

DOCUMENT TITLE	TERMS OF REFERENCE: SRP GOVERNANCE & RISK COMMITTEE
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## TERMS OF REFERENCE SRP GOVERNANCE & RISK COMMITTEE

### 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 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

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 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. Periodic review of statutory and guiding documents.
2. Monitoring of compliance with legal and regulatory requirements as well as internal governance requirements.
3. Monitoring and periodic review of fiduciary risk associated with SRP's governance, organization, strategy, programmes, financial reporting and partnerships.
4. Monitoring and periodic review of Board representation (e.g., skills, officer tenure, diversity & inclusion, membership representation and performance evaluation).
5. Monitoring and periodic review of management, including risk management process, organizational and reporting structure (internal audit role).
6. Monitoring and review of procedures, process and rules for establishing and supporting SRP national chapters.
7. Other governance and risk-related matters as they may arise.
8. Report to the Board via the Committee Chair.

#### 4. 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.

#### 5. MEETINGS

1. GRC 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.
3. As a prerequisite, a quorum of 50% of GRC membership must be established for any GRC meeting to proceed.
4. The GRC shall strive to reach decisions by consensus, in the absence of declared opposition. If a consensus cannot be reached, any member may call for a vote, each member having a single vote. Decisions are carried by a simple majority of votes cast.
5. Minutes of meetings shall be taken and logistic and administrative support provided by a designated Secretariat staff member.

#### 6. 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.

#### 7. REVIEW

1. The Committee's Terms of Reference will be reviewed on a regular basis at year-end, with next review in January 2025.