



NETWORK OF AFRICAN NATIONAL HUMAN RIGHTS INSTITUTIONS

Terms of Reference for Steering Committee Members

1. Introduction

These Terms of Reference (ToR) for the Network of African National Human Rights Institutions (NANHRI) define the role and functioning of the NANHRI Steering Committee (SC), as agreed on in the NANHRI Constitution. The ToR explains the responsibility of members of the Steering Committee in their governance role – the general control and management of the Secretariat; the appointment and supervision of the Executive Director and other Senior Staff of the Secretariat; and the functions assigned to the Committee in the Constitution and the General Assembly as well as basic meeting procedures.

The Terms of Reference are designed to ensure that the NANHRI Secretariat meets considerable expectations that have been placed on it by its members and other stakeholders, and which require it to operate effectively and efficiently. It can do so only if corporate governance – planning, setting goals, prioritising and overseeing staff implementing its policies - is transparent, timely and successfully carried out. These terms of reference are designed to ensure that the Chairperson and members of the Steering Committee and the Executive Director of the Secretariat and its staff, alike, have clarity about their respective roles, understand their responsibilities within NANHRI's corporate structure and can be held accountable where these are not fulfilled.

2. Purpose of the Steering Committee and its members

The purpose of the Steering Committee [as reflected in broad terms in article 34 of the Constitution] is to drive and facilitate the development of the Network of African National Human Rights Institutions.

Together with the Secretariat, it is the role of the SC to

- Produce an annual "SC Work Plan" for the work of the Steering Committee
- Develop and/or monitor a 5-year sustainable strategic plan which provides the secretariat with a framework for policy development, programme prioritisation, and resource allocation.
- Stimulate and lead the close collaboration between the secretariat and the network members, including working groups.
- Drive forward the resource mobilisation for the network by playing the roles of ambassadors, gate openers and hands-on advisers.

The Steering Committee with the help of the Secretariat assembles and communicates its plans and assignments in an annual SC Work Plan.

3. Governance Responsibilities of the Steering Committee:

2.1 Strategic direction

- While it is the General Assembly that decides NANHRI's vision, values, mission strategic direction and priorities, as detailed in the Strategic Plan, the Steering Committee oversees the preparation of the plan and that of Operational and Annual Work Plans to be implemented by the Secretariat;
- Ensures that there are adequate resources available to give effect to the strategy;
- Monitors the overall implementation of the Strategic Plan;
- In a general sense, determines the nature of the activities to be undertaken in the performance of the Secretariat's functions.

2.2 Monitor and enhance performance

- Ensures accountability and transparency within NANHRI, through effective reporting processes;
- Fosters constructive relationships with NANHRI's stakeholders;
- Identifies risk and protects NANHRI's reputation;
- Ensures that adequate conditions exist for proper management and oversight and for the Secretariat's efficiency and effectiveness.

2.3 Ensure accountability and foster high ethical standards

- Acts diligently, prudently and in a financially responsible manner;
- Acts consistently with NANHRI's responsibilities, functions and objectives;
- Observes and fosters high ethical standards;
- Act honestly, with integrity, in good faith and in the NANHRI's best interests;
- Encourages strong performance, especially by the Secretariat;
- Acts as a "good employer".

2.4 Delegation

- All the governance responsibilities above are delegated by the Steering Committee to the Chairperson, who reports to the Steering Committee regularly, and as required, on the implementation of these responsibilities. The Chairperson may further delegate to members of the Steering Committee or to the Executive Director, as the Chairperson considers appropriate.

4. Responsibilities of the Chairperson

The Chairperson:

- Executes the functions assigned to the Chairperson by the General Assembly or the Steering Committee.

- Chairs the Steering Committee and is responsible for calling meetings (at least once annually) and settling the agenda.
- Coordinates and oversees the activities of the members of the Steering Committee and where appropriate, allocates spheres of responsibility to members.
- Oversees the overall operation of the NANHRI Secretariat and supervises the Executive Director

5. Responsibilities of members of the Steering Committee

Each member of the SC has a cross-cutting and overall responsibility to implement the work plan of the Steering Committee. To improve efficiency and coherence, individual members will be assigned lead roles for areas within their area of competence, geographical scope and in accordance with the needs of the SC and the network.

The Secretariat will support the SC members as requested and by producing overall action plans to facilitate the work steering committee members.

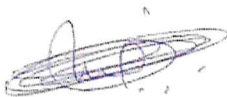
Members of the Steering Committee commit to:

- Attend at least one annual meeting in person and in that capacity, meetings of the General Assembly and actively participate in web-based meetings of the Steering Committee,
- Maintain commitment to their collective responsibility as members of the Steering Committee, including regular contribution to their chosen area of responsibility. A decision made by the Steering Committee becomes the Steering Committee's agreed position on an issue or a policy, unless a matter returns to the table for reconsideration
- In their allocated sphere of responsibility, lead discussion, provide advice and to mentor the Executive Director and staff operating within their sphere of responsibility. Reporting within these spheres of responsibility remains the responsibility of the Executive Director or relevant Secretariat manager.
- At the request of the Chairperson, or the Executive Director, lead NANHRI's profile in specific events such as meetings or training events.
- Accept that they have a duty to avoid any conflict of interest that may arise from their appointment to the Steering Committee and shall disclose any conflicts of interest or perceived conflicts of interest in accordance with NANHRI policy.
- Accept that they have an obligation of confidentiality in relation to NANHRI business where that is necessary to enable NANHRI to carry out its functions.

6. Meetings

- The Chairperson in consultation with Members shall convene meetings. In the Chairperson's and Vice Chair absence, the Steering Committee may appoint another member to chair the meeting
- A quorum is atleast one third of the number of members of the Steering Committee, if the number of members is an even number. If it is an odd number, a quorum is a majority of members.
- Each Steering Committee member one vote, but the Chairperson of the meeting has a casting vote.
- Steering Committee members are presumed to have agreed to, and voted in favour of, a resolution of the Steering Committee unless he or she expressly dissents from or votes against the resolution.
- A resolution signed or assented to in writing (including by electronic communication) by a third of the Steering Committee members is as valid and effective as if it had been passed at a meeting of the Steering Committee
- The Steering Committee may appoint sub-committees.

Agreed to at a meeting of the Steering Committee held on the 30th day of August 2018



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Chairperson