

ZAMBIA EITI CIVIL SOCIETY MULTI STAKEHOLDERS GROUP REPRESENTATIVES

TERMS OF REFERENCE AND CODE OF CONDUCT

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1.0 Background

The Multi-Stakeholder Group (MSG) consists of 18 government stakeholders, six (6) mining companies, and six (6) civil society representatives (CS).

These Terms of Reference (TOR) and Code of Conduct (COC) provides for how the CS constituency will govern itself and ensure fairness, justice and equity in executing its mandate. The meeting reached consensus in principle that CSs will:

1. Work cooperatively and collaboratively to demonstrate how CSOs can successfully implement the EITI in Zambia.
2. Show how the EITI can be used to promote and lobby for the accountable management of Zambia's natural resources.
3. Achieve excellence by collaborating with ZEITI on processes such as Zambia's EITI reports and sharing the outcomes with the public.
4. Providing Zambians with the means to hold decision-makers accountable for the prudent management of natural resources by maximizing the information contained in ZEITI Reports.

2.0 Aims

This Terms of Reference (ToRs) and Code of Conduct (CoC) document is intended for CSO EITI MSG representatives, alternates, observers, and experts participating in Zambia EITI MSG and subgroup meetings. It aims to provide a foundation for collaboration among CSO members, to improve the CSO's own transparency and accountability, to clarify roles and procedures, and to mitigate risks such as potential conflicts of interest.

3.0 Transparent and Inclusive Selection Process

The following to be done:

- a) Publicizing the nomination process, the call for candidates, and the eligibility requirements for aspiring candidates at least four weeks via word of mouth, print media, memos, social media, and emails.
- b) Establish a fair, inclusive, gender-sensitive, participatory, and transparent election or selection process.
- c) Election to be managed by an independent and experienced electoral body.
- d) Ensuring the absence of government interference in the process.

4.0 Suitability criteria for CSO representatives on the MSG

To ensure that the most suitable are selected, the CS constituency will agree on the minimum requirements for their representatives on the MSG.

4.1 Definition of civil society organisations

Civil society should at a minimum exclude:

- a) Any elected or civil servant government official.
- b) Any for-profit or non-profit organization that advocates for or directly benefits from the extractive industry or the national government.
- c) Profit-seeking organizations. Organizations with a profit motive may include media outlets, social enterprises, and consulting firms.
- d) Politically affiliated individuals or organizations, which may include those who have declared their candidacy.

4.2. Adopting specific eligibility and qualification criteria for CSO representatives

The following criteria are intended to ensure that independent, devoted, and legitimate representatives are appointed to the MSG for each term.

- a) **Autonomy and accountability.** Demonstrate that neither corporations nor governments influence their actions. This requires candidates to at a minimum to sign to conflict-of-interest provisions and Code of Conduct.
- b) **Dedication to attendance and participation.** Representatives of the CS must adhere to the CS code of conduct, which includes expectations for attendance, preparation, and participation in MSG and constituency meetings.
- c) **Credibility and legitimacy as a civil society.** Verify that the candidate and/or their organization have not been subject to complaints or charges that call into question their integrity.
- d) In addition, candidates must demonstrate that they are involved in natural resource governance.

4.3 Gender and disability inclusion on MSG

- a) Women and men to be represented equally. If the member is a man, the substitute should be a woman.
- b) The CS constituency will endeavour to ensure that disability advocacy organisations that work in natural resource and climate change actively participate.

4.4. Relevant expertise, skills, or experience.

CSs will include representatives with expertise in various advocacy focus areas (e.g., gender, environment, human rights, natural resource governance) or industry sectors (e.g., mining, forestry) in order to ensure that representatives are capable of supervising and implementing the EITI. This will in turn ensure CS engage with the most important and relevant issues in the country.

5.0 Nomination of MSG representatives and alternates.

The process for nominations will be as stipulated in the MSG CS Elections Guidelines referred to in 3 (c) above.

6.0 Selection of MSG representatives and alternates

This will be carried out as provided for in the MSG CS Elections Guidelines (Annex 1)

7.0 Term limits of MSG representatives and alternates

- a) The terms of office shall be three calendar years before their position becomes vacant.
- b) Only serve two consecutive three-year terms in either capacity. This will include transitions from primary representative to alternate or vice versa.
- c) To be eligible to contest again, they must wait for at least one full three calendar year.
- d) CS selection to the MSG should be staggered such that only a small number of representatives' or alternates' terms expire in any given year.

8.0 Roles and responsibilities of MSG representatives, alternates and observers

- a) MSG representatives to meet every three months, cooperate and collaborate with one another when implementing EITI standards, strive for high standards, regularly consult with their constituents to ensure that they accurately reflect those constituents' views, and respect reasonable confidentiality provisions.
- b) A primary representative who is unable to attend an MSG meeting may designate either a named alternate member or another person to act as proxy at that meeting and tell the PWYP Secretariat of the appointment in not less than a week of the meeting.
- c) Members of the CS MSG are required to participate in at least 75% of meetings of the MSG and any subgroups to which they belong.

- d) Both CS MSG primary representatives and alternates/proxies have voting rights at MSG meetings; primary representatives and alternates can join and participate in MSG subgroups.
- e) A member will be replaced after failing to show up for three consecutive meetings without a legitimate excuse.
- f) CS MSG representatives and alternates are responsible to the CS constituency as well as any other constituencies they represent. They should email the CSOs with updates, attend pre-MSG meetings, and communicate with the CSOs before making any significant decisions.
- g) It is the duty of CS MSG representatives and alternates to use outreach and information sharing to bring information about the Zambia EITI processes to the attention of a larger public population.
- h) Up to two additional CS members are permitted to observe meetings of the MSG without being able to vote.

9.0 Code of Conduct

9.1 Mutual accountability

- a) Members of the CS constituency and MSG representatives/alternates are both responsible for their actions and are expected to collaborate in a spirit of mutual respect and trust, upholding appropriate standards of secrecy among themselves.
- b) As the source of their authority and legitimacy, CS MSG representatives and alternates shall effectively and consistently maintain communication with the civil society they represent.
- c) The CS MSG representatives/alternates agree to collaborate well and to plan ahead for MSG meetings.
- d) CS constituency meetings serve as the primary forum for CS constituency members to express their opinions to representatives and alternates, as well as for representatives and alternates to keep one another accountable by reporting to and discussing with CS constituency members.
- e) Representatives/alternates also agree to send the CS constituency frequent email progress updates about the MSG and Zambia EITI and to solicit comments. The PWYP Coordinator or another designated contact often handles this.
- f) Representatives and alternates may also contact the CS constituency via email to get input on important choices and to get a mandate on fundamental issues.
- g) Members of the CSO constituency are urged to express their opinions to other representatives, alternates, and/or the entire network through official communication.
- h) It is the responsibility of a representative or alternate who is unable to dial in or attend a specific CS constituency meeting to consult with other representatives or alternates before or after the meeting to ensure that CS positions are known and, where possible, aligned ahead of the next MSG and/or pertinent subgroup meeting (s).
- i) Representatives/alternates should encourage and support government MSG members in public outreach, including in promoting Zambia EITI reports, and make sure that they explore measures to take before the next MSG and/or relevant subgroup meeting(s) when they disagree among themselves about specific positions.

9.2 Conflicts of interest

- a) At all times, it is expected that CS constituency members, CS MSG representatives, alternates, observers, and experts will act (completely) independently of the government, extractive businesses, associations of the extractive industries, and the larger private sector.
- b) Members of the CS constituency who have direct financial or operational ties to the government, extractive businesses, or extractive industry associations are expected to resign unconditionally from the CS constituency for a temporary or permanent period of time, as well as to renounce any representative or alternate positions they may hold, if they do.

10.0 Document review and revision

- a) The CS constituency will review this document containing the ToR and Code of Conduct at least once every three years to ensure that it continues to meet the requirements of the CS constituency.
- b) When this document including the ToRs and Code of Conduct is being reviewed or changed, each and every member of the CS constituency has the right to remark on it and/or provide input.

11.0 Signed by representative of the CSO on the EITI Council.

No	Name of the Person	Organisation	Physical address	Signature
1				
2				
3				
4				
5				
6				

Annex 1: MSG CS Elections Guidelines

The following constitute the elections guidelines for the election of civil society (CS) representatives onto the Zambia EITI Multistakeholder group (MSG).

- a) Elections calendar.
 - i. Elections shall be held every three years
 - ii. The elections shall be held during the general members meeting on a date to be determined by the CSO secretariat.
- b) **Nomination of MSG representatives and alternates.**
 - i. Call for nominations.
 - ii. Conduct due diligence for all applicants, and shall cover but not limited to the following:
 - iii. Review of the submitted Statement of Intent, which must include (a) organizational affiliations, the source of any funding they receive to participate in the Zambia EITI, and the source of any income they have from the private sector.
 - iv. Verify their independence from the government and the extractive industry companies.
 - v. Confirm the domestic network or constituency they will represent; and (d) state their relevant expertise or experience.
- c) **Selection of MSG representatives and alternates**
 - i. Voting from an organization is conducted via email over a minimum of 2 days or in a meeting with at least 30 organizations, including at least six women's rights organizations.
 - ii. Each CS EI member is invited to cast a simple vote for each candidate.
 - iii. The CSOs working on EITI and EI recognize the importance of achieving diverse representation on the MSG, including gender parity.
 - iv. The returning officer informs the CS of the outcome of email votes for/OR by count against each candidate.
 - v. Upon completion and verification of all votes, the Independent Elections Body (IEB) shall write to the Secretariat of the institution that coordinates all CSOs in extractives. The CSO secretariat shall in turn inform the Zambia EITI Secretariat at the Ministry of Mines of any changes to the CS representatives and alternates and requests that all email communications from the Zambia EITI Secretariat include alternate as well as primary representatives.
 - vi.
- d) Terms of Reference permit CSs to appoint six primary representatives, three of whom must be female, to participate in Zambia MSG meetings. In addition, six alternates to stand in for any primary representatives who might be absent.
- e) Vacancies for primary representatives and alternates are communicated via email to CS EI members along with a call for candidates for a minimum of four weeks.