



AusNCP Governance and Advisory Board

Terms of Reference

Purpose

The Governance and Advisory Board (Board) provides advice and other support to the Australian Government's National Contact Point (AusNCP) and the Independent Examiner with the goal of ensuring the AusNCP is visible, accessible, **transparent and accountable, in accordance with its obligations under the *OECD Guidelines for Multinational Enterprises (the Guidelines)***.

Role

The Board will provide advice and expertise to support the effective functioning of the AusNCP, including on matters of governance and accountability. Board members will assist the AusNCP Independent Examiner by providing professional advice (in an individual capacity and not by consensus) relevant to the Independent Examiner's consideration of active and emerging complaints (also known as specific instances), including on procedural matters. Board members may, when necessary, be called on to form a Review Committee (a subset of the Board) to conduct procedural reviews of AusNCP complaints in accordance with the Australian National Contact Point Complaint Procedures.

Board members will actively support Treasury in delivering the AusNCP function by using their own networks, events and publications to promote the Guidelines and the AusNCP's services. Treasury will also engage members on various operational and administrative matters as needed.

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The Board is responsible for supporting the AusNCP in promoting the *OECD Guidelines for Multinational Enterprises*, and for providing their expertise to assist the AusNCP's mediation and conciliation functions in accordance with the Guidelines and oversight of the procedural integrity of the function. Board members will:

- Actively assist the Treasury in conducting outreach and publication activities that promote the AusNCP and the Guidelines, in accordance with an annual promotional plan. Board members are also encouraged to promote the application of the Guidelines as appropriate in their ordinary business.
- Support the effective handling of complaints, including providing input on, and oversight of, matters of procedural fairness. Members will engage with the Independent Examiner as necessary to ensure accountability of the Independent Examiner's decision making, in line with established and published guidance of the OECD and the AusNCP. This includes:

- advising the Independent Examiner on the application of the Guidelines and procedures in relation to complaint handling and decision making;
- recommending or facilitating access to additional expertise on issues outside the Board and Independent Examiner’s knowledge and experience;
- contributing to Treasury and the Independent Examiner’s understanding of broader contexts and emerging issues relevant to complaints under consideration; and
- conducting procedural reviews of AusNCP complaints when necessary and in accordance with AusNCP procedural guidance.

While members are not required to form a consensus view, their feedback on these matters will be shared with other members, unless there are sound reasons to maintain confidentiality of views.

The Board may make recommendations to Treasury regarding its terms of reference and any changes required to better achieve its objectives.

The Board is not responsible for:

- decisions or statements of the Independent Examiner on complaints, including content published in Final Statements;
- decisions about resources, reporting or other organisational matters, however it may provide advice to Treasury as necessary; and
- formal representative duties for the AusNCP (international or domestic) except where invited by Treasury.

Composition

The Board will be convened and chaired by a senior Treasury official, who will appoint members on the basis of their experience and expertise.

The Chairperson may dissolve the Board should the need arise, alter the permanent membership, or invite experts to participate in meetings on an ad-hoc basis. The Board must be advised in advance of any significant changes in membership or meeting attendance.

The Board will comprise a maximum of 12 members, with a quorum of four government and two external members required to conduct a formal Board meeting. Member positions will be held by the Australian Government (eight seats, including the Chairperson), non-government organisations (one seat), unions (one seat) and the business community (two seats). The AusNCP Independent Examiner will be a permanent Observer to the Board for the purposes of contributing to the sound functioning of the AusNCP, seeking advice from the Board, reporting on their work in managing complaints and promoting the AusNCP and OECD’s Guidelines for multinational enterprises.

As the agency responsible for the AusNCP function, Treasury will provide secretariat services to the Board, and all government agency members will bring to the Board relevant public policy expertise. Treasury will manage the AusNCP’s international relationships as required under its obligations to the OECD Investment Committee.

Non-government members will bring expertise and stakeholder networks, from domestic and/ or international perspectives, in one or more of the following areas: responsible business conduct; complaint handling; public policy; and corporate governance.

Board Operations

Membership is voluntary. Members are not remunerated for their services, however external members (including proxies) will be compensated by Treasury for pre-approved out of pocket expenses, including travel to attend relevant meetings convened by the Chairperson.

External members hold their position in an individual professional capacity, however are free to make representations on behalf of their constituent groups and collaborate with their formal proxy on significant matters. External members will be required to sign a confidentiality agreement.

Non-government members will be appointed for terms of three years.

All members are required to abide by the terms of reference and will be listed on the AusNCP website. They will conduct themselves in accordance with strict confidentiality requirements and have an obligation to disclose any conflicts of interest. Members are otherwise free to disclose non-sensitive information that supports these terms of reference and contributes to the broader objectives of the AusNCP facility.

Proxies can be nominated by external members and appointed subject to Treasury's agreement. They will be subject to the same conduct requirements as members. The purpose of formally designating proxy members is to ensure continuity and appropriate representation at each meeting, and also manage any significant conflicts of interest.

The Board will meet at least twice a year, but can be convened more often if the Chair considers it necessary.

These Terms of Reference will be reviewed annually by Treasury, in consultation with Board members.