



UN GLOBAL COMPACT BOARD

BOARD MEMBER TERMS OF REFERENCE

BACKGROUND

The Board of the United Nations Global Compact is the main governance body of the Initiative and is Chaired by the UN Secretary-General. The role of the Board is to provide advice to the Secretary-General and to help the Secretary-General monitor and maintain accountability of the UN Global Compact. The Board is multi-stakeholder in nature and represents all key partners and signatories of the UN Global Compact. Members are appointed by the Secretary-General on recommendations from the Board Nominations Committee.

TERMS OF REFERENCE

1. NOMINATIONS CRITERIA

Regardless of the constituency from which the Board Members are drawn, all Board Members are expected to be champions willing and able to advance the UN Global Compact's mission to *mobilize a global movement of responsible companies and stakeholders to create the world we want*.

To help realize this mission, the Initiative seeks to support companies to:

1. Do business responsibly by aligning their strategies and operations with Ten Principles on human rights, labour, environment and anti-corruption; and
2. Take strategic actions to advance broader societal goals, such as the UN Sustainable Development Goals, with an emphasis on collaboration and innovation.

Nominees for Board membership should:

- have a deep understanding of the UN Global Compact and its Ten Principles;
- have the respect and confidence of their peers and constituencies (if relevant);
- be committed, and have time, to actively participate in the activities of the Board;
- currently hold the top leadership position (i.e. Chief Executive Officer) in a company or other organization;
 - in the case of business members, they should have the confidence of the Global Compact Local Network (if one exists) in their home country; and
 - the organization they lead should be a Global Compact participant in good standing, operating to the highest standards of the UN Global Compact Ten Principles

2. SELECTION OF BOARD MEMBERS AND LENGTH OF TERM

Nominations for the Board will be managed by the Board's Nominations Committee, with support from the Global Compact Office in New York. Each term, an open call for nominations will be made and all participants and partners of the Initiative will be encouraged to submit nominations. Local Networks, Civil Society & Labour Organizations, and highly engaged business participants of the Initiative will receive targeted solicitations encouraging them to nominate qualified candidates.

Once nominations are collected, a formal due diligence process will be carried out by the UN Global Compact, in partnership with Global Compact Local Networks, to ensure the expertise, experience and good standing of nominees. The Nominations Committee will then develop a balanced shortlist for all open positions to ensure that the Board has the appropriate mix of skills, experience and diversity. The Nominations Committee will provide that shortlist, along with their recommendations, to the UN Secretary-General who has sole authority in selecting and appointing UN Global Compact Board Members.

Board Members are appointed on a three-year fixed-term basis. At the completion of one term, a Board Member will be eligible for one subsequent term, based on a positive Board Review. Ex-officio Board Members are not subject to term limits.



3. COMPOSITION OF THE BOARD

The Board has 25 fixed seats, representing a mix of business, civil society, the United Nations and other partners, with the majority of the seats going to business. The seats include:

- Representatives from leading UN Global Compact participant companies
- Regional business representatives from each of the UN Global Compact's five regions
- Representatives from global business, labour and civil society organizations
- Representatives from the Local Networks, the Government Group, the Board of the Foundation for the Global Compact and the Principles for Responsible Investment
- The UN Secretary-General and the Executive Director of the UN Global Compact

The UN Secretary-General and UN Global Compact Executive Director serve ex-officio. At the discretion of the Board, other seats may be made ex-officio as well.

The UN Global Compact is committed to gender parity on its Board. To achieve a diverse and representative Board, a fair geographic distribution will also be sought to represent the broad spectrum of participants within the UN Global Compact.

4. VICE-CHAIR APPOINTMENT AND DUTIES

The Vice-Chairs should be senior individuals of good-standing and with recent business experience. They must have sufficient time to play an active role on the Board, liaising regularly with the UN Global Compact and acting as a global ambassador for the Initiative. The Vice-Chairs will Chair Board meetings in the absence of the UN Secretary-General, and will lead the Nominations Committee.

The Vice-Chairs will be appointed by the UN Secretary-General, ideally from the existing business members, for a term of three years, with one option to renew.

5. FREQUENCY OF BOARD MEETINGS AND ATTENDANCE

The Board will hold a formal meeting twice annually. Board Members may also be invited to devote time and effort to particular matters arising out of Board meetings.

Board Members must attend each Board meeting. To facilitate this, the dates of Board meetings should be determined at least one year in advance.

6. BOARD COMMITTEES

The Board will have one permanent committee, the Nominations Committee, and have the option to create more committees, both permanent and temporary, as they deem fit. Permanent committees will meet with the UN Global Compact Executive Director several times a year, interact more closely with the UN Global Compact, and carry out specific Board tasks. Committees will be created and appointed by the Board and will be made up of current Board Members. They should have written terms of reference, be drawn from more than one stakeholder group and have a minimum of three Members to ensure objectivity. Committees will be allowed to engage external experts for advice/assistance.

7. NATURE OF BOARD MEMBERSHIP

Members of the Board will act in an honorary and unpaid capacity. Although every Board Member will come to the Board with their views informed by their experience and the broad regional, sectoral or organizational constituency in which they are active, they will serve in their individual capacity.

Board Members will not by virtue of their Board membership be United Nations officials. It is expected that the Members will cover their own travel costs.



8. EXPECTATIONS OF BOARD MEMBERS

Board Members are expected to actively champion the UN Global Compact. This entails:

- attending and actively contributing in Board meetings
- giving strategic advice and guidance to the UN Global Compact and its Local Networks
- promoting the UN Global Compact within their own industries and networks, as appropriate
- serving as an ambassador for the Initiative and substantively contributing to advocacy efforts, including through appropriate public opportunities (conferences, social media, op-eds, etc.)
- Participating in at least one UNGC programme (e.g., Action Platform participation, Local Network Board membership, event sponsorship or partnership)
- exhibiting impeccable moral character with a strong commitment to the core values of the United Nations (Integrity, Professionalism, Respect for Diversity)
- other activities that the Board agrees on

9. BOARD PERFORMANCE REVIEW AND SUSPENSION OR TERMINATION OF BOARD MEMBERSHIP

The Board will undertake regular evaluation of its own performance and that of its committees and individual directors. The performance review should cover how the Board is functioning as a governing body, as well as basic criteria such as attendance and engagement. Individual performance reviews should be carried out at the end of an individual Board Members term of office, with satisfactory performance a mandatory requirement for re-appointment.

Board activities, items considered at meetings and overall performance should be discussed in the year-end management report prepared by the Executive Director.

In the event of a breach of a Board Member's commitment or other misconduct, the Board may ask a Member to resign from their seat. In addition, as Board Members are appointed as individuals, if they no longer meet the qualifications for membership (e.g., they leave their role as principal of an organization), they will be allowed to finish their term. Depending on the Board Member's new role, they may be eligible for re-appointment to the Board.