INDIGENOUS PEOPLES RIGHTS INTERNATIONAL (IPRI)

GLOBAL BOARD OF DIRECTORS Terms of Reference (ToR)

I. Composition

The IPRI Board of Directors is the governing body of the IPRI and is dedicated to advancing the mission, values, strategies, goals, priorities, and policies of the IPRI. It will be comprised of 5 to 7 voting members, chosen from the human rights community and from the donor community. The Board composition should ideally take into account geographical balance and gender balance. In the event that a board member is unable to fulfil his or her role, a new board member will be selected as a replacement.

The Board may also call upon Global Advisory Group members for specific issues, identified by the Board. While the Global Advisory Group members may provide input into Board discussions, deliberations and decisions, advisors are ultimately non-voting members of the Board.

Board members liaise directly with the IPRI Executive Director. Every three years, the Board will appoint a new Board Chair – a position which rotates between voting Board members. The Chair of the Board of Directors will lead and facilitate the Board in carrying out their assigned roles and responsibilities (as set out in Section III. Roles, Responsibilities, and Expectations). The Chair will ensure effective flows of information to and among the Board, provide leadership and guidance when difficult or significant decisions are required, support and advise the IPRI ED to translate key Board decisions into operations within the IPRI, and chair the Board’s bi-annual meetings or other events (when appropriate).

II. Roles, Responsibilities, and Expectations

A. Role of the Board

The role of the IPRI Board of Directors is to provide leadership at a strategic level. The board’s main task is to govern and oversee the operations of the organization through acting as fiduciaries. In other words, the board is legally, financially, and morally responsible for the organization.

B. Specific Responsibilities of the Board of Directors

Based on the role of the Board of Directors as delineated above, the group will have the following set of defined responsibilities:

1. Ensure that IPRI maintains its integrity, stays true to its mission and vision, and realizes its strategy.
2. Oversee and review the IPRI strategic direction periodically, as well as advise and approve major strategic changes.
3. Ensure the financial integrity of IPRI and support IPRI in acquiring the necessary resources to accomplish its objectives.
4. Establish and carry out an effective system of governance at the Board level.
5. Establish, approve and ensure compliance with the Board’s by-laws.
6. Through the Chair of the Board, select, advise, manage, evaluate and, if need be, replace the IPRI Executive Director.
7. Refer technical tasks to the IPRI Management Committee and the Global Advisory Group, as they pertain to any global strategic developments (such as changes in vision or direction).
8. Support IPRI communications strategic messaging and roll out.
9. Promote IPRI with other global initiatives and at regional and national levels including within their own institutions.
10. In agreement with the IPRI ED, represent the IPRI in strategic meetings and for a.

C. Expectations of Board Members

In addition to the above set of specific responsibilities, IPRI also envisions that Board members will engage in the realization of the IPRI funding strategy through fundraising. Board Members have a responsibility to ensure that IPRI stays on track not only strategically but also financially.

111. Benefits of Board Membership

By virtue of the Board’s leadership role at strategic level, the IPRI Board Members will benefit from having a voice in identifying and prioritizing IPRI’s global strategic direction. They will have a vote in key Board decisions.

1IV. Criteria for Board Membership

For the purposes of the Board selection process, IPRI places emphasis on the specific characteristics of the individual. The descriptions below represent the minimum criteria necessary for selection of Board Members

IPRI seeks the following characteristics of individuals selected to be Board Members:

- Demonstrated commitment to human rights and humanitarian principles, transparency, coordination, accountability, quality and improving performance.

- High-level opinion maker or decision maker in the field of human rights, particularly on indigenous peoples’ rights, and humanitarian principles.

- Broad range of field experiences, preferably in human rights protection and humanitarian contexts.

- Demonstrated commitment to and experience in supporting the identification and cultivation of potential donors/funding institutions.

- Commitment to participate in at least two face to face board meetings per year.

- Commitment to serve as chair on a rotational basis.
• Commitment to contribute on an ad-hoc basis to the review of IPRI work pieces related to his/her area of expertise.

• Commitment to serve without compensation, and sign and abide by a Conflict of Interest Statement.

V. Other Information

A. Membership Review and Termination of Board of Directors Seat

Members who do not comply with their full responsibilities and commitments as part of the Board of Directors will be requested to adhere to their responsibilities in the future or withdraw their membership in order to allow for their seat on the Board to be opened up for others. Failure to meet the full responsibilities and commitments of a Board member includes, but is not limited to: failure to show representation at three consecutive bi-annual face to face meetings.

B. Frequency of Meetings

The Board of Directors will meet for face-to-face meetings twice a year. Ad-hoc conference calls and/or meetings may also be called by the Chair of the Board if necessary to discuss specific issues. Board members are expected to attend all meetings.

C. Coverage of Costs

All Board meeting related travel and accommodation expenses will be paid by IPRI, unless a member offers to self-pay.