



WATER SUPPLY AND SANITATION COLLABORATIVE COUNCIL

Annex 6: Terms of Reference for Governance Standing Committee

1 Purpose

The WSSCC Steering Committee established the Governance Standing Committee (GSC) to support its efforts to carry out its due diligence function related to the healthy development and operation of the WSSCC, its committees and task forces, and to support the performance of the members of the Steering Committee. The role of the GSC is to ensure that each Steering Committee member is equipped with the tools to carry out his or her responsibilities.

2 Composition

The composition of the GSC should allow it to function efficiently and effectively in fulfilling its roles and responsibilities. The GSC is independent from the WSSCC Secretariat and the Host Agency, and is comprised of individual Steering Committee members suitably competent in the affairs and issues of its mandate to enable it to provide the Steering Committee and the WSSCC Secretariat with independent advice and guidance.

The combined qualifications of the GSC members should allow for the GSC to be competent in terms of reviewing and making recommendations to enhance the quality and future viability of the Steering Committee.

Key competencies of the GSC should include, but not be limited to:

- Relevant experience or background overseeing standards of conduct and integrity.
- Knowledge and experience working in large governing bodies or multi-partner organizations comparable to WSSCC, including development, implementation and oversight of relevant operating procedures.
- Substantial understanding of: (1) the governance structures and roles at WSSCC; and (2) the rules and regulations of the Host Agency in place to support the implementation of WSSCC's programmatic activities, and financial and operational activities.
- Experience with reviewing allegations or complaints and conducting inquiries in relation to ethics, conflicts of interest or integrity concerns.
- At least one independent member to have academic qualifications or demonstrated professional experience in the field of ethics.

The overall balance of skills within the GSC shall be periodically evaluated to respond to the needs of WSSCC and its Steering Committee.

The Chair of the GSC shall be selected from the Steering Committee's elected constituencies and have in-depth organizational skills and experience, but shall not be the Steering Committee Chairperson.

The Chair of the GSC shall undertake the following activities:



- Plan and oversee the conduct of meetings.
- Report to the Steering Committee and/or the Executive Director, and/or the Host Agency on relevant and material matters as appropriate.
- Oversee the preparation of an annual calendar of activities for the GSC to be presented at the SC.
- Represent the GSC at GSC meetings and present recommendations and proposed actions.

The size of the GSC shall comprise not less than three persons, in addition to the GSC Chair. A majority of the GSC members shall comprise Steering Committee members. Non-voting co-opted or ad hoc expert advisers may be appointed by the Steering Committee to the GSC, or be invited on a non-paid basis to participate in GSC meetings at the discretion of the GSC Chair on an ad hoc or permanent basis. The role of expert advisers is to support the GSC on highly technical or specialized issues that come before the GSC for its consideration, and to provide guidance and/or advice that the GSC may consider in its deliberations. All regular GSC members participate pro bono, without any expectation of honorarium or compensation for their time.

The Chair and the GSC members shall be appointed by the Steering Committee to ensure that each individual's competencies fit with the required competencies of the GSC. The Steering Committee will also ensure that the composition of the GSC has the right mix of technical capacities and experience. GSC members shall be appointed for a term of two years with renewable terms of a further two years. All nominees to the GSC should be evaluated by the Steering Committee.

The designated appointee by the Executive Director shall be the Secretary of the GSC. The Secretary shall:

- Provide the link between the GSC, the Steering Committee and the WSSCC Secretariat.
- Assist the GSC in developing good governance practices.
- Ensure that the agenda, meeting papers and minutes and other materials to support the GSC are provided in a timely manner.

3 Authority

The GSC is established by the Steering Committee in accordance with the Governance Document. The GSC will have oversight, review and advisory functions on behalf of the Steering Committee and will report back and make recommendations for Steering Committee decision/approval.

The GSC has no executive powers and is not a decision-making body unless it has powers directly delegated to it by the Steering Committee. It shall regularly report on GSC activities to the Steering Committee and shall maintain open communications between GSC members and the Steering Committee. The GSC shall have the power to delegate, on an exceptional basis and in consultation with the Steering Committee Chairperson, its authority and duties to the GSC Chairperson or individual Steering Committee members as it deems appropriate. The GSC shall have unrestricted



access to information, WSSCC personnel and relevant other WSSCC parties, and to external expertise as appropriate.

4 Roles and responsibilities

It is the responsibility of the GSC to provide the Steering Committee with timely, independent, objective advice that will ensure maximum Steering Committee effectiveness and performance. In accordance with the WSSCC Governance Document and the election process for Steering Committee members, the GSC will:

- Lead the regular review and update the Steering Committee's statement of its roles and areas of responsibility, and what is expected of individual Steering Committee members.
- Assist the Steering Committee in periodically updating and clarifying the primary areas of focus for the Steering Committee -- based on the WSSCC strategic plan and annual work plans.
- Design the election process for WSSCC Steering Committee members.
- Lead in assessing current and anticipated needs related to the composition of the Steering Committee, and determining the knowledge, attributes, skills, abilities, influence and access to resources the Steering Committee will need to consider in order to accomplish the future work of the Steering Committee.
- Develop a profile of the Steering Committee, as it should evolve over time.
- Identify potential new, well-qualified Steering Committee member candidates and explore their interest and availability for Steering Committee service.
- Nominate individuals to be elected as members of the Steering Committee.
- Nominate Steering Committee members qualified for membership in the WSSCC Standing Committee on Finance.
- In cooperation with the Steering Committee Chair, contact each Steering Committee member to assess his or her continuing interest in Steering Committee membership and term of involvement and work with each Steering Committee member to identify the appropriate role he or she might assume on behalf of the organization.
- Design and oversee together with the Secretariat a process of Steering Committee orientation and induction, including gathering information to be available prior to a newly elected member's first meeting of the Steering Committee and information needed during the early stage of Steering Committee service.
- Design and implement an ongoing programme of Steering Committee member training as required.
- Initiate periodic assessment of the Steering Committee's performance. Propose, as appropriate, changes in Steering Committee structure and operations.
- Regularly review the Steering Committee's practices regarding member participation, conflict of interest, inter alia, and suggest improvements as needed.



5 Modes of Operation

All Steering Committee members, who are not serving on the GSC, have the right to attend meetings of the GSC as observers, but may not speak or participate in the proceedings except at the invitation of the GSC Chair. The Executive Director and other WSSCC personnel shall make themselves available to attend GSC meetings as appropriate.

Meetings shall be coordinated to take place prior to Steering Committee meetings and shall be coordinated with the Standing Committee on Finance (FSC). The GSC shall establish an annual calendar of activities so that the dates of meetings are known well in advance. Notice of each meeting confirming the date, time, venue and agenda shall be sent by email to each member of the GSC and other invitees in the week prior to the date of such a meeting. The notice will include relevant supporting papers for the agenda items to be discussed. The GSC Chair shall establish committee meeting agendas with the Secretary of the GSC and in consultation with GSC members and the Secretariat, through the Executive Director.

The quorum for the GSC shall be a majority of GSC members. The GSC Chair should aim for a consensus on all decisions. If a consensus cannot be reached, majority and minority positions shall be reported to the Steering Committee as appropriate.

The official working language of all meetings and documents is English.