

Election Oversight Committee for the PRI Advisory Council: Terms of Reference

Constitution

The PRI Advisory Council (Council) has established a Committee of the Council, known as the Election Oversight Committee (EOC), with Terms of Reference as set out below.

Purpose

The EOC is a sub-committee of the Council and its purpose is to oversee the annual Council election process. The Committee's responsibility and authority covers the entire PRI Association.

Membership

EOC will comprise a minimum of three members and a maximum of five members from the Council, including the Advisory Council Chair. It will operate by consensus where possible, or majority vote where consensus can't be reached. It will report to the Council.

In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

The Committee may invite any director, executive or other person to attend any meeting(s) of the Committee as it may from time to time consider desirable to assist the Committee in the fulfilment of its duties.

If there is a potential conflict of interest the committee member in question will stand down for the duration of the election.

The EOC will appoint a Secretary to the Committee.

Quorum

A quorum shall comprise two members of the Committee.

Frequency of Meetings

The Committee shall meet as and when appropriate but not less than two times a year.

The Chair of the Committee may call additional meetings to consider such matters related to its responsibilities as the Committee may consider desirable.

Authority

The Council authorises the EOC to:

- investigate any matter within its Terms of Reference and make any recommendations which it deems appropriate on any area within its remit where action or improvement is needed;

- seek any information it requires from any director or employee of the company in order to perform its duties;
- to obtain, at the company's expense, outside legal or other professional advice on any matter within its terms of reference;

Duties

The Council authorises the EOC to:

- Determine eligibility of nominees for the Council elections;
- Develop and document precedents on eligibility decisions;
- Decide on election procedures, methods and methodologies;
- Review and amend election rules as appropriate and refer questions to the Council or PRI Association Board if necessary;
- Review the election timeline and ensure it is adequate and on schedule;
- Determine issues around staggering of Council members.

The EOC shall liaise with the Signatory Status Committee on issues of organisational structure that may affect eligibility of candidates in terms of seniority or which parts of organisations are represented for Council elections.

Decisions made, for example the seniority of a candidate, will systematically recorded and transparent. Decisions will be revealed on request.

Review

The Committee will conduct an annual review of its performance, ensure that it is provided with sufficient resources to undertake its duties and recommend any changes it considers necessary to the Council for approval.

These Terms of Reference will be reviewed and, where necessary updated, at least once a year.

Reporting Procedures

The Secretary to the Committee shall be responsible for reporting to the Council. The minutes of all meetings and resolutions of the Committee shall be circulated to the members of the Committee and to the Council after every meeting. The Secretary will retain copies of the minutes and the papers.

(Terms of Reference last updated: April 2014)