



Pacific Islands Climate Action Network Board of Directors Guiding Principles and Terms of Reference

Governance Principles

1. Pacific Islands Climate Action Network (PICAN) is a regional alliance of non-governmental organizations (NGO's), civil society organizations (CSO's), social movements and not-for-profit organizations from the Pacific islands region working on various aspects of climate change, disaster risk and response and sustainable development. PICAN's core governance principles are collaboration, transparency, valuing the diverse strengths of PICAN members, and accountability to members. As a member-driven network, the development of PICAN's strategy, campaigns, policy positions and governance procedures is the responsibility of all PICAN members working collectively. The PICAN Board and PICAN Secretariat, including PICAN Coordinator, are accountable to the PICAN membership. The primary role of the PICAN Secretariat is to serve the PICAN membership by facilitating collaboration on the implementation of the agreed strategy and decisions of the PICAN membership, where necessary creating processes and procedures in line with agreed strategy and decisions. The PICAN Board provides an additional level of oversight and stewardship for the network including, inter alia, supervising staff (the Secretariat), approving budgets, ensuring any legal requirements are met, strengthening governance arrangements, and ensuring that agreed strategy and decisions are implemented as effectively as possible.

PICAN Board Purpose

2. Board of Directors (the "Board") has a primary responsibility to foster PICAN's short and long-term success consistent with its responsibility to the PICAN membership, giving consideration to the legitimate interests held by other stakeholders including staff, partners, governments, communities and the public.
3. The Board are stewards of the network on behalf of its members. The Board has the responsibility to oversee the conduct of PICAN's business and to supervise the Secretariat, which is responsible for the day-to-day operation of the network. In supervising the conduct of the network operations, the Board will set the standards of conduct for the network.
4. These terms of reference are prepared to assist the Board and the Secretariat in clarifying responsibilities and ensuring effective communication between the Board, Secretariat and members.



Election, Constitution and Procedures of the PICAN Board

5. The General Assembly, consisting of PICAN member organizations, must elect a PICAN Board, which fulfills the function of PICAN coordination. The General Assembly refers to a meeting of PICAN members held either in person or through electronic means.
6. Persons resident in or citizen of any of the Pacific island countries or territories and working for a PICAN member organization are eligible to be nominated to the PICAN Board.
7. The total number of Board members elected must be an odd number.
8. Elected Board members will hold office for two years. Board members may be elected for one succeeding term. National Node Coordinators may stand for election.
9. The election will be by nomination and voting.
10. Nomination may be arranged by the PICAN Secretariat from all PICAN Members by electronic means. The Secretariat may convene a selection committee of experienced PICAN members to aid in the formation of a proposal to the General Assembly.
11. Nominees agreeing to stand for elections will then be presented to the General Assembly.
12. Board Members will be chosen through the decision making process at the General Assembly or through electronic voting means, or if unopposed, automatically.
13. The PICAN Board should, if possible, reflect the balance and composition of PICAN, including geographic and gender balance. Members of the Board are, however, representatives of PICAN as a whole and do not represent their individual countries or organizations.
14. Only one member per country or constituency may be elected to the PICAN Board.
15. During the first meeting of a new Board, members of the Board will decide on a Board chair or co-chairs. The meetings of the Board will be facilitated by the chair or one or both of the co-chairs.
16. Any internal decisions by the PICAN Board will be by vote and simple majority. The Board will however strive for consensus, wherever possible.
17. A simple majority quorum is required for any regular or special meeting of the Board.



18. In the event of a vacancy due to resignation, removal or death of a sitting member, the Board shall request another nomination from the same organization or country through which the previous member was nominated, or if a replacement of such is unavailable, then a special election may be had through a simple election process through PICAN Talanoa. The procedures for an election through PICAN Talanoa may be established by the Board. In either case, the new Board member will have the same standing as all other Board members.
19. The Board may at any time invite nominations for additional Board members through PICAN Talanoa. New Board members would need to be approved by the PICAN membership.

Functions of the Board

20. The PICAN Board will adhere to and operationalize the decisions of the PICAN General Assembly, as well as facilitate PICAN General Assemblies during its term of office. The PICAN Board will not take independent policy and position related decisions unless first referred to PICAN as a whole. The Board will rely on the national coordinators to ensure national representation in the decisions.
21. The PICAN Board will represent PICAN and not individual organizations' interest.
22. The PICAN Board may take such decisions as may be required to give effect to the decisions of the General Assembly. To this effect, the Board will also be accountable to the General Assembly.

Board Duties and Responsibilities

Human Resources

23. The Board has the responsibility to:
 - a) appoint the network Coordinator and other staff and plan for succession;
 - b) approve terms of reference for all staff;
 - c) monitor and, at least annually, review staff performance against agreed upon objectives;
 - d) approve and review staff compensation salary, incentive and benefit plans;
 - e) review the staff management structure including such duties and responsibilities to be assigned to officers of the network;
 - f) ensure succession planning programs are in place, including programs to train and develop the Secretariat;
 - g) provide advice and counsel to the Coordinator and other staff in the execution of their duties.
24. The PICAN Board will provide act as an oversight to the PICAN Coordinator and Secretariat, which will be accountable to the Board and membership.

Mission and Plans

25. The Board has the responsibility to:

- a) participate with the Secretariat and the PICAN membership in the development of, and ultimately approve, the network's mission and values;
- b) approve annual business and strategic plans, operating and capital budgets that support the network's ability to meet its goals;
- c) direct staff to develop, implement and maintain a reporting system that accurately measures the network's performance against its plans and strategies;
- d) monitor PICAN's progress towards the approved strategic objectives and performance against work plans, and to alter its direction in light of changing circumstances;
- e) review and approve significant changes to the plans.

Financial and Risk Issues

26. The Board has the responsibility to:

- a) take reasonable steps to ensure the implementation and integrity of the network's internal control and management information systems;
- b) ensure the Secretariat identifies the principal financial and non-financial risks of the network and implements appropriate systems and programs to manage these risks;
- c) monitor operational and financial results;
- d) approve annual and ongoing financial statements, and approve release thereof by staff;
- e) appoint or contract external auditors and approve auditors' fees;
- f) apply for and receive financial resources on behalf of the network;
- g) seek external finance to cover core network costs.

27. The PICAN Board will take all funding decisions of PICAN, in close consultation of PICAN members and Nodes.

Policies and Procedures

28. The Board has the responsibility to:

- a) support the inclusive and participatory development of the network's policies with the members;
- b) approve and monitor, through staff, compliance with network's policies and procedures;
- c) approve and act as the guardian of PICAN's values, including approving a code of conduct, communication and cooperation guidelines, or any other required policies or procedures;
- d) direct staff to ensure the network operates at all times within applicable laws and regulations and to the highest ethical and moral standards;
- e) review significant new policies or material amendments to existing policies.

Stakeholder Communications

29. The Board must pay particular attention to the fact that it operates within a highly public environment. The actions of the network have a significant public impact and there is a need to ensure communications are effective and appropriate.
30. The Board has the responsibility to:
 - a) ensure the network has in place a plan or policy to enable staff and the Board to communicate effectively with members, stakeholders and the public generally;
 - b) ensure timely reporting of any other developments that have a significant and material effect on the network including recommendations to the members regarding amendments to strategies, policies and plans;
 - c) report annually to the PICAN members on the Board's stewardship for the preceding year (Annual Report).

General Legal Obligations of Board Members

31. The Board is responsible for directing staff to ensure legal requirements have been met, and documents and records have been properly prepared, approved and maintained.
32. The Board will be the governing body and legal representatives of the PICAN legal entity as a non-profit organization. Succeeding PICAN Board members will give effect to this provision.
33. Board Members are under a legal and fiduciary duty to the network to carry out the duties of their office:
 - a) honestly and in good faith;
 - b) with a view to the best interests of PICAN and its members;
 - c) with the care, diligence, and skill of a reasonably prudent person;
 - d) meet statutory duties and obligations, and potentially personal liability.
34. Board members are indemnified from any actions or conduct taken pursuant to a decision of the Board, unless such conduct was made in bad faith and gross error and neglect. The purpose is to indemnify them, as per the terms of the indemnity granted, for acts and omissions during the term of the Board appointment, subject to the limitations set out in the indemnity such failure to act honestly and in good faith with a view to the best interests of the network; act, error or omission that is outside the course of the Board member's duties with the network or failure to disclose any conflict of interest.
35. Notwithstanding anything to the contrary in this guidelines, the PICAN Board must fulfill the function of dispute resolution agency within the PICAN network, including within the Nodes of organization within PICAN. In the case of a dispute arising and not adequately provided for in this guidelines, the



PICAN Board must attempt to resolve the dispute, and PICAN members agree to this role by the Board. The PICAN Board may appoint one or more of its members to act as an intervener in disputes, or may appoint an independent third party to do so. All dispute resolution procedures will be designed by the PICAN Board, and will in all cases include an attempt at mediation. Arbitration of a dispute may only occur if the parties to the dispute agree to do so and can agree to an arbitrator, who may be a PICAN Board member. In the case of arbitration, the decisions of the arbitration will be final and binding. In all other cases where mediation has failed and arbitration is not agreed to, the matter will be referred to the next General Assembly for a final and binding decision.

Expectation and Commitment of PICAN Board Members

36. Becoming a member of the PICAN Board brings with it a personal commitment in terms of resources, involving time spent with Board related matters as well as necessary funds for participation in calls or meetings (the necessary resources can be provided by PICAN in special cases).
37. The PICAN Board will communicate mainly through monthly conference calls. Members of the PICAN Board should be available for monthly conference calls of minimum one hour.
38. In-between these direct interactions once a month, Board members are expected to participate in communication via email or in conference calls of subsets of the Board responsible for specific issues or tasks. These tasks include but are not limited to support for fundraising for PICAN activities (including its Secretariat), provide regular advice and support to the PICAN staff, ensure that the network's values and constitution are upheld, ensure compliance, and all other related governance tasks relevant to the network.
39. It is expected that all Board members actively participate in carrying out the many functions of the Board, among others through contributions to specific sub-groups of the Board as described above.