



WORLD FOR WORLD ORGANIZATION (WFWO)

DEVELOPMENT EFFECTIVENESS OF EXECUTIVE BOARD DIRECTORS OF RESOURCE MOBILISATION TEAM (EBDRMT)

TERMS AND GENERAL CONDITIONS

1. WFWO Development Effectiveness of Executive Board Directors of Resource Mobilization Team (EBDRMT) under general coordination of the Executive President of WFWO (WFWEPE) will assist the Executive Board Directors of Resource Mobilization Team (EBDRMT) to carry out its responsibility of ensuring that the programs and resource mobilizations activities of the WFWO to achieve development effectiveness. Such development effectiveness is assessed through WFWO's operations and resource mobilizations. To ensure the independence of WFWO's operations on resource mobilizations, the EBDRMT reports directly to the Executive President of WFWO (WFWEPE). For the purpose of the EBDRMT's work, "development effectiveness" is the measure of (i) whether WFWO's programs and activities on resource mobilizations in furtherance of its policy goals and objectives have resulted in the desired outcomes, and (ii) whether these programs and activities have made efficient use of WFWO's available resources provided by EBDRMT.

A. Composition

2. The EBDRMT will consist of not more than twelve members of the Board of Directors. The Chairman of the Board will appoint the members of the Board, in consultation with the WFWO's Executive President (WFWEPE).

3. The members of the EBDRMT will be appointed for a term from one to four years for one year probation, the EBDRMT starting on 1st June 2009 of the appointment for a period of one year and ending on 1st July 2009 one year later. If a member of the EBDRMT ceases to be a member of the Board, the Chairman, in consultation with the WFWEPE Board, will appoint a replacement for the remaining term of the Board.

B. Responsibilities

4. The EBDRMT will be expected to satisfy itself that WFWO's operations and resource mobilization activities are adequate and efficient. In this regard, the specific responsibilities that the EBDRMT will carry out on behalf of the Board are as follows:

(i) recommend to the Board, jointly with the Chairman, any person to be considered by the Board for appointment, subject to the terms and conditions approved by the WFWEPE Board;

(ii) advise in the preparation of an annual resource mobilizations work program that the EBDRMT can endorse to the Board for approval;

(iii) advise in the preparation of an annual budget proposal that the EBDRMT can endorse for review by the Budget Review Board of EBDRMT;

(iv) review all reports and discuss selected major reports, as well as WFWO/EBDRMT responses to any report related to resource mobilizations aspect;

(v) monitor and evaluate the actions taken by WFWO on the recommendations in the EBDRMT reports accepted by WFWEP and endorsed by the EBDRMT Board;

(vi) report to the Board on selected development effectiveness resource mobilizations issues that have a significant bearing towards the achievement of WFWO's overarching goal of poverty reduction in order to implement the Millennium Development Goals to be met by 2015, and make recommendations on such issues to the Board;

(vii) monitor and report to the Board on the implementation of its decisions;

(viii) review the Annual Report on Resource Mobilization Activities;

(ix) review the Annual Report on Resource Mobilizations, Grant, Loan, co-financing projects, and Technical Assistance Portfolio Performance, project pipelines to be approved by EBDRMT and for funding.

5. The EBDRMT will make reports and submit recommendations to the Board of Directors through the Chairman in his capacity as the Chairman of the Board.

6. The EBDRMT will make reports as it considers necessary, but at least once a year.

C. Meetings

7. The EBDRMT will meet as often as it considers necessary.

8. EBDRMT meetings will be held at WFWO headquarters or other location selected by the EBDRMT.

9. The quorum for a meeting will be three members of the Board. If the Chairperson is not present in person, the Board will select one of the members present to preside over that meeting.

10. All other Board members may attend meetings of the Board Directors' Advisors may attend the meetings of the Board except as otherwise advised by the Chairperson of the Board.

D. Information and Communication

11. EBDRMT will furnish to the Board any pertinent information as is considered necessary by the Board to discharge its responsibilities. The Board may, with the concurrence of the Chairman, seek briefings from all members concerned on relevant operations on resource mobilization matters and request their participation at meetings.

12. If a document or information requested by the Board is not provided, the request may be referred by the Chairperson of the Board, as Chairman of the Board of Directors, for a final decision.

13. All communication between the EBDRMT and WFWO Team, will be conducted through the office of the Executive President of WFWO. The Office of the CEBDRMT will be informed of all direct communication between the EBDRMT and WFWEP.

14. The designating EBDRMT shall ensure that the special skills and talents of all designees are well utilized for the benefit of the Organization, and that designees are provided with regular and appropriate guidance on their activities on behalf of the WFWO/EBDRMT. The designating EBDRMT or Programs shall consult the WFWO Operations Team and Communication Team on activities involving EBDRMT, as appropriate.

15. WFWO Communication Team shall be the focal point for consultation and communication on policy issues relating to EBDRMT Development and other celebrity advocates, including their designation and status under direct supervision of the Executive President WFWO. The WFWO Communication Team will also facilitate the sharing of information and best practices in the management of relationships with EBDRMT and WFWO Networks.

Conditions & Eligibility of the EBDRMT

16. EBDRMT shall be designated for a period of one year, renewable, based on mutual agreement by the parties on the basis of satisfactory fulfillment of the role and their demonstrated interest in continuing the relationship.

17. EBDRMT shall not be paid a salary or indemnity or insurance, only although resource mobilizations or fundraising program provided by EBDRMT " for funding of WFWO projects case by case. EBDRMT will be submitted an clear proposal and agreed by both parties as EBDRMT or consultants will paid under the program may be granted by EBDRMT partners may be given travel and daily subsistence allowances when they are traveling on behalf of the WFWO/EBDRMT (only if the project funding sponsored by the consultant designated in he/his country where the WFWO operate or co-financed and approved and requested by the CEBDRMT/WFWEP/EBDRMT).

18. The official activities or performing services for the WFWO/EBDRMT, the EBDRMT are considered as having the status of "Advocacy special tasks force

EBDRMT Mission” for the WFWO within the meaning of WFWO policy and guidelines agreed and approved by designated EBDRMT.

19. As” Advocacy special tasks force Mission of WFWO/EBDRMT”, shall not be entitled to a Special identification card. However, they shall be entitled to a business card and the terms of reference and nominations certificate, as well as a special information on the designated EBDRMT will added in WFWO’s website, to ensure that are on official WFWO/EBDRMT to support the WFWO’s activities as EBDRMT and should be accorded facilities their mission to achieve their objectives.

20. EBDRMT shall be fully responsible for arranging, at their own expense, such insurance life, health and other forms of insurance covering the period of their services on behalf of the EBDRMT, as they consider appropriate. They are not eligible to participate in the life or health insurance schemes available to WFWO staff team. The responsibility of the WFWO is limited to cover the insurance coverage under the conditions described in these Terms % Conditions (see item 21).

21. EBDRMT who are authorized or approved mission to travel on the expense requested to perform services on behalf of the WFWO/EBDRMT, should be approved by WFWEP/CEBRMT, in this case WFWO will be in charge to cover the mission insurance package to the performance of duties on behalf of the WFWO/EBDRMT, will be cover by an special insurance only during the period of the mission or program approved by the WFWEP and EBDRMT and funded by EBDRMT.

Termination

22. The designation EBDRMT shall be terminated if, in the view of the Head of the relevant WFWO’s Board Directors or Program, the designee is unable or unwilling to carry out the role envisaged in the terms of reference, if the EBDRMT engages in any activity incompatible with his/her status or with the purposes and principles of the WFWO or if the termination is in the interest of the Organization.

Confidentiality

23. EBDRMT will maintain confidentiality in accordance with WFWO regulations. All requests for information by or on behalf of the EBDRMT must be requested in writing and signed by the EBDRMT specifically outlining what information the EBDRMT is requesting released. Only that information which is specifically stated in the request by the EBDRMT will be released. The EBDRMT understands that certain state and federal agencies and departments may have access to the applicants information or as directed by a court of jurisdictional authority. EBDRMT agrees to allow WFWO/EBDRMT to contact current or previous employers, educational institutions or others in the event that a question may arise about the EBDRMT making false or misleading statements, or as may be deemed necessary to ensure that true and correct information was provided to WFWO.

Compliance and Indemnification

24. EBDRMT agrees to use the services of WFWO Networks within all laws and to upload and/or download files, if at all, only with the consent of the copyright or patent of the WFWO. EBDRMT specifically agrees to defend, indemnify and hold harmless WFWO Networks, its officers and employees from any claim, loss or damage, including costs and reasonable attorney fees, arising out of any act or omission of EBDRMT under this agreement.

E. Administrative Arrangements

25. WFWO will provide support services to the EBDRMT if is necessary upon approved by WFWEP.

F. Executive Board Directors Resource Mobilization Team (EBDRMT)

26. Terms of Reference

The Executive Board of Directors of Resource Mobilization Team (EBDRMT) has the oversight responsibility and specific duties described below.

Responsibility

The Board is responsible for the WFWO/EBDRMT, providing independent, effective leadership to coordinate the resource mobilizations management under general supervision of EBDRMT business and affairs to grow value responsibly, in a profitable and sustainable manner to achieve its objectives to support the WFWO's activities.

Specific Duties

The Chairman, Executive Board Directors of Resource Mobilization Team (CEBDRMT) will:

27. Leadership

a) Provide leadership and vision to supervise the resource mobilizations team of WFWO/EBDRMT in the best interests of its shareholders, partners and to achieve its aims.

b) Provide leadership in setting the vision, principles, values, strategic plan and Annual Plan of WFW/EBDRMT, in conjunction with the Chairman Executive of the Board (CEBDRMT) and members of the board.

28. CEBDRMT

a) Select, appoint, evaluate and, if necessary the members of the board in close cooperation with WFWO's Executive President (WFWEP).

b) Receive recommendations on appropriate or required by the CEBDRMT

competencies and skills from the Management Resources Mobilization Team of WFWO (WFWRMT) and member of the board.

c) Approve or develop the corporate objectives that the CEBDRMT is responsible for and assess the WFWO/EBDRMT against those objectives.

29. Succession and Compensation

a) Succession plan, including appointing, training and monitoring the performance of EBDRMT is under the responsibility of CEBDRMT.

b) With the advice of the, approve the compensation of senior EBDRMT and approve appropriate compensation programs is under the responsibility of CEBDRM.

30. Ethics and Integrity

a) Foster ethical and responsible decision making by WFWO/EBDRMT.

b) Set the ethical tone for WFWO/EBDRMT and its board members team.

c) Take all reasonable steps to satisfy itself of the integrity of the WFWO/EBDRMT and board members team and satisfy itself that the CEBDRMT and team to create a culture and integrity

EBDRMT Board Terms of Reference

Integrity throughout the organization and in its relationships with financial partners, donors, and other stakeholders.

d) At the recommendation of the WFWO/EBDRMT to approve Code of Conduct.

e) Monitor compliance with WFWO/EBDRMT Code and grant and disclose, or decline, any waivers of the Code for officers and directors.

f) With the advice of the WFWO/ EBDRMT and the Board Chair, respond to potential conflict of interest situations.

31. Governance

a) With the EBDRMT, develop approach to corporate governance, including adopting a resource mobilizations Manual that sets out the principles and guidelines applicable to WFWO/EBDRMT.

b) At least annually, and with the advice of the WFWO/EBDRMT, receive for consideration that EBDRMT is evaluation and any recommended changes, together with the evaluation and any further recommended changes of another Board Committee, if relevant, to each of the following:

i) Corporate Governance Manual;

- ii) EBDRMT Terms of Reference;
- iii) The code of resource mobilization aspect.

The ECBDRMT will determinate and ensure the appointment of audit committee if is necessary resource mobilizations and funding Project funding distributions in close cooperation with WFWEP.

c) With the assistance of the EBDRMT, ensure that WFWO/EBDRMT governance practices and policies on resource mobilizations aspect are appropriately disclosed to support the WFWO activities around the world

d) At the recommendation of the CEBDRMT/EBDRMT, annually determine those individual Directors to be defined as independent under the Corporate Governance Manual definition and ensure appropriate disclosures are made.

e) At the recommendation of the CEBDRMT/EBDRMT, annually determine those individual Directors to be designated as financial experts under applicable guidelines and ensure appropriate disclosures are made.

f) At the recommendation of the CEBDRMT/EBDRMT, establishing minimum shareholding requirements for Directors and senior management.

Board Terms of Reference

32. Communications, Disclosure and Compliance

a) Adopt a Corporate Disclosure Policy for EBDRMT which addresses disclosure matters on resource mobilizations.

b) Periodically review the Corporate Disclosure Policy and consider any recommended changes on resource mobilizations.

c) Ensure policies and procedures on resource mobilizations aspect are in place to ensure EBDRMT compliance with applicable law, including timely disclosure of relevant corporate information and regulatory reporting.

d) Adopt measures for receiving feedback from stakeholders and ensure appropriate disclosures of the measures are made.

33. Board Chair/WFWEP

a) Annually appoint the Chair of the Board.

34. EBDRMT/WFWEP

a) Appoint an EBDRMT comprised of all independent Directors with the responsibility to assist the Board in fulfilling its oversight responsibilities with respect to (i) the integrity of annual and quarterly financial statement to

be provided to shareholders and regulatory bodies; (ii) compliance with accounting and finance based legal and regulatory requirements; (iii) the independent auditors qualifications and independence; (iv) the system of internal accounting and financial reporting controls that management has established; (v) performance of the internal and external audit process and of the independent auditor; and, (vi) implementation and effectiveness of the Code and the compliance programs under the Code and policy of the WFWO related to resource mobilizations.

b) The CEBDRMT/WFWEP/EBDRMT appoint comprised of all independent Directors with the responsibility to assist the Board in fulfilling its oversight responsibilities.

Board Terms of Reference

c) The CEBDRMT/EBDRMT appoint a Capital Expenditure Committee comprised of all independent Directors with the responsibility to assist the Board in fulfilling its oversight responsibilities with respect to due diligence in the development and implementation of systems and programs for the management of capital expenditures is under the responsibility of the CEBDRMT.

d) The CEBDRMT/WFWEP/EBDRMT appoint any other Board Committees that the Board decides are needed and delegate to those Board Committees any appropriate powers of the Board.

e) In the Board is discretion, annually appoint the Chair of each Board Committee.

35. Delegations and Approval Authorities

a) Annually delegate approval authorities to the CEBDRMT and review and revise them as appropriate.

b) Consider and, in the Board is discretion, approve financial commitments in excess of delegated approval authorities.

c) In the Board is discretion, delegate to the Audit Committee the authority to approve or recommend to the Board for consideration the quarterly and annual results, financial statements

d) Consider and, in the Board is discretion, approve any matters recommended by the EBDRMT.

e) Consider and, in the Board is discretion, approve any matters proposed by CEBRMT related to resource mobilizations under the responsibility of EBDRMT to support the WFWO activities.

36. Strategy

- a) Approve the development of a strategic direction.
- b) Adopt a strategic planning process and, at least annually, approve a Strategic Plan on resource mobilizations of WFWO/EBDRMT to maximize shareholder value, that takes into account, among projects to be committed to achieve its objectives, the opportunities and risks of WFWO/EBDRMT business.
- c) Monitor EBDRMT performance in light of the approved Strategic Plan.

37. Annual Plan

- a) Approve an Annual Plan for EBDRMT including business plans, operational requirements, organizational structure, staffing and budgets, that support the Strategic Plan to all WFWO projects financed by the EBDRMT.
- b) Monitor EBDRMT performance in light of the approved Annual Plan and funds provided by EBDRMT to WFWO.

Board Terms of Reference

38. Risk Management

- a) Ensure policies and procedures are in place to identify CEBRMT/EBDRMT principal business risks and opportunities, address what risks are acceptable to WFWO/EBDRMT and, ensure that appropriate systems are in place to manage the risks.
- b) Ensure policies and procedures designed to maintain the integrity of EBDRMT disclosure controls and procedures are in place.
- c) Ensure policies and procedures designed to maintain the integrity of EBDRMT internal controls over financial reporting are in place.
- d) Ensure policies and procedures designed to maintain appropriate auditing and accounting principles and practices are in place.

39. Orientation/Education

- a) With the EBDRMT, oversee the development and implementation of the Director orientation program.

40. Board Performance

- a) Oversee the process of the EBDRMT annual evaluation of the performance and effectiveness of the Board, Board Committees, and all individual Directors.
- b) Participate in an annual evaluation of Board performance by the EBDRMT.

c) Receive and consider a report and recommendations from the WFWO/EBDRMT on the results of the annual evaluation of the performance and effectiveness of the Board, Board Committees, and on a periodic basis all individual Directors.

41. Board Meetings

a) Meet at least five times annually, or as the Board may otherwise determine, and as many additional times as needed to carry out its duties effectively.

b) Meet in separate, non-management, in camera sessions at each regularly scheduled meeting.

c) Meet in separate, non-management, closed sessions with any internal personnel or outside advisors, as needed or appropriate.

42. Board Terms of Reference

Advisors/Resources

a) Retain, oversee, compensate and terminate independent advisors to assist the Board in its activities is under the full responsibility of the CEBRMT/EBDRMT.

b) Receive adequate funding from EBDRMT for independent advisors and ordinary administrative expenses that are needed or appropriate for the Board to carry out its duties is under full responsibility of the CEBRMT/EBDRMT.

43. Other

a) Authority to make minor technical amendments to these Terms of Reference is delegated to the Corporate Secretary, who will report any amendments to the EBDRMT.

b) On an annual basis or as the EBDRMT/WFWO decides, these Terms of Reference will be fully evaluated and updates recommended to the Board for consideration.