

**August 20, 2018**

### **Internal Governance Rules and Procedures for TTEITI Steering Committee**

**Purpose:** To spearhead and oversee implementation of the EITI with the responsibility for addressing all technical and implementation issues and to report to the Ministry of Energy and Energy Industries (MEEI). In turn, the MEEI reports to Cabinet.

#### **Objectives & Deliverables:**

- Developing a detailed workplan inclusive of costs and measurable targets
- Addressing all technical and implementation issues relevant to the EITI, inclusive of but not limited to approval of EITI Reports, Annual Progress Reports and the Independent Administrator's TOR.
- Reporting to the relevant Ministries the status of the implementation of the EITI
- Reviewing the TTEITI MOU regarding the written commitment of Government, civil society and companies operating in the extractive industries to the EITI which is to be submitted to the Attorney General for vetting.

#### **Nomination Procedure**

As the need arises to appoint/re-appoint its members, the TTEITI Steering Committee (SC), will approach each representative constituency group to select and nominate persons for appointment/re-appointment to the SC by a nomination process for Cabinet's appointment: for Government and State Agency representatives, the MEEI in consultation with the Ministry of Finance will nominate a named Principal and Alternate Representative for each agency; for Extractive Companies member associations will nominate companies e.g. the Association of Upstream Operators of Trinidad and Tobago or Chambers of Commerce with a named Principal and Alternate Representative for each organisation; Civil Society representatives will be selected and nominated via an open call by the SC's Civil Society constituency with a named Principal and Alternate for each organisation.

#### **Appointment of TTEITI SC**

1. The TTEITI SC Members shall be appointed by the Cabinet and shall consist of a Chairperson and no more than nineteen Principal Members (plus Alternates);
2. In making the appointments to the SC, the Cabinet shall include (as nominated):
  - a. Representatives from the Government/state agencies;
  - b. Representatives from extractive industries companies;
  - c. Representatives from civil society organisations;

## **Meetings and Procedures of the SC**

1. Six members of the SC comprising, two members from Government Ministries and government extractive industries companies and two members from private extractive industries companies and two members from civil society organisations shall constitute a quorum. An Alternate attending a meeting for a Principal Member shall have full voting rights.
2. The Chairperson shall preside at meetings of the SC and, in the absence of the Chairperson, the other members present and forming a quorum shall elect one of their number to preside at the meeting.
3. The decisions of the SC shall be made by consensus and failing agreement a majority of votes of members present and, in any case in which there is an equality of votes, the Chairperson or the member appointed to preside over the meeting, as the case may be, in addition to an original vote, shall cast the deciding vote. Decisions taken without a quorum shall be circulated to the missing members for decision by round-robin before the next scheduled SC Meeting. Alternatively, such decisions may be confirmed at the next quorate SC Meeting.
4. Minutes in the proper form of each meeting shall be kept by the TTEITI Secretariat and shall be confirmed by the members at the next meeting.
5. The validity of the proceedings of the SC shall not be affected by the absence of any member, vacancy among its membership or by any defect in the appointment of any of the members.
6. The SC shall ordinarily meet at least every two months for the dispatch of business at such times and places as it may determine.

### **Term Limit:**

Principal and Alternate SC Members shall be appointed for an initial period of 4 years. While the tripartite nature of the group must be maintained (e.g. government, extractive industries companies and civil society, must always be represented), the group may agree by broad consensus at any time to change the number of members.

All members must adhere to the terms outlined below :

- (1) The appointment of a Principal or Alternate Member of the SC shall be made by instrument in writing for a period not exceeding four years.
- (2) A Principal or Alternate Member of the SC shall be eligible for reappointment and all members may be reappointed for a period not exceeding four years.
- (3) The SC may create sub-committees as it considers necessary and may delegate any of its functions to the sub-committees.
- (4) The members of a sub-committee may include a person who is not a member of the SC.
- (5) The TTEITI Secretariat shall pay to the members of the SC and sub-committees such remuneration and allowances as the MEEI may approve.

- (6) A Principal or Alternate Member of the SC may at any time resign his office by instrument in writing addressed to the Chair and submitted to the Chair and the Permanent Secretary, MEEI.
- (7) The Chair of the SC may at any time resign his office by instrument in writing addressed to the Minister of Energy and Energy Industries and the Permanent Secretary, MEEI.
- (8) The resignation of the Chair or a member of the SC shall take effect from the date on which the Permanent Secretary, MEEI receives the instrument.
- (9) A member of a sub-committee may at any time resign his office by notice in writing addressed to the Chair who shall cause the resignation to be recorded at the next SC meeting.
- (10) The resignation of a member of the sub-committee shall take effect from the date on which the Chair receives the notice.
- (11) A member who is absent from four consecutive meetings without good cause shall cease to be a member of the SC.
- (12) A member who is found guilty of an offence or is of unsound mind shall cease to be a member of the SC.
- (13) If a member is dismissed from the SC for failure to adhere to code of conduct, breach of confidentiality or other infringement and objects to dismissal an arbitration process is recommended.

**Policy on Guests:**

In addition to the Principal and Alternate SC Members, a maximum of four (4) guests may be welcomed at each SC Meeting, if invited. Guests can contribute to the discussions at the SC Meeting but will not have a right to vote. Principal or Alternate SC Members can nominate appropriate Guests to attend meetings but they must inform the TTEITI Secretariat at least one week in advance for agreement, before extending the invitation.

**Conflict of Interest:**

All SC members, whether Principal or Alternate Members shall at all times act in the best interest of the SC and not for interests such as personal and private benefits or financial enrichment.

(1) Where any SC or sub-committee member has any actual or reasonably perceived interest in a matter which would otherwise come before such individual as part of the consideration or other action to be taken by the SC, whether such interest is direct or indirect or arises because of a potential financial interest or an immediate family relationship, such member of the SC or staff member of the TTEITI Secretariat shall declare the nature of such interest at the first practical opportunity.

(2) In any instance which arises under subsection (1), such member of the SC or sub-committee shall not vote or otherwise participate in the decision making process, or attempt to influence in anyway the decision or action taken or to be taken by the SC with respect to such matter.

**Code of Conduct, Confidentiality and Per Diem Policy:**

All attendees at SC Meetings, whether Principal or Alternate Members, observers or experts shall respect the confidentiality of the proceedings and not discuss outside of the SC Meetings any information, which is not already in the public domain, and is deemed confidential.

All SC Members must adhere to the terms outlined in section 7 of the EITI Association of Conduct ([https://eiti.org/files/Code\\_of\\_Conduct\\_FINAL\\_EN.pdf](https://eiti.org/files/Code_of_Conduct_FINAL_EN.pdf)), which states that: EITI Office Holders continue to be bound by this obligation for two years after termination of their mandate.

As a Cabinet-appointed committee, SC members are also entitled to receive an allowance for attending meetings. The allowance is paid by the MEEI and the Chair of the committee receives TT\$2700 per month while other members of the SC receive TT \$1000 per month. Members have the option of declining or donating the allowance.