



SOPAC



SOPAC/GEF/IWRM/RSC.1/6
Date: 20th August 2009
Original: English

First Meeting of the Regional Project Steering Committee
and Inception Workshop for the SOPAC/UNDP/UNEP/GEF Project:
*“Implementing Sustainable Water Resource and Wastewater
Management in Pacific Island Countries”*

Nadi, Fiji, 14th – 18th September 2009

**DRAFT TERMS OF REFERENCE AND RULES OF PROCEDURE FOR THE
REGIONAL PROJECT STEERING COMMITTEE**

Draft Terms of Reference and Rules of Procedure for the Regional Project Steering Committee for the SOPAC/UNDEP/UNEP/GEF Project entitled: “*Implementing Sustainable Water Resources and Wastewater Management in Pacific Island Countries*”

INTRODUCTION

The Regional Project Steering Committee (RSC) for the SOPAC/UNDEP/UNEP/GEF Project entitled: “*Implementing Sustainable Water Resources and Wastewater Management in Pacific Island Countries*” (hereafter called the GEF Pacific IWRM Project) is established under the Project Document as follows:

“Regional Project Steering Committee – formed under the PDF Phase, the Regional Project Steering Committee (RSC) will be the primary policy-making body for the Project. Membership includes the designated national IWRM Focal Points who were involved in the design phase of the project, as well as selected members of the Pacific Partnership Initiative on Sustainable Water Management. Its role will be to provide managerial and governance advice to the project, and to guide the Regional Project Coordination Unit (PCU) in the implementation and monitoring of the overall regional project. The RSC will also provide a regional forum for reviewing and resolving national concerns, review and approve annual workplans and budgets, and provide a regional forum for stakeholder participation. One of the first activities during full project implementation will be to reconfirm and/or reconstitute the membership of the RSC and agree on meeting procedures, and finalise Terms of Reference for the RSC. UNDP and UNEP are members of the RSC and will provide strategic guidance and approve the annual workplan and budget. The RSC will meet annually and will be minuted and reported by the PCU. To ensure the institutional ownership and sustainability of project impacts the RSC will be linked to the existing Pacific Partnership Initiative on Sustainable Water Management. The EU will be invited to sit on the RSC as major co-financers of the overall IWRM programme.”

Draft Terms of Reference for the RSC are listed in Annex A9 of the Project Document as follows:

Regional Project Steering Committee

A specific responsibility of the RSC will be to facilitate liaison with the GEF Implementing Agencies (UNDP/UNEP) regarding overall governance of the project. The Regional Steering Committee shall:

- Be comprised of the 14 PIC Country PDFB IWRM Focal Points, two (2) NGO representatives as the agenda of the RSC dictates. As the Executing Agency, SOPAC will chair the RSC Annual Meetings, and the Project Manager will act as the Secretary of the Regional Project Steering Committee. UNDP and UNEP will participate as the ex-officio members of the RSC;
- Provide governance assistance, policy guidance and political support in order to facilitate and catalyze implementation of the project, and to ensure relevant regional project outcomes are appropriately incorporated into other regional policies, programmes, and national actions;
- Annually review programme progress and make managerial and financial recommendations as appropriate, including recruitment for the Project Coordination Unit, review and approval of annual reports, budgets and workplans; and,
- Serve as liaison to the GEF-PAS Coordinating Agency and involve the GEF Implementing Agencies, as appropriate. Other relevant GEF Executing Agencies and Operational Focal Points will be invited to attend the Annual Meeting of the RSC as required. Links to the GEF-PAS Coordinating Agency will include ensuring that project activities link to the programmatic approach of the GEF-PAS and are consistent with the overall framework, including linking IWRM project M&E to GEF-PAS M&E.

Additionally the SOPAC Constitution and the SOPAC Governing Council Rules of Procedure are included in this document as Annex 1.

The Regional Project Steering Committee is invited to consider and amend as necessary the Terms of Reference and Rules of Procedure drafted by the Committee’s Secretary, the Regional Project Manager. The Committee is expected to reach agreement and adopt these instruments during the course of the First Regional Project Steering Committee.

DRAFT TERMS OF REFERENCE FOR THE REGIONAL PROJECT STEERING COMMITTEE

In the light of the above, the following membership and draft Terms of Reference have prepared for consideration by the First Meeting of the Regional Project Steering Committee.

1. MEMBERSHIP OF THE COMMITTEE

- 1.1 Full members of the Regional Project Steering Committee (RSC) shall consist solely of representatives of all participating countries in the project. Each country shall designate two members.
- One member shall represent the government with authorisation to make decisions on project matters;
 - One member should be the National Demonstration Project Manager with good knowledge and experience of Integrated Water Resource Management and Water Use Efficiency and shall provide guidance on the scientific and technical aspects of the project.
- 1.2 UNDP and UNEP will participate as the ex-officio members of the RSC;
- 1.3 The RSC shall elect a Chairperson and a Vice-Chairperson from amongst its full members with responsibility for chairing each formal meeting of the Committee and for acting as Chairperson and Vice-Chairperson of any meetings convened during the subsequent inter-sessional period;
- 1.4 The RSC may agree, by consensus at the commencement of each meeting to co-opt additional experts as observers or advisors to any meeting or meetings of the Committee or part thereof, as the committee shall deem appropriate.

2. SECRETARIAT OF THE COMMITTEE

- 2.1 The Regional Project Manager shall act as Secretary to the meetings of the Committee.
- 2.2 Staff of the Regional Project Co-ordinating Unit (PCU) and SOPAC may provide Secretariat and technical support to the meetings of the RSC as required.

3. MEETINGS OF THE COMMITTEE

- 3.1 The PCU shall convene regular annual meetings of the RSC immediately following the Regional Technical Advisory Group meeting when the latter are convened at an appropriate time.
- 3.2 *Ad hoc* meetings may be convened by the Chairperson:
- when a majority of the Committee members make a request for such a meeting to the Project Co-ordinating Unit;
 - at the request of the Project Co-ordinating Unit when circumstances demand.

4. TERMS OF REFERENCE

The Regional Project Steering Committee shall operate on the basis of consensus to:

- i. Provide direction and strategic guidance to the Regional Project Co-ordinating Unit (PCU) and to Lead Agencies regarding project implementation and execution of agreed activities over the entire period of the project;
- ii. Meet on annual basis during the operational phase of the project to guide the timely execution of project activities, particularly National Demonstration Projects;

- iii. Receive, review, and approve reports from the Project Management Unit (PCU) regarding the outputs and outcomes of project activities;
- iv. Assist the Project Co-ordinating Unit in ensuring co-ordination among national demonstration projects and other national level activities undertaken during the course of the project to further enhance national capacity to develop integrated approaches to water resource management;
- v. Review stakeholder involvement in project activities and take action where necessary to ensure appropriate levels of government, NGO, community, and private sector engagement;
- vi. Ensure compatibility between the activities of national demonstration projects and other national level activities for Integrated Water Resource Management;
- vii. Review and evaluate progress in implementation of the project, and provide guidance for improvement to the PCU when necessary;
- viii. Approve annual progress reports for transmission to the SOPAC Governing Council, the Implementing Agencies and the GEF Secretariat;
- ix. Assist the PCU in leveraging required project co-financing and additional funds that may be required from time to time;
- x. Work with the PCU and National Lead Agencies in mainstreaming integrated, reef-to-ridge approaches to water resource management and the replication of project successes at the national level;
- xi. Ensure that project activities link to the programmatic approach of the GEF-PAS and are consistent with the overall framework, including linking IWRM project M&E to GEF-PAS M&E.
- xii. Agree at their first meeting: a) the membership, meeting arrangements, and terms of reference of the committee; and b) such standing orders and manner of conducting business as may be considered necessary by the committee.

5. CONDUCT OF COMMITTEE BUSINESS

The Committee shall operate and take decisions on the basis of consensus, regarding any matter relating to project execution that has regional significance.

Where full consensus cannot be achieved in reaching agreement during a full meeting of the Committee, on any matter relating to project execution that has regional significance, the Secretariat shall, in consultation with the Chairperson, facilitate negotiations during the subsequent inter sessional period with a view to seeking resolution, and will report the results of these negotiations to the Committee members.

6. OTHER MATTERS

Notwithstanding the membership and terms of reference contained in this document the Project Steering Committee shall have the power to amend, from time to time, the membership and terms of reference of the Committee.

Draft Rules of Procedure for the Regional Project Steering Committee

I - MEMBERSHIP

Rule 1

Full members

1.1 Full members of the Regional Project Steering Committee (RSC) shall consist solely of representatives of all participating countries in the project. Each country shall designate two members.

- One member shall represent the government with authorisation to make decisions on project matters;
- One member should be the National Demonstration Project Manager with good knowledge and experience of Integrated Water Resource Management and Water Use Efficiency and shall provide guidance on the scientific and technical aspects of the project.

Rule 2

Designation of members

The Lead Agency shall notify the Regional Project Co-ordinating Unit (RSC) of their designated members, 8 weeks (40 working days) before the RSC meetings.

Rule 3

Alternate members

In the event that a full member is unable to participate in a meeting of the Committee an alternate representative may be designated to represent the member concerned. Alternate Members shall be designated through written notification by the Head of the Lead Agency, to the PCU 6 weeks (30 working days) before the RSC meeting, which the alternate member will attend. Alternate members shall have the same powers and duties as a full member of the Committee.

Rule 4

Amendment of the membership

Notwithstanding the rules contained in this document the Regional Project Steering Committee shall have the power to amend, from time to time, the membership of the Committee.

Rule 5

Co-opted members

The RSC may agree, by consensus at the commencement of each meeting to co-opt to any meeting or meetings of the Committee or parts thereof, as the Committee shall deem appropriate:

1. additional experts as observers or advisers; and
2. alternate representatives who have not been designated under rule 3 as full members.

II - SESSIONS

Rule 6

Regular sessions

The Project Co-ordinating Unit shall convene regular annual meetings of the Project Steering Committee. Each regular session of the Project Steering Committee shall be held at a date and location, fixed by the Committee at its previous session, and immediately following meetings of the Regional Technical Advisory Group when such meetings are scheduled at an appropriate time.

Rule 7

Ad hoc meetings

Ad hoc meetings may be convened by the Chairman:

1. When the majority of members make a request for such a meeting to the Project Coordinating Unit;
2. At the request of the Project Co-ordinating Unit when circumstances demand.

III - ROLE AND FUNCTIONS OF THE COMMITTEE**Rule 8****Powers of the Committee**

The Regional Project Steering Committee shall operate on the basis of consensus to:

- xiii. Provide direction and strategic guidance to the Regional Project Co-ordinating Unit (PCU) and to Lead Agencies regarding project implementation and execution of agreed activities over the entire period of the project;
- xiv. Meet on annual basis during the operational phase of the project to guide the timely execution of project activities, particularly National Demonstration Projects;
- xv. Receive, review, and approve reports from the Project Management Unit (PCU) regarding the outputs and outcomes of project activities;
- xvi. Assist the Project Co-ordinating Unit in ensuring co-ordination among national demonstration projects and other national level activities undertaken during the course of the project to further enhance national capacity to develop integrated approaches to water resource management;
- xvii. Review stakeholder involvement in project activities and take action where necessary to ensure appropriate levels of government, NGO, community, and private sector engagement;
- xviii. Ensure compatibility between the activities of national demonstration projects and other national level activities for Integrated Water Resource Management;
- xix. Review and evaluate progress in implementation of the project, and provide guidance for improvement to the PCU when necessary;
- xx. Approve annual progress reports for transmission to the SOPAC Governing Council, the Implementing Agencies and the GEF Secretariat;
- xxi. Assist the PCU in leveraging required project co-financing and additional funds that may be required from time to time;
- xxii. Work with the PCU and National Lead Agencies in mainstreaming integrated, reef-to-ridge approaches to water resource management and the replication of project successes at the national level;
- xxiii. Ensure that project activities link to the programmatic approach of the GEF-PAS and are consistent with the overall framework, including linking IWRM project M&E to GEF-PAS M&E.
- xxiv. Agree at their first meeting: a) the membership, meeting arrangements, and terms of reference of the committee; and b) such standing orders and manner of conducting business as may be considered necessary by the committee.

IV - AGENDA**Rule 9****Drawing up of the provisional agenda**

The Regional Project Manager shall submit to the Regional Project Steering Committee the provisional agenda. The provisional agenda shall include all items proposed by members of the Regional Project Steering Committee and by the Project Co-ordinating Unit. Items proposed by members shall be accompanied by an explanatory memorandum and, if possible, by background documentation which shall be submitted to the PCU at least 8 weeks (40 working days) prior to the

meeting. A provisional annotated agenda will be prepared from the provisional agenda and shall make reference to all relevant discussion and information documents.

Rule 10

Distribution of the agenda

The Project Co-ordinating Unit shall communicate the provisional agenda and provisional annotated agenda of each Regional Project Steering Committee meeting together with all background documentation, to the members at least 4 weeks (20 working days) in advance.

Rule 11

Adoption of the Agenda

At the commencement of each RSC meeting, subject to Rule 13 and following the election of officers as required under Rule 14, the RSC shall adopt the agenda for the meeting on the basis of the provisional agenda.

Rule 12

Agendas for special *Ad hoc* meetings

The provisional agenda for a special meeting of the RSC shall consist only of those items proposed for consideration in the request for the holding of the meeting. The provisional agenda shall be transmitted to PSC members 3 weeks (15 working days) in advance.

Rule 13

Revision of the agenda

During a meeting, the RSC may revise the agenda for the session by adding, deleting, deferring or amending items. Notwithstanding Rule 10 the RSC may at its absolute discretion agree to amend the agenda in order to enable the Committee to discuss urgent and important matters for which documentation was not distributed in advance.

V – OFFICERS

Rule 14

Elections of Officers

At the commencement of each RSC meeting the Committee shall elect a Chairperson, Vice-Chairperson and a Rapporteur from among its members.

Rule 15

Terms of office

The Chairperson, Vice–Chairperson and Rapporteur shall hold office until the subsequent meeting of the Regional Project Steering Committee. They shall be eligible for re-election no more than once. None of them may hold office once their membership of the Committee is terminated by the country of which they are representative.

Rule 16

Acting Chairperson

If the Chairperson cannot preside at a meeting or any part thereof, the Vice-Chairperson shall act as Chairperson.

Rule 17

Powers of the Acting Chairperson

The Vice–Chairperson, acting as Chairperson shall have the same powers and duties as the Chairperson.

VI – SECRETARIAT

Rule 18

Secretariat

The Project Co-ordinating Unit, under the direction of the Regional Project Manager, shall act as Secretariat to the Committee. The secretariat shall:

1. receive and circulate the documents of the RSC;
2. publish and circulate the decisions, reports and relevant documentation of the RSC;
3. have the custody of the documents in the archives of the PCU and generally perform all other work that the PSC may require; and,
4. prepare reports on project progress and future workplans for consideration by the RSC

Rule 19

Role of the Regional Project Manager in the convening and conduct of meetings

The Regional Project Manager shall:

1. act as Secretary to all meetings of the PSC and shall be assisted during meetings by a
2. UNEP designated staff member of the EAS/RCU;
3. designate when appropriate any officer of the Project Co-ordinating Unit to act as his/her representative;
4. make oral and written statements to the PSC concerning any question under consideration;
5. be responsible for the necessary arrangements being made for meetings including the preparation and distribution of working documents in accordance with these rules; and,
6. prepare and deliver reports on project progress and plans to appropriate international meetings of other bodies.

VII - CONDUCT OF BUSINESS

Rule 20

Quorum

A simple majority of the members of the Committee shall constitute a quorum.

Rule 21

Powers of the Chairperson

In addition to exercising the powers conferred upon them elsewhere by these rules, the Chairperson shall declare the opening and closing of each meeting of the RSC, shall direct the discussion, ensure the observance of these rules, and shall accord the right to speak, and announce decisions. The Chairperson may also call a speaker to order if their remarks are not relevant to the subject under discussion.

Rule 22

Conduct of committee business

The Committee shall operate and take decisions on the basis of consensus, regarding any matter relating to project execution that has regional significance. Where full consensus cannot be achieved in reaching agreement during a full meeting of the Committee, on any matter relating to project execution that has regional significance, the Secretariat shall, in consultation with the Chairperson, facilitate negotiations during the subsequent inter-sessional period with a view to seeking resolution. The Secretariat will report the results of these negotiations to the Committee members.

Rule 23**Adjournment of debate**

During the discussion of any matter on which a clear consensus fails to emerge, a representative may move the adjournment of the debate and its referral to a working group of the committee. The working group shall be charged with resolving the matter and shall be required to report the outcome to the full committee at the time of resumption of the debate. Any such motion shall have priority. In addition to the proposer of the motion, one representative shall be allowed to speak in favour of, and one representative against, the motion.

Rule 24**Points of order**

During the discussion of any matter, a member may raise a point of order. In this case, the Chairperson shall immediately state his/her ruling. If the ruling is challenged, the Chairperson shall forthwith submit their ruling to the Secretariat for decision, and it shall stand unless overruled.

Rule 25**Closure of debate**

A representative may at any time move the closure of the debate whether or not any other representative has signified a wish to speak. Not more than two Members may be granted permission to speak against the closure. The Chairperson shall take the sense of the Secretariat on a motion for closure. If the Secretariat is in favour of the closure, the Chairperson shall declare the debate closed.

Rule 26**Decisions and amendments**

Draft decisions, and substantial amendments or motions, shall be introduced in writing and handed to the Secretary of the Committee, who shall circulate copies to the Members before they are discussed and decided upon, unless the Committee decides otherwise. Upon the request of any member, any motion and amendment thereto made by any speaker shall be given to the Chairperson in writing and shall be read by them before any further speaker is called upon. The Chairperson may direct that any motion or amendment be circulated to the members present. This rule shall not apply to formal motions such as one for closure or adjournment.

Rule 27**Language of meetings**

English shall be the working language of the RSC.

Rule 28**Records of the meeting**

Records of the meetings of the RSC shall be kept by the Secretariat. They shall be prepared in the form of a draft report by the Secretary to the Committee working with the Rapporteur and presented in draft to the members of the RSC before the closure of the meeting. Members shall inform the Rapporteur of any changes they wish to have made. Any disagreement concerning such changes shall be referred to the Chairperson, whose decision shall be final. These amended records will be the official minutes of the meeting.

Rule 29**Distribution of meeting reports**

The corrected version of the records of RSC meetings shall be distributed as soon as possible following closure of the meeting in accordance with the usual practice of SOPAC. This shall include distribution to the GEF Secretariat, the Implementing Agencies, Lead Agencies in participating countries and to other organisations as considered appropriate by the PCU or as directed by the RSC.

ANNEX 1

CONSTITUTION OF THE PACIFIC ISLANDS APPLIED GEOSCIENCE COMMISSION

AGREEMENT

ESTABLISHING THE SOUTH PACIFIC APPLIED GEOSCIENCE COMMISSION

The Governments of Australia, Cook Islands, Fiji, Guam, Federated States of Micronesia, Kiribati, Marshall Islands, New Zealand, Papua New Guinea, Solomon Islands, Tonga, Tuvalu, Vanuatu and Western Samoa;

Recognising the importance of the development of the non-living resources of the South Pacific to the maximisation of benefits to the peoples of the region;

Recognising the important contribution of the Commission in assisting Pacific Island countries to identify non-living resources of potential economic significance in the offshore, coastal and onshore areas of the South Pacific and to develop greater knowledge and expertise concerning these areas and the non-living resources in them;

Wishing to continue the cooperative joint activities in the prospecting, research and development of the non-living resources in these areas;

Acknowledging the importance for such cooperation of establishing working arrangements between the Commission and other relevant regional and international organisations;

Recognising the important role of the South Pacific Forum in the South Pacific for the promotion of political and economic cooperation;

Taking account of the desire to reconstitute the Committee which was first established in 1972 and reconstituted in 1984;

HAVE AGREED as follows:

Article 1

Establishment of the Commission

The Committee is hereby reconstituted as the South Pacific Applied Geoscience Commission or "SOPAC" (herein referred to as 'the Commission').

Article 2

Purpose

The purpose of the Commission shall be:

- (a) to promote, facilitate, undertake, co-ordinate, advise on, and cooperate in, the prospecting of and research into, the non-living resources in the offshore, coastal and onshore areas of those countries whose Governments are Members of the Commission as well as in the other oceanic areas of the South Pacific region;
- (b) to otherwise assist in the development of such resources; and
- (c) to undertake such other activities related to prospecting, research and development of these resources as the Governing Council shall determine.

The term 'non-living resource' in this Agreement shall include corals and such other resources having potential for minerals or energy exploitation as the Governing Council may determine.

Article 3

Membership

1. The Members of the Commission shall consist of:

(a) those Governments which are listed in the Schedule as founding Members of the Commission, and

(b) any other Government which is the Government of an independent island state of the South Pacific or is the government of a self-governing island country in the South Pacific which is in free association with another state, and whose application for Membership has been approved by consensus of the Governing Council.

2. Any local Administration of a non-self governing territory in the South Pacific region may be admitted to Associate Membership of the Commission if its application for admission to such Membership is approved by the Governing Council by consensus. Associate Membership shall entitle the local Administration to participate in the activities of the Commission as herein provided, subject to such conditions as the Governing Council may from time to time prescribe.

Article 4

Legal Status, Privileges and Immunities

1. The Commission shall have such legal personality as is necessary for it to carry out its functions and responsibilities and, in particular, shall have the capacity to contract, to acquire and dispose of movable and immovable property and to sue and be sued.

2. The Commission shall enjoy in the territory of each Member of the Commission, such privileges and immunities as may be necessary to enable the Commission to fulfil its purpose and carry out its functions. The specific privileges and immunities referred to in this paragraph shall be defined in separate agreements to be entered into between the Commission and Members of the Commission when the prospect of activities of the Commission in the territory of such Members of the Commission makes such agreements appropriate.

Article 5

Organisation

1. The Commission shall comprise:

- (a) a governing committee (herein called 'the Governing Council'); and
- (b) a secretariat (herein called 'the Secretariat'); and
- (c) a technical advisory group (herein called 'the Technical Advisory Group').

2. The seat of the Commission shall be at such place as the Governing Council shall determine.

Article 6

The Governing Council

1. The Governing Council shall consist of the members of the Commission, each of which shall be represented by a national representative or an alternate and advisors.

Powers and Responsibilities

2. The Governing Council shall be responsible for:

- (a) the determination of the general policies of the Commission;
- (b) the finalising and adopting of the Commission's work programme;
- (c) the finalising and adopting of the budget for the coming financial year;
- (d) the making of recommendations to Members of the Commission;
- (e) the provision of direction to, and control of, the Secretariat;
- (f) the establishment of regulations for the administration of the Commission and all its constituent bodies; and
- (g) the carrying out of such other functions as may be necessary to give effect to the purpose of this Agreement.

3. The Governing Council by consensus may extend the benefits of the work programme to any Associate Members or Members under such terms and conditions it deems appropriate.

Sessions

4. The Governing Council shall hold a regular session at least once every year to be known as the Annual Session of the Governing Council. In addition a Special Session of the Governing Council shall be held at any time upon the request of the Chairman, if the Chairman or any National Representative with the support of at least two thirds of the membership of the Governing Council considers that such a Special Session is necessary in order to ensure adequate policy direction and control of the Secretariat as well as for any other reason deemed necessary. Following such a request or decision, the Chairman shall convene a Special Session of the Governing Council as soon as is reasonably practicable.

5. The quorum for Sessions of the Governing Council shall be two thirds of the membership.

6. The Annual Session of the Governing Council shall be held, unless otherwise decided, in the countries of Members of the Commission on a rotation basis.

7. The Governing Council at its Annual Session shall approve:

- (a) the annual report of the Director;
- (b) the work programme;
- (c) the Budget for the succeeding year; and
- (d) such further reports as the Governing Council may from time to time require.

A report of the work programme and budget, following their approval, shall be forwarded to the South Pacific Forum, for the information of the members of that body.

Chairman

8. The Governing Council shall elect a Chairman and a Vice Chairman at each of its Annual Sessions from among the Members of the Commission. The Chairman and the Vice Chairman shall each retain that office, unless they earlier resign, or until the next Annual Session. In the event of the Chairman resigning his or her office, the Vice Chairman shall exercise all functions and powers of the Chairman until the expiration of the Chairman's term of office or until a fresh election, whichever is the earlier.

9. The Chairman shall have the power to take decisions on behalf of the Commission between Sessions of the Governing Council on policy questions of urgency after consultation with the National Representatives. The Chairman shall have authority to delegate this power to the Vice Chairman of the Governing Council.

Decision Making

10. The Governing Council shall endeavour to take decisions at its sessions by consensus of all the National Representatives or Alternates present. If consensus cannot be achieved, and where a decision by consensus is not expressly required, decisions of the Governing Council shall require support by a majority of the National Representatives or Alternates present and voting which equates to at least two thirds of the full Membership of the Governing Council, whether present or not at that Session. Where a vote is taken, each National Representative or Alternate present at the Session shall have one vote.

Participation

11. The Governing Council may invite representatives of any Governments, international agencies, academic and research organisations, foundations, and private industry, or advisors participating in meetings of the Technical Advisory Group to attend specific sessions of the Governing Council in a consultative capacity or otherwise whether in respect to specific agenda items or more generally. The Governing Council may accord Observer Status to any Government, administration, organisation or institution, in respect of sessions of the Governing Council, in accordance with such criteria as the Governing Council may determine.

Procedures

12. The Governing Council may establish Standing Committees and other Ad hoc Committees dealing with financial, fund-raising, management, programmes, planning and any other matters deemed necessary, having either executive or advisory powers, and reporting to the Governing Council.

13. All sessions of the Governing Council shall be closed to the public unless the Governing Council shall decide otherwise.

14. English shall be the working language of the Commission.

15. The Governing Council may adopt and amend rules of procedure on the conduct of any session or meeting of the Commission and all its constituent bodies consistent with this Agreement.

Article 7

Secretariat

1. The Secretariat shall comprise the Director and Deputy Director, and such technical and administrative staff as the Governing Council may require.

Responsibilities

2. The Secretariat shall be responsible for the administration and management of the affairs of the Commission, the implementation of its policies and such further functions consistent with its purpose as the Commission through the Governing Council may from time to time determine. Subject to the foregoing, the Secretariat shall:

- (a) promote, undertake and coordinate the implementation of the work programme;
- (b) establish working arrangements with relevant regional and international organisations;
- (c) promote manpower development and training;
- (d) subject to appropriate authorisation, disseminate relevant information and data to Members of the Commission and other interested organisations;
- (e) assist Members of the Commission in the interpretation and evaluation of technical data;
- (f) advise Members of the Commission on problems and opportunities (including the management of non-living resources) with regard to activities consistent with the purpose of the Commission;
- (g) review and report regularly the progress made with all projects included in the work programme; and
- (h) undertake such other activities and follow such procedures as the Governing Council may decide.

The Director and Deputy Director

3. The Director and Deputy Director shall be appointed by the Governing Council on such terms and conditions as it may determine. The Director shall be the chief officer of the Commission. In the absence or incapacity of the Director, the Deputy Director shall assume the responsibilities of the Director.

4. The Director shall be ex officio Secretary to meetings of the Governing Council.

5. Subject to Paragraph 2 of the Article, the Director shall:

- (a) be responsible for the administration of the work programme and other activities of the Commission;
- (b) prepare and submit to the Governing Council for review and approval at its Annual Session a report on the past and projected activities of the Commission, the budget estimates, and the accounts of the Commission;
- (c) make arrangements for meetings of the Governing Council and the constituent bodies of the Commission;
- (d) arrange all matters relating to the publication of materials produced by the Commission
- (e) appoint technical and administrative staff of the Commission on such terms and conditions and for such purposes as the Governing Council, or the Director acting under the authority of the Governing Council, may determine;
- (f) seek out and attract possible sources of financial and technical support for such Commission projects; and
- (g) perform such other duties as may be required or delegated by the Governing Council.

Article 8

Technical Advisory Group

1. The Technical Advisory Group shall comprise advisors who have been;

- (a) nominated by Governments which are Members or Associate Members of the Commission;
- (b) nominated by supporting Governments and organisations which have been approved by the Governing Council; or
- (c) invited for specific purposes by the Secretariat acting under the authority of the Governing Council.

Responsibilities

2. The Technical Advisory Group shall be responsible for providing advice requested by the Governing Council on the technical, scientific, training and research and other relevant aspects of the work programme of the Commission.

Participation

3. Experts participating in meetings of the Technical Advisory Group shall do so on a full and equal basis and in accordance with such rules of procedure as the Governing Council may from time to time determine. Advice tendered to the Governing Council by the Technical Advisory Group shall be based on the consensus of the advisors present or, where this is not achievable, the advice given by the Technical Advisory Group shall fairly and accurately reflect the range and strength of views within the Technical Advisory Group; Such advice shall be contained in a report to be submitted by the Technical Advisory Group to the Governing Council before the end of the Annual Session.

Procedure

4. Meetings of the Technical Advisory Group shall be held in conjunction with meetings of the Governing Council in Annual Session and at such other times and places as the Governing Council may determine. The Governing Council shall at its Annual Session appoint a Chairman for the meeting of the Technical Advisory Group held in conjunction with that Annual Session and the Chairman shall retain that office until the meeting of the Technical Advisory Group held in conjunction with the next Annual Session of the Governing Council.

Article 9

Budget

1. The budget of the Commission and all issues related to it shall be approved by the Governing Council at its Annual Session with the consensus of all those Members of the Commission represented at such Annual Session.

2. The budget shall be financed by:

- (a) assessed contributions from Governments which are Members of the Commission;
- (b) by voluntary contributions from Members of the Commission, Associate Members of the Commission, or other Governments, administrations, organisations and institutions; and
- (c) from investments, fees, grants and other sources as approved by the Governing Council.

Voluntary contributions may be of a financial or non-financial nature. The Governing Council shall determine at its Annual Session by consensus the assessed level of contributions for the following year.

3. The Governing Council shall adopt financial regulations for the administration of its finances, including the administration of contributions received from Governments which are not Members of the Commission or from any interested institutions or organisations.

Article 10

Sovereign Rights of States

Nothing in this Agreement shall be interpreted as prejudicing the sovereignty of parties to this Agreement over their territory, territorial sea, internal waters or archipelagic waters, or their sovereign rights over the non-living resources of their exclusive economic zones or continental shelves in accordance with the relevant rules of international law, including the United Nations Convention on the Law of the Sea.

Article 11

Area beyond National Jurisdictions

The Commission shall ensure that any activities which it conducts in the areas beyond national jurisdictions are carried out having due regard to, and in accordance with, international law.

Article 12

Memorandum Conferring Status on the Committee

Upon the entry into force of this Agreement, the Memorandum of Understanding to confer upon the Committee status as an intergovernmental organisation which came into effect on August 25, 1984 shall cease to have effect.

Article 13

Signature, Ratification, Accession, Entry into Force

1. This Agreement shall be open for signature by the founding members of the Commission listed in the schedule hereto who may become party to it either by:

- (a) signature without reservation in respect of ratification or;
- (b) signature subject to ratification, followed by such ratification.

2. The Agreement shall enter into force thirty days after the date on which the sixth Government signs the Agreement without reservation as to ratification or deposits its instrument of ratification. For any Government that becomes party to the Agreement after that date, the Agreement shall enter into force for that Government thirty days after the date on which it signs the Agreement without reservation as to ratification or deposits its instrument of ratification.

3. Following the entry into force of the Agreement in accordance with paragraph 2 of this Article, the Agreement shall be open for accession by other Governments referred to in paragraph 1(b) of Article 3. The Agreement shall enter into force for any such Government thirty days after the date of deposit of its Instrument of Accession.

4. This Agreement shall be deposited with the Government of Fiji who shall act as Depositary and be responsible for the registration of the Agreement with the United Nations. The Depositary shall inform the Governments listed in the schedule hereto of the date of entry into force of the Agreement and shall inform those Governments and any other Governments which accede to this Agreement of each signature or ratification of or accession to the Agreement.

5. Reservations to the Agreement shall not be permitted.

Article 14

Amendment

1. Any member of the Commission may propose amendments to the Agreement for consideration by the Governing Council. The text of any amendment shall be circulated to members of the Commission no less than three months in advance of any Session of the Governing Council.

2. Any amendments to this Agreement proposed by a member of the Commission shall only be adopted by a consensus decision of all members of the Commission represented at the Session and shall enter into force thirty days after receipt by the Depositary of instruments of acceptance or ratification from all members of the Commission.

Article 15

Withdrawal

1. Any Member of the Commission may withdraw from this Agreement by giving written notice to the Depositary. The Depositary shall immediately inform all Members of the Commission of receipt of a withdrawal notice. Withdrawal shall take effect one year after receipt of such notice by the Depositary.

2. A withdrawing Member of the Commission shall remain liable for all obligations to the Commission to which it was subject at the date of receipt by the Depositary of the withdrawal notice. If the withdrawal becomes finally effective, the Member of the Commission shall not incur any liability for obligations resulting from operations of the Commission effected after the date on which the withdrawal notice was received by the Depositary.

Article 16

Dissolution or Suspension

1. The Governing Council may resolve that the Commission be dissolved or that its activities be suspended.
2. Such a resolution shall take effect immediately following the conclusion of the next Annual Session of the Governing Council provided that it has at the time of that next Annual Session been ratified by two thirds of the Members of the Commission. The Governing Council shall at that next Annual Session decide the manner in which the assets and obligations of the Commission should be liquidated, distributed or borne, prior to the dissolution or suspension of the Commission.
3. The Governing Council shall also at that next Annual Session adopt a declaration prescribing the date on which the Commission shall be deemed dissolved or suspended. The declaration shall be communicated by the Chairman of the Commission to the Members and Associate Members of the Commission.
4. In the case of a resolution of suspension, the Commission shall in its declaration prescribe the procedure whereby the suspension may be terminated and the organisation revived.

IN WITNESS WHEREOF the undersigned, being duly authorised by their respective Governments, have signed this Agreement.

Opened for signature at this day

of

SCHEDULE

Founding Members of the South Pacific Applied Geoscience Commission

RULES OF PROCEDURE

Authorization

1. These Rules of Procedure derive their authority from Article 6 Section 12 of the Agreement Establishing the South Pacific Applied Geoscience Commission (SOPAC) and shall apply to all sessions of the Governing Council (hereinafter referred to as the Council) and its ad hoc committees and over the intersessional activities.

Adoption and Amendment

2. These Rules of Procedure were adopted by the Council at its 22nd Annual Session (1993) and shall remain in force until amended by the Council.

Representation at the Council Meetings

3. The following are eligible to attend sessions of the Council:

- (a) One National Representative, an Alternate and Advisers from each of the member countries.
- (b) The Director, Deputy Director/Programme Managers and other officers of the Commission.
- (c) Countries granted Associate membership status under Article 3 Section 2 of the Agreement Establishing the South Pacific Applied Geoscience Commission.

Observers

4. The representatives of the members of the Council of Regional Organisations in the Pacific (CROP) may participate as observers in the sessions of the Council. International and national organisations, universities, foundations and non-member countries having common interests with the Commission may apply to be observers. Applications for observer status require the prior approval of the Chairman.

Sessions of the Council

5. The Council shall meet at least once a year (for not more than one week wherever possible). For budgetary purposes each annual session should be held in Fiji. Nonetheless, the host government in any year has the prerogative to host in-country but any additional costs should be borne by that country not the organisation.

6. The Council shall decide on the tentative dates, host country and venue of its next meeting.

7. Arrangements for Council Sessions shall be the responsibility of the Director who may delegate certain responsibilities to the host country.

8. The Commission shall be responsible for the cost of subsistence and of transport for one national representative from each Pacific Island member country.

9. The Commission shall not be responsible for any expenses relating to other representatives, alternates, advisers or observers.

Seating Arrangements

10. The seating arrangement for National Representatives shall be in alphabetical order. The Director shall be seated next to the Chairman and the Chairman may appoint an adviser from a delegation or an officer of the Secretariat to assist him. Observers may be seated at the main table and at the opposite side from the Chairman provided there is adequate room.

Appointment of Chairman and Vice Chairman

11. (Replacement para 11, refer para 484, Proceedings of 30 Session, 2001)

The Chairmanship of the Council shall rotate among member countries in alphabetical order. The member country providing the Chair may have the option of hosting the Council Session. In this context, members mean those countries that have ratified or acceded to the Agreement Establishing the South Pacific Applied Geoscience Commission.

12. The Chairman shall hold office from one annual session to the next. The Chair shall pass from the outgoing to the incoming chairman at the beginning of each annual session.

13. The Vice Chairman will normally be provided by the member country to chair the succeeding session of the Council.

Inter-Sessional Activities

14. In the period between Annual Sessions, the Chairman shall co-ordinate all activities relating to the Council including consulting and reporting to the Council as follows:

- (a) chair any special session;
- (b) co-ordinate all recruitment for Director and Deputy Director positions; [deleted as per revision of Rules of Procedure on Executive Appointments, 33rd Session (2004), see below]
- (c) wherever possible lead Commission delegations to international meetings and missions;
- (d) act as a focus and public relations for the Governing Council; and
- (e) maintain general consultative contact with the Secretariat and member countries.

Agenda

15. The provisional agenda for each Council shall be distributed by the Director and shall include:

- (a) opportunity for statements by member countries, donors and supporting organizations;
- (b) a report by the Director on action taken by the Secretariat on the decisions of the previous Council;
- (c) the Annual Report of the Director on the activities of SOPAC;
- (d) the report of STAR and TAG;
- (e) the Proposed Work Plan and Budget;
- (f) items recommended for inclusion by a previous Governing Council;
- (g) items proposed by the Secretariat;
- (h) items proposed by member countries;
- (i) the appointment of Director ~~and Deputy Director~~ [deleted as per revision of Rules of Procedure on Executive Appointments, 33rd Session (2004), see below] when appropriate.

16. Items proposed for inclusion in the provisional agenda together with supporting papers shall reach the Director no later than 60 days before the Council.

17. The provisional agenda together with working papers shall be circulated by the Director at least 30 days before the Governing Council session.

Business of the Council

18. The Council shall:

- (a) approve the agenda;
- (b) examine, amend as required and adopt the draft Work Plan and Budget taking into account the confirmation by member countries and donors of the level of their financial contributions;
- (c) consider as appropriate, any aspect of the administration of SOPAC;
- (d) appoint the Director ~~and Deputy Director~~ [deleted as per revision of Rules of Procedure on Executive Appointments, 33rd Session (2004), see below];
- (e) approve the Annual Report of the Director;
- (f) decide on the policy to be followed by the Director in the preparation and the control of the Work Plan and Budget to be presented to the Council;
- (g) examine any other matters of common interest and within the mandate of SOPAC.

Drafting Committee

19. The Council shall establish a Drafting Committee and such other ad hoc committees as it may deem necessary.

20. The Drafting Committee shall comprise the Vice Chairman as Chair and at least four other representatives nominated by the Council and supported by the Secretariat and/or an adviser.

21. The Drafting Committee shall, in consultation with the Director or his nominee and subject to any decisions of the Council, supervise the preparation of the draft summary report record of discussions of the Council for consideration and adoption.

Conduct of Business

22. Sessions of the Council shall be closed to the public unless the Council decides otherwise. The Council may also restrict part of its deliberations to National Representatives only and such other persons that it may invite.

23. Two thirds of the member countries shall constitute a quorum of the Council.

24. Agenda items shall be introduced by the Chairman, national representatives, or at the direction of the Chairman, by the Secretariat, Advisers or other accredited participants.

25. Each Representative or Alternate will be entitled to speak at least once on each item. The length of time that a National Representative may speak on each item will be determined by the Chairman.

26. The Director and Deputy Director have the right to speak. The Director may request the Chairman's permission for other officers of the Commission to speak.

27. Observers under paragraph 4 may request the Chairman for the right to address the Governing Council. Observers may be invited by the Chairman to comment on any item pertinent to the interests of the Commission (SOPAC).

28. Papers presented to the Council shall normally be circulated and not read in the Council meetings.

29. The Chairman shall open and close each session and, subject to these Rules, direct discussions, announce decisions, accord the right to speak and ensure observation of these Rules. He may call a speaker to order, shall rule on points of order and, subject to these Rules, shall have complete control of the proceedings.

Decision Making

30. The Council shall make every effort to reach decisions by consensus and voting shall take place only when all efforts at consensus have been exhausted. When voting is necessary it shall take place in accordance with Article 6 (10) of the Agreement establishing the South Pacific Applied Geoscience Commission.

Language

31. The official language of the Council shall be English.

Report

32. The Report adopted by the Council shall be distributed by the Director to member countries as soon as possible after the Council Session.

REVISED RULES OF PROCEDURES ON EXECUTIVE APPOINTMENTS

(As adopted by the 33rd Session (2004) of the SOPAC Governing Council)

[Subsequent to this revision, amendments are highlighted in above text]

A. PROCEDURES FOR APPOINTMENT OF DIRECTOR

Preliminary

1. Article 7 section 3 of the Agreement Establishing the South Pacific Applied Geoscience Commission vests the power to make appointments to the positions of Director and Deputy Director in the Governing Council (hereinafter referred to as the Council). However, Council at its 33rd Session held September 2004, agreed that henceforth the Director only would be appointed by Council and the Deputy Director be appointed by the Director in close consultation with a Council approved Appointments Subcommittee for the Deputy Director.

2. Only nationals of SOPAC member countries shall be eligible for appointments as Director.

3. The position requirements for the Director shall be approved by the Council.

4. The initial term of an appointment shall be for a period of three (3) years. Incumbents may apply for and the Council may at its discretion approve one three (3) year extension to the initial term. Under no circumstances would an extension beyond six (6) years be considered.

Notification of vacancies to member countries

5. The Director shall send notification of a vacancy to National Representatives of member countries as soon as practicable and at the same time advertisements are to be placed.

6. In the event that an incumbent indicates an intention to vacate a position prior to the scheduled termination date, the Director shall advise the Chair and shall immediately notify the governments of member countries with a view to initiating the regular recruitment procedures as soon as possible.

Interim appointments should a Deputy Director not be in Post

7. As an interim arrangement where for any reason it is impossible or impracticable to appoint a Director in accordance with these procedures before the incumbent leaves his/her post and as a result there is an unfilled vacancy, the Chair, in consultation with member governments, may appoint an interim Director on such terms and conditions as may be approved by the Council.

8. The interim Director may be selected from the Secretariat or, if there is no suitable candidate in the Secretariat, from nominees of member countries.

9. Interim appointments stand until a permanent appointment is made. Interim appointments confer on the holder no assumption of permanency. Holders of an interim appointment shall not however be precluded from applying for permanent appointment in accordance with the provisions of these procedures.

Advertisement

10. Vacancies will be advertised at least six (6) months prior to the Annual Session at which the appointment is to be made. Applications should close three (3) months prior to the Annual Session. Each country is responsible for advertising the vacancy at national level.

11. Advertisements will be placed in public gazettes, appropriate national newspapers, appropriate regional magazines or journals and other publications at the discretion of the Chair.

Applications

12. Applications should be addressed in confidence to the Chair and should contain a full curriculum vitae of the candidate and the names and addresses of three professional referees. The Chair, in his/her discretion, may direct that applications be addressed to him/her care of the Secretariat. In such circumstances the Secretariat will act at the direction of the Chair.

13. Applications should reach the Chair by the closing date.

14. Incumbents eligible for reappointment for a second 3-year term are required only to express their interest in writing to the Chair by the closing date.

Appointments Committee

15. An ad hoc Committee shall be appointed by the Council (hereinafter referred to as the "Appointments Committee") to assist the Council in the initial selection process. This committee to be determined at the Council meeting prior to an appointment being made. The role of the Committee will be to screen applications, conduct interviews if necessary, and make a recommendation to Council.

16. The Appointments Committee to include:
- (i) the Chair
 - (ii) Vice Chair
 - (iii) not less than two (2) other members

17. The initial function of the Appointments Committee shall be to screen all applications received and to draw up a short-list of not more than five candidates for consideration by Council. This task to be completed within one month of closure of applications.

18. In carrying out this function the Appointments Committee shall:

- (i) prepare a summary of all applicants and determine their eligibility
- (ii) consider each eligible application individually having regard to the criteria established by the Council, this to be summarized in a spreadsheet, identifying scoring criteria and weighting, and thereby identifying the short-listed candidates in preferred order;
- (iii) call for referees reports for the short-listed candidates
- (iv) prepare a report for circulation to member countries on each of the short-listed candidates, this report to include letters of application, CVs, and referees reports received, together with results sheets provided by each member of the Committee.

19. Immediately upon completion of the report, the Chair shall forward a copy of the same to each member country. Member countries may submit to the Chair comments on the shortlist or the report of the Appointments Committee.

Interview

20. The Chair after reviewing the report of the Appointments Committee and following consultation with Council, will call for interviews. Should this be necessary, the Appointments Committee shall form the interview panel and interviews completed at least three weeks prior to Council meeting.

21. The interview panel shall prepare an immediate interview report, including scoring criteria presented in a spreadsheet, on each

interviewed candidate which shall be forwarded to member governments.

Final Selection Process

22. The final selection of the Director shall be made by the Council.

23. In considering its decision Council shall have available the reports and recommendations of the work of the Appointments Committee including the shortlisting and interview processes. In making an appointment the Council will fully consider the work of the Appointments Committee, but shall not be constrained in any way by the recommendations of the Appointments Committee.

24. In deciding upon appointments the Council shall make every effort to reach a decision by consensus consistent with Article 6.10 in the Constitution. Should consensus not be reached, Council must decide either to adhere to the procedure in the Agreement Establishing the South Pacific Applied Geoscience Commission, or to an alternate acceptable process.

25. The Chair to negotiate with the successful candidate on behalf of Council. As such, a draft letter of contract agreed to by Council, and signed on Council's behalf by the Chair is to be presented to the successful candidate as soon as practical. Should the successful candidate not accept the position, then the position is offered to the runnerup. Council notes that it has secured a new Director only after a contract is signed by both parties.

Amendments

26. The Council reserves the right to amend or waive these procedures in exceptional circumstances. This provision should not be invoked whilst the rules are being applied during a particular appointment process.

B. PROCEDURES FOR APPOINTMENT OF DEPUTY DIRECTOR

Preliminary

1. Article 7 section 3 of the Agreement Establishing the South Pacific Applied Geoscience Commission vests the power to make appointments to the positions of Director and Deputy Director in the Governing Council (hereinafter referred to as the Council). However, Council at its 33rd Session held September 2004, agreed that henceforth the Director only would be appointed by Council and the Deputy Director be appointed by the Director in close consultation with a Council approved subcommittee (hereafter referred to as "Appointments Subcommittee for Deputy Director").

Appointment Process

2. The position requirements for the Deputy Director shall be approved by the Council, prior to advertising, and at that time the Appointments Subcommittee for the Deputy Director be determined.

3. The Appointments Subcommittee shall comprise at least four members of Council and the Director.

4. The appointments process for the Deputy Director shall conform to that approved by Council for Secretariat Professional Staff and the role of the Appointments Subcommittee is to oversee the process including acting as a screening and interview panel.

5. The initial term of an appointment shall be for a period of three (3) years. Incumbents may apply for one three (3) year extension to the initial term. Under no circumstances would an extension beyond six (6) years be considered.

Interim appointments

6. As an interim arrangement where for any reason it is impossible or impracticable to appoint a Deputy Director in accordance with these procedures before the incumbent leaves his/her post and as a result there is an unfilled vacancy, the Director, in consultation with Council, may appoint an interim Deputy Director.

7. The interim Deputy Director may be selected from the Secretariat or, if there is no suitable candidate in the Secretariat, from nominees of member countries.

8. Interim appointments stand until a permanent appointment is made) Interim appointments confer on the holder no assumption of permanency. Holders of an interim appointment shall not however be precluded from applying for permanent appointment in accordance with the provisions of these procedures.