



**THE EXECUTIVE BOARD DIRECTORS RESOURCE  
MOBILISATION TEAM (EBDRMT)**

**THE CHAIRMAN EXECUTIVE AND SENIOR INDEPENDENT  
BOARD DIRECTORS**

**TERMS OF REFERENCE**

**A. Re-adopted resolutions by WFWE/EBDRMT board Meeting held on  
19 May 2009, in Dubai (UAE);**

**B. Relationship of the Chairman of the EBDRMT and the Executive  
President of WFWO /EPWFW – guiding principles;**

1. The two roles must be complementary. The chairman of the EBDRMT is responsible for managing the business of the board whilst the EPWFW runs the business of the Organization.

The chairman of the EBDRMT and the EPWFW must ensure that each is appropriately informed of the others current areas of activities. They must be seen to work closely together as a team.

2. Their relationship must be based on mutual respect and trust. It must be frank and open, with problem areas being addressed openly.

3. The chairman has direct access to EPWFW, as he deems necessary.

4. The chairman of the EBDRMT and the EPWFW must agree on their respective roles in setting major tasks and in taking new initiatives.

5. There should be shared vision to promote the long-term success of the EBDRMT.

6. There should be shared views on the fundamental strategy for the EBDRMT.

7. There should be a shared approach to public affairs and Board members.

8. These guiding principles will only be modified by mutual agreement between the chairman of the EBDRMT and the EPWFW and with the prior approval of the board.

## **B. Terms of reference for the chairman (EBDRMT)**

The duties of the chairman, which is a non-executive role, arise from his position as Chairman of the EBDRMT and his responsibility for presiding over the official business of the EBDRMT and all board members is under direct supervision of the Chairman of the EBDRMT.

The chairman's duties include:

- Play the key decision maker role and signature that overlooks over all operations and expenditures include final approvals for funds disbursement of the EBDRMT.
- develop and sign off all rules and regulations to the formed subsidiary includes delegating and assigning duties to all selected members through the accord for development and the accord partners to best meet up the overall project funding objective by EBDRMT.
- managing the business of the board and chairing its meetings, seeking to resolve differences between directors and seeing that decisions are reached promptly;
- ensuring that all directors receive the information that is required for the proper performance of their duties;
- keeping under review with the board the general progress and long-term development Resource Mobilizations of the EBDRMT and ensuring that effective strategic planning for the Team is undertaken by the EPWFW and endorsed by the board after discussion, consistent with creating shareholder value and promoting the success of the WFWO/EBDRMT for the benefit of its members as a whole;
- ensuring the submission to the board by the Chairman executive of objectives, policies and strategies for the WFWO/EBDRMT, including the EBDRMT business plan and the annual budget and resource mobilizations available for projects to be financed by EBDRMT to support WFWO's activities;
- monitoring progress towards the timely and effective achievement and implementation of the objectives, policies and strategies set by the board and ensuring that appropriate decisions are taken promptly by or on behalf of the board;
- ensuring that the corporate governance of the Group is maintained in line with the corporate governance compliance statement adopted by the board and current best practice policies agreed by the board focusing on resource mobilizations aspect an finance;
- formally appraising the performance of the EPWFW and making appropriate

recommendations related to projects to be financed and implemented by WFWO/EBDRMT;

- as appropriate, reviewing with the Chairman of the EBDRMT his conclusions and recommendations on the performance and remuneration of executive directors of the board;
- providing advice to the EPFWF and recommendations on the allocation of duties to individual directors and assignment of ad hoc responsibilities or special tasks to directors or groups of directors;
- agreeing with the EPFWF on recommendations to the board for appointments to the boards of relevant subsidiary undertakings;
- participating with the EPFWF, as appropriate, in public relations, including relations with the private sector's shareholders, governments, other public organizations, other international institutions, the media and the public generally;
- leading the process for the board's annual performance evaluation on resource mobilizations funds and projects financed under EBDRMT.

### **C. Terms of reference for the senior independent Board Directors**

The main responsibilities of the senior independent director are to ensure that the views of each non-executive director are given due consideration and to provide a communication channel between non-executive directors and shareholders. This communication channel is in addition to and does not replace normal channels. It may have only irregular use.

The senior independent board director should:

- make himself available for confidential discussions with other non-executive directors who may have concerns which they believe have not been properly considered by the board as a whole;
- have the authority to call a meeting of the non executive directors if, in his opinion, it is necessary;
- lead a meeting of the non-executive directors without the chairman present at least annually to appraise the chairman's performance (taking into account the views of the executive directors) and on such other occasions as are deemed appropriate;
- be available to shareholders if they have concerns which contact through the normal channels has failed to resolve or for which such contact is inappropriate;
- attend sufficient meetings with a range of major shareholders to listen to

their views in order to help develop a balanced understanding of the issues and concerns of major shareholders;

and

- chair the nomination board committee when it is considering succession to the role of chairman of the board.