive
 - endorsement of his/her appointment of Secretariat staff
 - advice on other important matters pertaining to Secretariat operation
2. To review and endorse the Secretariat's organisational structure and staffing plan, and annual work plan and budget, developed by the Chief Executive.
3. To provide out-of-session advice to the Chief Executive on important matters, as representatives of the Partners, especially where issues may be sensitive or where the Chief Executive requires independent guidance (in the sense of a board of directors).
4. To be responsible out-of-session for oversight of the finances of the Partnership as administered by the Secretariat, through review of information annually and/or periodically provided to the Committee by the Chief Executive.
5. To review the hosting arrangement and performance of the Secretariat at no more than five year intervals, and provide its findings and recommendations to the Chair, the Host Government Partner and the Host City.
6. To make recommendations in a written document to the Partners for amendment to the MoU for Hosting the Secretariat (the MoU). If the Partners agree, by mutual arrangement between the Host Country Partner and the Management Committee, they will affirm in writing that the document is an amendment of the MoU.

7. To have an advisory role in any decision made by the Chair, the Host Government Partner and the Host City to terminate the MoU, whether arising from a mutual decision of Partners to transfer the Secretariat elsewhere or other reasons.
8. In the event that the MOU is to be terminated, to consult with the Host Government Partner to satisfy commitments related to the termination of staff and to otherwise close down the operation of the Secretariat. The Management Committee will direct the application of any funds remaining after the liquidation of the Secretariat's obligations, other than those provided by the Host City, to the purposes of the Partnership.
9. If the Partners, by mutual consent, dissolve the Partnership during the lifetime of the MoU, the Management Committee in consultation with the Host Country Partner will direct the Partnership Secretariat on the payment of liabilities, allocation of the physical assets of the Partnership Secretariat and the funds in the Partnership Secretariat account (other than those provided by the Host City), to activities pursuing the objectives of the Partnership.

Name of the Committee:

The committee shall be known as the Secretariat's Management Committee.

Rules for appointment:

The following rules of membership are to take effect immediately after their adoption by a Meeting of Partners.

1. The members of the Committee are to be specified Partners, not individuals, though in each case those Partners will be required to specify to the Partnership Chair an individual and an alternate.
2. The members should reflect a balance of Government, Inter-Governmental and Non-Government Partners and should take account of the Secretariat Host and Chair arrangements at the date of their appointment. Accordingly the Committee shall comprise:
 - the (1) Chair of the Partnership (who represents a Government Partner) (*ex officio*); and
 - the (1) Vice-Chair of the Partnership (*ex officio*); and
 - the (1) Host Government Partner (*ex officio*); and
 - one (1) Inter-Governmental Partner; and
 - two (2) Non-Government Partners; and
 - one (1) Government Partner, not otherwise represented.

Additional members may be appointed by the Partners as needed.

3. Partners should consider achieving a geographic balance when reviewing the Committee nominees that are Government Partners.
4. Appointment to each category of Committee member shall be resolved by consensus.
5. Members will normally serve for two MoP cycles, noting that the interval between MoPs is not necessarily regular and is not necessarily one year.

6. In making appointments the Partnership should consider some continuity of membership rather than have all members change at the same time.
7. When a member's term ends, or if a member is compelled to stand down before completing a term, the Secretariat shall canvass Partners from the relevant Partner type to fill the vacant term with consent and appointment by the Partnership Chair.
8. Regular succession of committee members shall be accomplished by the Secretariat canvassing relevant Partners by type prior to MoPs to identify potential successor(s). The Secretariat will maintain a roster and rotation schedule of previous membership. Regular appointments will be formalized by consensus of each Partner type at each MoP.

Operation of the Committee:

1. The Committee may make decisions at face-to-face meetings or by circulated email.
Note: The Committee is encouraged to conduct at least one face-to-face meeting during each MoP cycle; for practical reasons this could be immediately before a Meeting of Partners.
2. The Chair, or in the Chair's absence, the Vice-Chair of the Partnership will chair meetings of the Committee.
3. Decisions in face-to-face meetings of the Committee and on out-of-session matters requested by the Chair, normally will be made by consensus. If a vote is required, the simple majority will prevail and if the vote is tied, the Chair will have a casting vote.
4. In situations where the Chief Executive requires advice from the Committee in response to a circulated email, such as regarding appointment of Secretariat staff, then the majority opinion will be accepted by the Chief Executive. If the number of opposing opinions is tied, the Chief Executive will have a casting vote.
5. The minimum period of notification by the Chair or Chief Executive to Committee members on a matter to be decided by circulated email will be 14 consecutive calendar days.
6. The minimum number of respondents on a matter to be decided by circulated email will be three (3). Ideally this should include the Chair but where the Chair has not provided an opinion, the Chair will be re-notified and given an additional 48 hours to reply.

Review of these Terms of Reference:

These Terms of Reference should be reviewed by the Partners ideally at least once every three (3) years. Any changes must be agreed by the Partners collectively.