

TERMS OF REFERENCE SRP GOVERNANCE & RISK COMMITTEE

Approved 9 December 2020

1. INTRODUCTION

The SRP Governance & Risk Committee ("GRC") provides input to the SRP on governance-related issues. The GRC provides guidance and support to the Executive Board and Secretariat related to SRP's governance structures including guiding documents, entities and management, to ensure that these can effectively enable delivery of SRP's mission.

2. COMPOSITION OF THE SRP GOVERNANCE COMMITTEE

1. The GRC shall comprise a maximum 7 Board Members and may in addition invite Observers and external experts as dialogue partners on a *pro bono* basis.
2. The Committee shall be appointed by the Executive Board and led by a member of the Board and shall maintain a fair balance of stakeholder constituency interests.
3. The Board Chair and Executive Director are not members of the Committee but have standing invitations to participate *ex-officio*

3. SCOPE OF WORK

The scope of work of the GRC is defined in these Terms of Reference, as approved by the Board. Specifically, the GRC is responsible for the following functions:

1. Facilitate and support implementation of actions provided in the "SRP Annual Action Plan" as endorsed by the General Assembly.
2. Periodic review of statutory and guiding documents notably the Articles of Association and Bylaws.
3. Review of legal status and agreements to meet governance requirements, e.g., Directors & Officers insurance.
4. Assess and track risk and governance-related issues with respect to SRP's strategy, e.g., back office functions, extraordinary agreements such as Memoranda of Understanding and granting of independent Observer status, as well as management processes to ensure compliance with legal documentation, SRP vision and funders' needs.
5. Review of management, including risk management, structures, including day to day management structures. This includes but is not limited to the Terms of Reference of the Executive Director, Board Officer / Executive Board positions, reporting structures and potential conflicts of interest, Board representation (e.g., skills, officer terms, diversity, membership representation, performance evaluation).
6. Advise and review national implementation structures (local / regional chapters).
7. Other governance and risk-related matters as they may arise.

4. RESPONSIBILITIES OF THE COMMITTEE

1. Draft, amend and implement the TORs of the Committee for Board approval.
2. Based on identified needs, support identification of prospective partners or third-party product and service providers related to the scope, e.g., insurance providers, accountants.
3. Review/evaluate relevant governance structures, agreements and related documentation in a fair and transparent process that maximizes benefits to members and to rice farmers and make recommendations to the Board.
4. Support and facilitate implementation and report to the Board via the Committee Chair.

5. CODE OF CONDUCT FOR COMMITTEE MEMBERS

1. Committee members agree to actively contribute time, skills and organizational resources to develop, evaluate, make recommendations and oversee implementation.
2. Members agree to work in the spirit of mutual respect in support of SRP's goals and objectives.
3. Committee members agree to be ready to lead or participate in time-bound sub-groups on request.
4. Committee members agree to discharge their duties responsibly, adhering to agreed processes and deadlines.
5. Members are responsible for ensuring collaborative rather than bilateral implementation of all tasks, and for communicating and reporting any breaches to the Committee Chair.

6. MEETINGS

1. CGR business will generally be conducted by teleconference, webinar or other agreed means.
2. Meetings will be held a minimum of 4 times per year, with additional meetings as required, especially during the first months of operation.

7. GOVERNANCE

1. The Committee Chair shall report to the Board and liaise closely with the Executive Director.
2. The GRC shall not take decisions but present options and recommendations to the Board, including pros and cons and potential issues such as conflicts of interest on specific recommendations.
3. The GRC will strive to reach decisions on its recommendations by consensus, with the absence of declared opposition. If a consensus cannot be reached, any member may call for a vote. As a prerequisite, a quorum has to be established with each institutional member represented by only a single vote, with a quorum 2/3 of membership required. Members with an actual or perceived conflict of interest are required to declare such conflicts and may be excluded from voting. Decisions are carried with a 2/3 majority of voting participants.
4. Members who do not participate in calls, activities and tasks for a period of 6 weeks or longer shall be considered as not fulfilling their duties and the matter will be escalated by the GRC chair to the Executive Board.

8. REVIEW

1. The Committee's Terms of Reference will be reviewed on a regular basis at year-end, with next review in January 2021.

- *Nothing Follows* -