

# GUYANA EXTRACTIVE INDUSTRIES TRANSPARENCY INITIATIVE



## GUYANA EXTRACTIVE INDUSTRIES TRANSPARENCY INITIATIVE (GYEITI) MULTI-STAKEHOLDER GROUP (MSG) TERMS OF REFERENCE

**Adopted: September 09, 2020**

### **1.0 Opening Statement**

The Cooperative Republic of Guyana is a natural resource rich country which recognizes its resources to be the patrimony of all its citizens. The economy of the Cooperative Republic of Guyana benefits substantially from the exploitation of gold, bauxite and other natural resources. The country is also now a significant oil and possible gas producer.

The Government of the Cooperative Republic of Guyana stated a commitment to implement the EITI Standard as one of many mechanisms to ensure transparency and accountability. It is envisaged that the country's citizens will benefit from greater transparency and accountability, especially in relation to the utilization of natural resources. The EITI process offers an opportunity for stakeholders, be them civil society, industry and/or government, to engage in informed governance. This inclusive approach can become a model for other developmental endeavours. The reconciliation of companies' payments made to the Government with Government's accounting records reflecting such receipts from companies, can lead to informed dialogue among the citizenry, aid the fight to eliminate corruption, stimulate economic growth, reduce poverty and raise the living standard of all citizens.

### **2.0 Purpose of these Terms of Reference**

These Terms of Reference (TOR) set out the scope and functions of the MSG in defining, efficiently managing and expeditiously performing its functions and responsibilities.

### **3.0 Purpose of the Multi-Stakeholder Group: GYEITI MSG**

**3.1** Pursuant to Article 1.4 of the EITI Standard, the Government of The Cooperative Republic of Guyana established a Multi-Stakeholder Group (MSG) comprising of representatives of three sectors: civil society, industry and government.

## GUYANA EXTRACTIVE INDUSTRIES TRANSPARENCY INITIATIVE



- 3.2** The MSG is established to direct and oversee attainment and maintenance of membership of the EITI by Guyana.
- 3.3** The MSG is the main decision-making body responsible for setting the objectives for EITI implementation, producing EITI reports and ensuring that the findings are publicized and thus contribute to public debate.
- 3.4** The Minister with responsibility for the management of Natural resources shall be the “Champion” of GYEITI and shall lead the implementation of EITI in Guyana; including the coordination of actions on the EITI across relevant ministries and agencies, and mobilization of resources for EITI implementation.

### **4.0 Role, Rights and Responsibilities of the MSG GYEITI**

- 4.1** The MSG GYEITI shall be independent and free from political and other interference in the execution of its mandate. Each sector shall wield equal power and shall not be coerced into making decisions. Attempts to coerce shall be considered a gross violation of the fundamental principles of GYEITI, EITI and the MSG and must be brought to the attention of the MSG at the earliest MSG Meeting and immediately to the attention of the GYEITI Secretariat.
- 4.2** The MSG GYEITI shall have the sole authority and responsibility to formulate, adopt and modify from time to time, the rules deemed appropriate and necessary by the members, for the governance of the GYEITI.
- 4.3** The MSG GYEITI shall assess and outline the scope of GYEITI, articulate its agreement on what shall be deemed to be the “extractive industry” in Guyana, and delineating “materiality parameters” for the purpose of the GYEITI.
- 4.4** The MSG must develop and/or approve, as appropriate, the following:
  - 4.4.1** Annual Work Plan, with budget and time-lines, for achievement of the objectives of GYEITI, containing measurable targets and a timetable for implementation that incorporates an assessment of capacity constraints and other significant guidance published by the international EITI Board.
  - 4.4.2** The GYEITI Secretariat’s Standard Operating Procedures.
  - 4.4.3** Reports on progress on work of the GYEITI Secretariat.

# GUYANA EXTRACTIVE INDUSTRIES TRANSPARENCY INITIATIVE



- 4.4.4** The procurement of all goods and services necessary for the effective implementation of the objectives, policies and activities of the GYEITI. This may include delegated procurement authority thresholds<sup>1</sup> to the GYEITI Secretariat as articulated in the Standard Operating Procedures of the GYEITI Secretariat.
- 4.4.5** The appointment of the Independent Administrator
- 4.4.6** The Terms of Reference for the Independent Administrator
- 4.4.7** The annual Guyana EITI Country Reports.
- 4.5** The MSG shall direct the work and functioning of the GYEITI Secretariat; as further described in Annex 1 of these Terms of Reference.
- 4.6** The MSG must have the capacity to carry out its duties in an open and transparent manner.
- 4.7** The MSG must undertake effective outreach activities with civil society groups and companies, by ensuring the development of a communications plan that will build awareness about EITI, its objectives and the progress of its implementation in Guyana.
- 4.8** The MSG must ensure that the annual EITI Report is widely disseminated to the public.
- 4.9** MSG must adequately liaise with the respective constituency groups and organizations.
- 4.10** The MSG must oversee the EITI reporting process and engage in Validation.
- 4.11** MSG must keep written records of its discussions and decisions.

## **5.0 Membership**

- 5.1** The GYEITI MSG shall comprise twelve (12) Primary Members, four (4) each adequately representing the following sectors: Government, Civil Society and the Extractive Industry.

---

<sup>1</sup> Policies governing the decision-making process and documentation that must be undertaken based on the value of goods and services to be procured.

## GUYANA EXTRACTIVE INDUSTRIES TRANSPARENCY INITIATIVE



- 5.2** Each Primary Member May have one corresponding Alternate Member.
  
- 5.3** Each Primary Member and Alternate Member must:
  - 5.3.1** Have the necessary capacity and ability to commit the necessary time to properly carry out the duties and responsibilities as a member of the MSG.
  - 5.3.2** Be committed to adequately participate in meetings and other activities of GYEITI and contribute effectively to function of the MSG, MSG Sub-committees and other activities.
  - 5.3.3** Be able to liaise on behalf of GYEITI with their constituency to, among other things, disseminate GYEITI results and receive feedback.
  
- 5.4** Primary Members and Alternate Members of each sector shall be nominated in writing to the Minister with responsibility for the management of natural resources by their respective stakeholder groups following open and transparent processes agreed by each sector.
  
- 5.5** Appointment of Primary Members and Alternate Members shall be made in writing by the Minister with responsibility for the management of natural resources based on the nominations of the sectors.
  
- 5.6** An Alternate Member may attend meetings of the MSG as a de facto observer (with voice but no vote) when their Primary Member is in attendance.
  
- 5.7** In the absence of a Primary Member, his/her Alternate Member shall participate in meetings with full rights of voice and vote.
  
- 5.8** The list of current Primary Members and Alternate Members of the MSG is attached as Appendix 1 of these Terms of Reference.
  
- 6.0 Duration of service**
  - 6.1** The initial duration of service of each Primary Member and Alternate Member shall be for a period of three (3) years from the date of appointment.

## GUYANA EXTRACTIVE INDUSTRIES TRANSPARENCY INITIATIVE



- 6.2** Primary Members and Alternate Members are eligible for reappointment following the defined processes for nomination and appointment.
- 6.3** Primary Members and Alternate Members may resign or otherwise properly vacate their appointment at any time upon serving notice through their respective constituent sector and in writing to the Minister with responsibility for the management of natural resources.
- 6.4** The nomination of Primary Members and Alternate Members may be recalled in writing to the Minister with responsibility for the management of natural resources by their respective stakeholder groups following open and transparent processes agreed by each sector.
- 6.5** The appointment of a Primary Member/Alternate Member shall be terminated by the Minister with responsibility for the management of natural resources if the nomination of the Primary Member/Alternate Member is properly recalled as provided for in clause 6.4.
- 6.6** The appointment of a Primary Member/Alternate Member may be terminated by the Minister with responsibility for the management of natural resources on the recommendation of the MSG GYEITI after a vote in favour by not less than nine (9) members, including at least two (2) members from each sector, for the following reasons:
  - a.** conflict of interest,
  - b.** proven misconduct, or
  - c.** as a Primary Member, being absent without being excused for three (3) or more meetings of the MSG in any calendar year.
- 6.7** In the event that a Primary Member resigns, or for any reason cannot perform his or her service as a Primary Member of the MSG, has his or her appointment terminated he/she shall be automatically replaced by an Alternate Member from the sector; or if no Alternate Member is appointed by a representative from the sector through the established transparent and open nomination process.
- 6.8** In the event that an Alternate Member resigns, replaces a Primary member, or for any reason cannot perform his or her service as an Alternate Member of the MSG, has his or her appointment terminated he/she may be replaced by a representative from the sector through the established transparent and open nomination process or not at all.

# GUYANA EXTRACTIVE INDUSTRIES TRANSPARENCY INITIATIVE



## **7.0 Sub-Committees**

- 7.1** The MSG may form Sub-Committees and/or Working Groups with specific mandate and time frame to address particular issues in order to advance the work of the MSG.
- 7.2** Each Sub-Committee/Working Group shall be chaired by a duly appointed Primary Member or Alternate Member decided upon by consensus of the MSG.
- 7.3** Primary Members, Alternate Members and non-members may participate in Sub-Committees/Working Groups.
- 7.4** A Sub-Committee/Working Group Chairperson may, with the agreement of all MSG sub-committee members, invite experts in relevant fields to participate in deliberations of the Sub-Committee/Working Group from time to time.
- 7.5** Sub-Committees/Working Groups shall not take decisions on the behalf of the MSG and shall provide recommendations to the MSG for consideration.

## **8.0 Chairpersons**

- 8.1** The MSG shall have three (3) Co-Chairs; one (1) Primary Member each nominated from Government, Civil Society and Industry determined by a caucus of the Primary Members and Alternate Members of the respective sectors.
- 8.2** The Co-Chairs shall decide on a rota for function as the Sitting Chair of the MSG with each Co-Chair serving as Sitting Chair a period of three (3) months at a time, coinciding with the schedule of statutory meetings of the MSG.
- 8.3** The Sitting Chair shall be responsible for the overseeing the execution of the decisions of the MSG; and for ensuring an adequately functioning secretariat.
- 8.4** The Co-Chairs shall meet once monthly or more frequently, as may be required, from time to time.

# GUYANA EXTRACTIVE INDUSTRIES TRANSPARENCY INITIATIVE



- 8.5** The Co-Chairs shall brief the Champion at least twice yearly in writing and in person on progress with the implementation of the mandate of GYEITI.

## **9.0 Code of Conduct**

- 9.1** The EITI Code of Conduct, provided in Appendix 2 of this TOR, shall apply to each Primary Member and each Alternate Member of the MSG.

## **10.0 Confidentiality**

- 10.1** All Primary Members and Alternate Members have a duty to hold in strictest confidence any information, classified information, which he/she may come in contact with during the conduct of their professional relationship; and this information should not be divulged outside of the MSG meetings by the Primary Member or Alternate Member unless it is required for EITI reporting or the Member is expressly or impliedly authorized by GYEITI to do so.

- 10.2** In the spirit of openness, the MSG shall rely on the International EITI Code of Conduct which includes and states that: *“confidentiality: EITI Office Holders shall not use any information that is provided in his or her role as EITI Office Holder and which is not already in the public domain in any manner other than in furtherance of his or her duties. EITI Office Holders continue to be bound by this obligation for two years after termination of their mandate”*.

- 10.3** Each member of the MSG shall sign a Confidentiality Agreement and will be bound by the terms and conditions set out therein.

## **11.0 Meetings**

- 11.1** Statutory Meetings of the MSG shall be held on the second Wednesday of the months of March, June, September, and December annually, or as otherwise agreed by the MSG.

## GUYANA EXTRACTIVE INDUSTRIES TRANSPARENCY INITIATIVE



- 11.2 At meetings of the MSG the **Robert's Rules of Order** shall apply where not otherwise stipulated. See **Appendix 3** of the Terms of Reference.
- 11.3 Six (6) Members with full rights of voice and vote, with at least two being from each sector, shall constitute a quorum for meetings of the Multi-Stakeholder Group.
- 11.4 The meetings of the MSG shall be chaired by the Sitting Chair for the period within which the meeting is being held; or in the absence of the Sitting Chair by any of the other Co-Chairs; or in the absence of all Co-Chairs by any member with rights of voice and vote elected by the members present.
- 11.5 The Co-Chairs shall approve the scheduling of all MSG meetings and approve meeting agendas.
- 11.6 The Chairperson for any meeting of the MSG may adjourn such meeting if he/she determines adjournment to be necessary.
- 11.7 The Sitting Chair may convene an extraordinary meeting of the MSG in the event that necessary or urgent issues need to be discussed and decided upon.
- 11.8 Any Primary Member or Alternate Member may submit matters for inclusion on the agenda of any meeting at least 5 days prior to the date set for such meetings.
- 11.9 The agenda and announcement of statutory meetings of the MSG shall be circulated to members at least one week before the meeting date; such announcement shall clearly identify the Chairperson of the meeting.
- 11.10 Minutes of meetings of the MSG will be circulated to the MSG one week after the meeting.
- 11.11 Documents and motions for adoption or approval must be circulated to the MSG in a timely manner.
- 11.12 Names of attendees shall be listed in the minutes but individual views expressed during meetings will not be allocated to individuals in the minutes.
- 11.13 Minutes of MSG meetings will be compiled and presented to reflect major points of discussion and decisions taken, and not verbatim details of deliberations or individual contributions.



## GUYANA EXTRACTIVE INDUSTRIES TRANSPARENCY INITIATIVE



- 11.14** Detailed transcripts and/or recordings of meetings shall be preserved, for the record.
- 11.15** Attendees and/or members must declare in writing to the Sitting Chair at least (3) three days prior to attending an MSG meeting any real or potential conflict of interest with regards to any matter to be discussed at that meeting.
- 11.16** The Champion shall attend at least one (1) meeting of the MSG with rights of voice but no vote.

### **12.0 Decision-Making Protocol**

- 12.1** The MSG shall, in good faith, make decisions by consensus.
- 12.2** In the event that consensus is not reached on any matter within reasonable time, the Chairperson of the meeting may, at his/her discretion, refer it to either a working group or a formal vote.
- 12.3** Working groups for the purpose of decision-making shall consist of equal and odd numbers of Members from each sector.
- 12.4** Working groups shall provide recommendations for decision by the MSG.
- 12.5** Any matter referred for decision by a formal vote shall be resolved by two third of votes of members present and eligible to vote; and includes a minimum of one (1) representative from each sector.
- 12.6** In the event that all other means of decision making as outlined above have been exhausted, and the matter to be decided upon is of a critical nature, the matter shall be referred for a vote by the Co-Chairs.
- 12.7** For matters requiring urgent decision, the necessary information shall be circulated through email so that decisions can be made electronically with the consensus of all parties involved.

### **13.0 Record Keeping**

- 13.1** All proceedings of MSG GYEITI meetings shall be properly recorded in accordance with normal corporate and office practice.
- 13.2** All records and documents of the MSG GYEITI must be kept safely in an organized way to allow for easy retrieval and use.

## GUYANA EXTRACTIVE INDUSTRIES TRANSPARENCY INITIATIVE



- 13.3** Records of the MSG must be prepared and stored in a manner consistent with standard office procedures and best practice.
- 13.4** Electronically stored documents and information must be adequately protected with virus protection software, passcodes and such other features which will guarantee confidentiality and that records will never be destroyed, lost or easily tampered with without trace.

### **14.0 GYEITI Secretariat**

- 14.1** A GYEITI Secretariat shall be established to support the MSG in the execution of its functions, including day to day execution of the mandate and decisions of the MSG.
- 14.2** The GYEITI Secretariat shall be led by a National Coordinator through whom all authority and responsibility conferred on the GYEITI Secretariat by the MSG shall be delegated; so that the authority and accountability of the GYEITI Secretariat is the authority and accountability of the National Coordinator in so far as the MSG is concerned.
- 14.3** The GYEITI Secretariat shall include other staff as may be necessary for the execution of its mandate and functions set out in its Standard Operating Procedure detailed in Annex 1 of this Terms of Reference.
- 14.4** The GYEITI National Coordinator shall act as secretary to the MSG and is responsible for:
  - 14.4.1 Ensuring the execution of all necessary preparations for all meetings of the MSG, Sub-Committees and Working Groups.
  - 14.4.2 Ensuring proper documentation of the proceedings of all GYEITI meetings, including the preparation of the minutes of meetings.
  - 14.4.3 Ensuring the safe and proper maintenance of all GYEITI records and documentation.

### **15.0 Amendment of these Terms of Reference**

- 15.1** These Terms of Reference may be reviewed and/or amended by the MSG at a duly constituted meeting of the MSG.

## GUYANA EXTRACTIVE INDUSTRIES TRANSPARENCY INITIATIVE



These Terms of Reference were approved by the Multi- Stakeholder Group of the Guyana Extractive Industry Transparency Initiative on the 9th day of September 2020.