

## **TERMS OF REFERENCE - BOARD OF ADVISORY 2024 - 2026**

### **UN GLOBAL COMPACT NETWORK AUSTRIA**

#### **Chair of the Board of Advisors**

The Board of Advisors will for each two-year term select one of its business representative members to be Chair. The term of the Chair can be extended within the limit of max six years that applies to all Board members.

The Chair's responsibilities include:

- Representing GCN Austria within the UN Global Compact as well as externally vis-à-vis companies, governments, media and others;
- Representing the Board of Advisors at functions/meetings;
- Ensuring – with the assistance of the Secretariat – that all Board members receive accurate, timely, appropriate, and clear information, including agendas for meetings of the Board of Advisors;
- Chairing meetings of the Board of Advisors, allowing enough time for full discussion of complex or contentious issues;
- Working alongside the GCN ED to prepare strategic agendas for meetings of the Board of Advisors;
- Fostering an open and constructive environment for discussion at meetings of the Board of Advisors and take an active role to try and bridge any disagreement between different members of the Board of Advisors;
- Chair the General Assembly
- Respond to requests for input from UNGC and FGC, including with respect to the behaviour and performance of the GCN ED and in terms of the qualifications and experiences of potential GCN ED candidates during the FGC hiring process;
- Lead an annual evaluation of the performance of the Board of Advisors, including with respect to attendance and engagement of the Board members;

#### **Vice Chair**

The Board of Advisors should select one of its members to be Vice Chair. The term of the Vice Chair should not exceed 3 years, but a Chair can be selected for one additional term.

The role of the Vice Chair is to replace the Chair in that person's absence as well as to represent the GCLN externally vis-à-vis companies, governments, media and others;

#### **Conduct of Meetings of the Board of Advisors**

- The Board of Advisors shall meet at least quarterly;
- Alternate representatives or proxies for Board members are not allowed
- At least 51% of the Board members must be present for a meeting of the Board of Advisors to take place;

- The Board members may conduct their proceedings as they deem appropriate;
- Any Board members may call a meeting;
- Board members should transparently and freely express their opinions in Meetings, even if they challenge the status quo. A facilitator can be brought in to discuss complex issues;
- Minutes must be taken at all meetings of the Board of Advisors by the GNC ED (or another colleague from the Secretariat designated by the GCN ED) and include:
  - Names of Board members present;
  - Appointments made during the meeting; and
  - Clear description of the decisions made and its implications.

### **General Guidelines**

- Board members should make the best possible effort to attend all meetings of the Board of Advisors and General Assembly;
- Board members should act in accordance with the UN Global Compact's Values and Behaviours
- Board should make sure that the participating company that they represent (if applicable) remain in good standing within the UNGC at all times;
- Board members must at all times act with due care and diligence and in the best interests of the LN (not their individual interests or the interests of their own organisation) and no member of the Board of Advisors can use their position to promote the commercial or political interests of the organisation they work for; and
- The Advisory Board shall maintain a conflict register of any conflicts of interest from members and the GCN ED, and seek guidance from GCO where conflicts of interest risk undermining the interests or brand of GCN Austria or UNGC. All Board members should consider each meeting agenda and declare any conflicts of interest that may arise, and excuse themselves from discussions which create a conflict.

### **Removal of Board of Advisors Members**

A Board member will no longer hold office in case he or she:

- Resigns as a Board member by notice to the Secretariat;
- Was related to the Board of Advisors as a representation of a company and is no longer working for a company that is a Participant of the UNGC;
- Misses 3 consecutive meeting ; or
- Is dismissed by a majority of other Board members or by a decision of GCO, as a result of a conflict of interest situation or an incident that could become a reputational risk to GCN Austria or the broader UN Global Compact.