



INTERNATIONAL IDEA RULES OF PROCEDURE

As approved by the Council of Member States on 6 December 2024

PREAMBLE / INTRODUCTION

In accordance with Article VI, Article VII.5, Article VIII.2, Article IX.1 and 2, and Article VII.8 of the Statutes of International IDEA, the Institute, an intergovernmental organization operating on a not for profit basis, shall consist of a Council, Board of Advisers and a Secretariat.¹

The purpose of these Rules of Procedure is to further clarify International IDEA's governance structure, i.e. the mandates, roles, and functions of these bodies.

¹ In accordance with Article VII.5, the Council shall give overall direction to the Institute's work; review progress in meeting its objectives; approve the annual work programme and budget; approve the audited financial statements; approve new Members by a two-thirds majority; approve the suspension of Members by a two-thirds majority; issue by-laws and guidelines, as required; set up committees and/or working groups, as required; and perform all other functions necessary to promote and protect the interests of the Institute.

In accordance with Article VII.8, the Council shall appoint a Steering Committee, composed of the Council Chair and the two Vice Chairs, the Chair and Vice Chair of the Board of Advisers and a representative of the country in which the Institute has its headquarters. The Secretary-General shall be an ex-officio member of the Steering Committee. The Council may appoint other individuals to serve on the Steering Committee. The Steering Committee shall prepare meetings of the Council and act to further the interests of the Institute between Council meetings. The Council may delegate matters to the Steering Committee.

In accordance with Article VIII.2 members of the Board of Advisers shall be invited to perform tasks to strengthen the Institute and its mission and to enhance the quality and impact of its programme. They may be invited to represent the Institute and in other ways contribute to its activities. The Institute may organize an annual forum with the Board of Advisers and may also arrange meetings at national and/or regional level.

In accordance with Article IX.1 and 2, the Institute shall have a Secretariat headed by a Secretary-General who shall be responsible to the Council. The Secretary-General shall in particular provide strategic leadership for the Institute; report on the overall implementation of the Institute's activities; and represent the Institute externally and develop strong relations with Member States and other constituencies.

1. THE COUNCIL

1.1 CHAIR AND VICE CHAIRS

- 1.1.1 The Council shall, at its annual session, elect from among its Members a Chair and two Vice Chairs for one term, with a possibility of re-election for a second term.
- 1.1.2 The election of the Chairship Group should be based on Annex 1 – List of Chairship Group rotation. This list will be updated regularly.
- 1.1.3 A term runs from the end of the meeting at which the Chair and the Vice Chairs are elected, until the end of the subsequent annual meeting of the Council.
- 1.1.4 If the Chair or any Vice Chair is unable to carry out its function, it shall cease to hold office and a new Chair or Vice Chair shall be elected for the unexpired term.

1.2 SESSIONS

Convening of sessions

- 1.2.1 The Council shall meet at least once in an annual session, which shall in principle be held in late November or early December of each calendar year.
- 1.2.2 The Council, in accordance with Article VII.2 of the Statutes, may convene sessions between the annual sessions at such times and durations as it determines.
- 1.2.3 The agreement of the Council on such a session and/or its time and duration may be determined in consultation with the Secretary-General.

Place of sessions

- 1.2.4 Sessions of the Council shall in principle be held at the place of the headquarters of International IDEA, as decided by the Council, unless the Council decides to meet elsewhere, including by videoconferencing should the circumstances warrant this.

Notification of sessions

- 1.2.5 The Secretariat shall convey to the Members of International IDEA the date and place of each session, at least six weeks before the commencement of each session.

1.3 AGENDA AND DOCUMENTATION

- 1.3.1 The agenda of the session shall be adopted at the beginning of each session.
- 1.3.2 A provisional agenda and the official documentation relating to items on the provisional agenda shall be available to all representatives of Members States at least four weeks before the date of a Council session.
- 1.3.3 Any matter within the competence of the Council not included in the provisional agenda for a session may be submitted to the Chair of the Steering Committee, by a Member or by the Secretary-General. Such matter will be added to the provisional agenda by the Chair of the Steering Committee. The Council may also decide to amend the provisional agenda or to delete an item or items from it, with due regard to any delay in the distribution of documentation that may occur.

1.4 REPRESENTATION

- 1.4.1 Member States are represented at Council meetings by a registered representative for the meeting, who may be accompanied by such alternate representatives and advisers as may be required.
- 1.4.2 The names of representatives, alternate representatives and advisers shall be submitted to the Secretariat not less than one week before the session they are to attend.
- 1.4.3 The Secretary-General and/or their representatives and a representative from the Staff Association Executive Committee shall participate without the right to vote in the deliberations of the Council.

1.5 OBSERVERS

- 1.5.1 Any non-member state or intergovernmental organization which subscribes to the principles and values of International IDEA may be invited by the Council to participate as a standing Observer to a Council meeting in accordance with the Statutes Article VII.7.
- 1.5.2 Any non-member state or intergovernmental organization may express interest in becoming a standing Observer to Council meetings. A letter expressing interest to become an Observer to Council meetings shall be directed to the Council Chair. The Chair shall notify the Council of the received expression of interest. The Council decides on the request in line with the Rule 1.9.
- 1.5.3 Observers may be consulted on the issues discussed and are welcome to intervene and make statements during the Council meetings but shall have no voting rights. Observers shall have access to the documents provided for meetings, the minutes of meetings, and be informed of Council decisions.
- 1.5.4 Observers shall be willing and able to make substantive contributions to the work of International IDEA, which can include voluntary contributions.

1.6 PUBLIC AND PRIVATE MEETINGS

- 1.6.1 Meetings of the Council shall be held in private unless the Council decides otherwise.

1.7 REPORTS AND RECORDINGS

- 1.7.1 Minutes of the Council sessions shall be presented for approval at the following session. They shall be made available to the Member States not later than one month after the respective Council session.
- 1.7.2 Recordings of the sessions of the Council shall be made and shall be kept by the Secretariat for ten years.

1.8 CONDUCT OF BUSINESS

- 1.8.1 In addition to exercising the powers conferred upon the Chair of the Council elsewhere by these rules, the Chair shall be responsible for the proceedings of the Council and for the maintenance of order of its meetings. In the exercise of its functions, the Chair remains under the authority of the Council.
- 1.8.2 In the event of a conflict of interest, where the Council deals with a matter of interest for the Chair, the Chair shall yield its function to one of the Vice Chairs for the purpose of consideration of that matter.
- 1.8.3 The presence of representatives of a majority of the members of the Council shall be required for any decision to be adopted.
- 1.8.4 If, in connection with the conduct of business of a meeting, any procedural question arises that is not covered in the present rules, it shall be decided upon by the Chair of the Council, taking into account the Statutes, the present Rules of Procedure as well as any other guidelines or relevant decisions taken by the Council.

1.9 DECISION-MAKING

- 1.9.1 The Council shall in principle take decisions by consensus. If no consensus is reached, despite efforts made, the Chair may decide to proceed to a vote. A vote shall also be held if requested by a Member. Except where the current Rules of Procedure provide otherwise, a decision shall be taken by a simple majority of the votes cast. Each Member shall be entitled to one vote, and in the case of an equality of votes, the Chair may cast the deciding vote. Elections shall be held by secret ballot, if requested by a Member State.
- 1.9.2 Draft decisions may be submitted by the Secretariat and by members of the Council.
- 1.9.3 Draft decisions shall be submitted as early as possible to allow for their thorough consideration. The Council may consider draft decisions and substantive amendments

as soon as practicable; however, any member of the Council may request that such decisions and amendments be considered only when 24 hours have elapsed after the distribution of the text to all members.

- 1.9.4 Between Council meetings, decisions may be taken by written procedure. The written procedure can only be used for simple propositions, requesting approval or objection. A written procedure is sent to Council members by the Secretary-General via mail and requires response within ten working days. Decisions are taken by such majorities as required by the Statutes in Art VII. 6 and IV. 3. The Secretary-General shall inform the Council of the outcome of the written procedure after ten working days. A silent procedure can be used, meaning that no response within a minimum of ten working days equals consent to the proposition.

1.10 LANGUAGE

- 1.10.1 English shall be the working language of the Council.

2. STEERING COMMITTEE

2.1 CHAIR AND MEMBERSHIP

- 2.1.1 The Chair and Vice Chairs of the Council shall be the Chair and Vice Chairs of the Steering Committee.
- 2.1.2 Members of the Steering Committee shall in accordance with Article VII.8 of the Statutes be the Council Chair and the two Vice Chairs, the Chair and Vice Chair of the Board of Advisers; and a representative of the country in which the Institute has its headquarters. The Secretary-General shall be an ex-officio member of the Steering Committee.
- 2.1.3 If the Chair cannot participate in a meeting or any part thereof, the Chair shall designate one of the Vice Chairs to take its place.
- 2.1.4 The Chair and Vice Chairs may agree, upon assuming their positions on the Steering Committee, to designate one of the Vice Chairs to chair the meetings of the Steering Committee, or to designate the responsibility to chair the Steering Committee meetings between the Vice Chairs.
- 2.1.5 A quorum for the Steering Committee shall be a majority of the members thereof. Should the quorum not be met by a meeting, the meeting does not constitute a formal Steering Committee meeting and should be reconvened at a different time to ensure that the quorum be met.
- 2.1.6 The Secretary-General and/or their representatives and a representative from the Staff Association Executive Committee shall participate without the right to vote in the deliberations of the Steering Committee.

2.2 FUNCTIONS OF THE STEERING COMMITTEE

- 2.2.1 The Steering Committee shall meet on a regular basis. The primary functions of the Steering Committee include preparation and organization of Council meetings, facilitation of transparent decision-making, and promotion of dialogue with a view to further the interests of International IDEA between Council meetings. As part of the preparation and organization of Council meetings, the Steering Committee may, inter alia, consider issues related to the agenda of the meetings, documentation, the structure of meetings and should help highlight the issues and recommendations that require consideration, action or decision by the Council.
- 2.2.2 The Steering Committee shall not have the authority to make decisions except, on the following matters, where there is express delegated authority from Council namely to:
- a) invite written nominations for the Board of Advisers and the Finance and Audit

Committee;

- b) note, or decide that the Secretariat implement, recommendations from the Finance and Audit Committee with the exception of the approval or otherwise of the annual Budget and Programme Plan and the Audited Annual Financial Statements, for which approvals are expressly reserved for the Council;
- c) carry out those activities relating to the appointment of the Secretary-General as set out in these rules and conduct in closed session without the Member States that are not part of the Steering Committee, the annual performance review of the Secretary-General;
- d) consider reports on the working environment.

2.3 AGENDA AND DOCUMENTATION

- 2.3.1 The Secretariat shall convey to the Member States the date, place and provisional agenda of each Steering Committee meeting, at least two weeks before the date of the meeting.
- 2.3.2 The official documentation relating to items of the provisional agenda shall be available to all Member States at least two weeks before the date of the meeting.
- 2.3.3 Decisions adopted by the Steering Committee shall be notified to the Member States not later than five working days after the respective meeting of the Steering Committee.
- 2.3.4 The minutes of the Steering Committee meetings shall be made available to the Member States not later than two weeks after the respective meeting of the Steering Committee.

2.4 DECISION-MAKING

- 2.4.1 The Steering Committee shall in principle take decisions by consensus. If no consensus is reached, despite efforts made, the Chair may decide to proceed to a vote. A vote shall also be held if requested by a Member of the Steering Committee. Only the official Members of the Steering Committee can vote. A decision shall be taken by a simple majority of the votes cast. Each Member shall be entitled to one vote, and in the case of an equality of votes, the Chair may cast the deciding vote. Elections shall be held by secret ballot, if requested by a Member of the Steering Committee.

3. THE BOARD OF ADVISERS

- 3.1 The Board of Advisers shall operate in terms of a Charter approved by the Council of Member States.
- 3.2 The approved Charter of the Board of Advisers is included as Annex 2 to the Rules of Procedure.

4. WORKING GROUPS

- 4.1. The Council may establish additional ad hoc working groups as and when it deems necessary. It shall define their functions and will refer to them any questions for study and report.

5. FINANCE AND AUDIT COMMITTEE

- 5.1. The Finance and Audit Committee is established as a permanent working group of the Council and shall operate in terms of a Charter approved by the Council of Member

States.

- 5.2. The approved Finance and Audit Committee Charter is included as Annex 3 to the Rules of Procedure.

6. THE SECRETARY-GENERAL

6.1. ROLE OF THE SECRETARY-GENERAL

- 6.1.1 The Secretary-General shall be responsible for the overall management of the day-to-day activities of the Institute and shall have the authority to take any steps necessary to achieve the Annual Programme and Budget that are not in contravention of the Statutes, the Rules of Procedure, the Financial Regulations, the Staff Regulations or any decisions of Council or a person or body to whom Council has delegated a decision. The Secretary-General shall consult the Management Committee as appropriate in carrying out their duties.
- 6.1.2 The Secretary-General shall have the authority to conclude strategic partnerships and cooperative agreements as required for implementing the Strategy and the Annual Programme and Budget and shall report on partnerships and agreements to the Council and Steering Committee meetings.
- 6.1.3 The Secretary-General shall provide assistance and the information necessary for the Council to fulfill its functions as set out in the Statutes in particular Article VII.5, and other tasks mandated by the Council.
- 6.1.4 The Secretary-General shall be responsible for the arrangements of meetings, including timely documentation, of all organs and bodies of International IDEA. The Secretary-General shall be responsible for the concise preparation and the timely, user-friendly submission of documents.
- 6.1.5 The Secretary-General shall maintain interaction and communication with Member States on an ongoing basis.

6.2. RENEWAL OF THE TERM OF THE SECRETARY-GENERAL

- 6.2.1 The Steering Committee shall hold a closed session with the Secretary-General and the Steering Committee Members (excluding the Member States that are not part of the Steering Committee) to undertake the annual performance assessment of the Secretary-General.
- 6.2.2 The Steering Committee shall undertake an independent 360 degrees review of the Secretary-General's performance after the third year of their time in office.
- 6.2.3 The outcome of this review shall be submitted to the Council of Member States by May of the fourth year of the Secretary-General's term in office.
- 6.2.4 The Council shall decide on whether to renew the term of the Secretary-General or to open it for application at the Annual Council Meeting in the fourth year of the Secretary-General's term in office.
- 6.2.5 The Secretary-General may serve a maximum of two terms.

6.3. SELECTION OF A NEW SECRETARY-GENERAL

- 6.3.1 If the post of Secretary-General is to be filled by a new incumbent, the job description and employment conditions, including salary, shall be reviewed by the Steering Committee and approved by the Member States using silent procedure.
- 6.3.2 The salary of the Secretary-General, if not a Swedish citizen or resident of Sweden immediately prior to the employment by International IDEA, is exempt from taxation in Sweden in accordance with the Agreement between International IDEA and the

Swedish Government concerning the immunity and privileges of International IDEA and its Officials. It is the responsibility of the Secretary-General to report any income, and pay taxes or social security contributions, that they may be subject to in other jurisdictions. The scope of tax exemption will be coherently communicated to candidates for the position of Secretary-General throughout the entire recruitment process, including by the recruitment agency.

- 6.3.3 Once the job description has been reviewed, the opening for the post of Secretary-General shall be publicly announced in accordance with the standard recruitment procedures of the Institute.
- 6.3.4 A recruitment agency shall be hired to review applications and test and evaluate candidates in order to generate a short list of suitably qualified candidates which will be presented to the Steering Committee. The Steering Committee shall select candidates to be interviewed.
- 6.3.5 The interviews of the shortlisted candidates will be held by a panel of Member States composed of all Steering Committee representatives and any additional voluntary Member State representatives. The panel shall be chaired by the Chair of the Steering Committee. The panel shall also plan the interview process and the interview questions.
- 6.3.6 The panel will establish a ranking based on the candidates' applications and performance during the interviews. The panel will make a recommendation of the preferred candidate. It will also communicate the two next best ranked candidates as alternatives in case of renunciation by the first ranked candidate.
- 6.3.7 The Chair of the Steering Committee will send the recommendation together with the applications (CV and motivation letter only) of the three aforementioned candidates to Member States for their approval using silent procedure. If consensus cannot be reached using silent procedure, a session of the Council shall decide on the candidate to appoint.
- 6.3.8 On the basis of this decision, a Letter of Appointment will be issued to the successful candidate by the Institute's Human Resources and Organizational Development Team.

7. AMENDMENT OF RULES OF PROCEDURE

- 7.1. Any of these rules of procedure may be amended by a decision of the Council, in accordance with Rule 1.9.

Annex 1: List of Chairship Group rotation

Year	Africa and Asia and the Pacific	The Americas	Europe	Comments
2020	-	-	Sweden	Belgium and Spain are the Vice-Chairs in 2020
2021	Australia (2012)	Barbados * n.s.	Germany	
2022	Cape Verde * n.s.	Canada (2003)	Finland	
2023	Ghana (2010) *	Chile (2013)	Netherlands (2004)	
2024	-	Uruguay n.s.	Luxembourg * n.s. Norway (2007)	
2025	Indonesia n.s.	Dominican Republic n.s.	Switzerland (2015)	
2026	India (2008) Mauritius *	Mexico (2009)	-	
2027	South Africa n.s.	Costa Rica * n.s.	Belgium (2019)	
2028	Philippines * n.s.	Brazil	Spain (2019)	
2029	Benin * n.s.	Panama	Switzerland (2015)	
2030	Botswana (2014)	Peru (2017)	Belgium (2019)	
2031	Mongolia (2016)	Barbados * n.s.	Estonia n.s.	
2032	Namibia (2018)	Brazil (2028)	Finland	
2033	Tunisia	Canada (2022)	France n.s.	

* Member State without Embassy located in Stockholm.

** The draft proposed Chair is indicated in **bold**. Please see article 8-10 for the specific considerations on how to select the Chair among the Chairship Group.

*** n.s. indicates that the Member State has not yet ratified the current Statutes (2008).

Annex 2: Charter of the Board of Advisers

- 1.1 The Board of Advisers is established in terms of Article VIII of the Statutes of International IDEA.

Mandate

- 1.2 The Board of Advisers shall advise the Council and the Secretariat on issues related to International IDEA's work and strategic direction, contribute to fundraising efforts and to enhancing the relevance and quality of the work carried out by the Institute. The Board of Advisers shall also contribute to increasing the visibility of International IDEA by actively promoting the work of the Institute, thereby enhancing the legitimacy and reach of the Institute.
- 1.3 The Board of Advisers shall maintain relations with the Council through participation of Board representatives in Council meetings.

Composition of the Board of Advisers

- 1.4 In accordance with Article VIII.1 of the Statutes, the Board of Advisers shall consist of up to 15 Members.
- 1.5 Members of the Board of Advisers shall be selected on the basis of diversity (particularly geographic, gender and ethnic diversity) and:
- 1.5.1 their accomplishments and experience, whether professional or academic, in areas of importance for the programmatic work of the Institute such as political science, democracy building, electoral processes, constitutional matters, political parties, political finance etc;
 - 1.5.2 their accomplishments and experience within other areas deemed important, necessary and relevant in order to fulfil responsibilities of the Board of Advisers set out in this Charter. The profiles listed below illustrate examples of such roles and competencies:
 - a.) Recognized thought-leaders, academics and experts within the Institute's key thematic and crosscutting areas.
 - b.) Practitioners with field experience of implementing democracy support projects.
 - c.) Former politicians or policymakers with high-level experience in government, parliaments and public authorities.
 - d.) Philanthropists, academics, or politicians, who can provide access to funding networks, high-profile potential donors and resource mobilization opportunities.
 - e.) Intergovernmental or multilateral experts.
 - f.) Former leaders from peer-organizations in democracy support or related thematic areas.
 - g.) Marketing and communications experts.
 - h.) Technology experts, to support the Institute's digital transformation and relevance.
 - i.) Sustainability/Climate change experts.
 - j.) Experts in foresight studies and societal transformation.
- 1.6 Nominations to the Board of Advisers shall be put to the Council through the Steering Committee. Appointments are made at the Council meeting or using silent procedure.

- 1.7 Nominations can be made by representatives of the Council of Member State or the Secretariat who may consult with current and former Members of the Board of Advisers.
- 1.8 Members of the Board of Advisers shall serve in their personal capacities and not as representatives of governments or organizations.
- 1.9 In accordance with Article VIII.3 of the Statutes, the Board of Advisers shall elect among themselves a Chair and a Vice Chair.
- 1.10 If the Chair cannot participate in a meeting or any part thereof, the Vice Chair shall take their place. If neither the Chair nor Vice Chair can participate, or if the Chair and Vice Chair have not yet been elected, the Board shall choose, from among the participating Members, an acting Chair.
- 1.11 In accordance with Article VII.8 of the Statutes, the Chair and Vice Chair of the Board of Advisers are Members of the Steering Committee.

Terms of Office

- 1.12 Members of the Board of Advisers are appointed by the Council for a term of up to 3 years. The appointment may be renewed once based on a decision of the Council taking into consideration the engagement of the Board Member during the first term.
- 1.13 Resignations from the Board of Advisers shall be made in a letter to the Secretary-General and the Council will be informed at the next Council meeting.
- 1.14 Former Members of the Board of Advisers may be invited to continue to support International IDEA's programme after their tenure on the Board.

Meetings

- 1.15 The Board of Advisers will meet at least four times annually through virtual means and at least once every two years in person should the Institute's financial situation allow for this.
- 1.16 The Board of Advisers is encouraged to use opportunities provided by the Secretariat to interact with the Council.
- 1.17 The Secretary-General will be invited to participate in Board of Advisers meetings. The Board may decide to invite Member State representatives and additional members of the Secretariat to their meetings.
- 1.18 Members of the Board of Advisers are expected to attend all Board meetings, physically or virtually. The Chair of the Board of Advisers shall contact Board Members who have been unable to attend three consecutive meetings or more than 50 per cent of the meetings in a year, to determine a preferred course of action. Non-attendance by Board Members at more than 75 per cent of the annual Board meetings shall be taken into account by the Council when considering the renewal of the Board Member's term. Board Members shall at each occasion have the opportunity to explain the reasons for their non-attendance.
- 1.19 The Secretariat will provide administrative support to the Board in fulfilling its tasks. The Secretary-General's office will facilitate and coordinate meetings and provide ancillary support to the Board, as time and resources permit. Minutes will be prepared by the Secretariat and provided in draft format within two weeks of the meeting.
- 1.20 The Institute may organize an annual forum with the Board of Advisers and may also arrange meetings at national and/or regional level.
- 1.21 The Secretary-General and the Secretariat Staff Members may invite the Board of Advisers and Board Members to Management Committee meetings and other meetings, as relevant.

Remuneration of Board Members

- 1.22 Honoraria and reimbursement for travel and Board related expenses are outlined in the Committee Policy approved by the Secretary-General.

Operational principles

- 1.23 The Board of Advisers will collaborate with the Secretariat to implement its responsibilities.
- 1.24 The Chair will establish agendas for the Board of Advisers meetings in consultation with Board Members and the Secretariat.
- 1.25 Board Members should adhere to the Institute's code of conduct, values and ethics. In the case of a serious violation of the Institute's code of conduct, values and ethics by a Board Member, the Council can decide to suspend or terminate the Board Member in question.
- 1.26 It is incumbent on all Board Members to ensure that there is no conflict of interest or appearance of a conflict of interest between their position on the Board and any other position they hold or activity in which they are engaged. This may be a national or supra-national political office, a position in national administration or other professional or personal engagements. If a conflict of interest arises after a Board Member is appointed, it is incumbent on the Board Member in question to inform the Chair of the Board and the Secretary-General about the potential conflict.
- 1.27 If there is any question as to whether the Board Member(s) should recuse themselves from a vote, the Board of Advisers should vote to determine whether the Member should recuse themselves.
- 1.28 If a conflict of interest arises, the Board Member in question may decide to voluntarily step down from the Board. In other cases, the Chair of the Board and the Secretary-General with the Board Member in question will consider the facts and make a recommendation to the Council on how to proceed.

Responsibilities

- 1.29 To provide advice on issues related to International IDEA's programmatic work and strategic direction, including its quality and relevance, the Board of Advisers may:
- 1.28.1 give advice on, and support, the development and review of the institutional Strategy and themes for inclusion in the annual work plans;
 - 1.28.2 scan the democracy landscape and advise on upcoming global issues and support the development of a future-looking agenda for the Institute,
 - 1.28.3 support the global, regional and country programmes in strategy development and planning workshops, as relevant;
 - 1.28.4 provide feedback, per their specific areas of expertise, on improving the Institute's technical assistance and other forms of outputs.
- 1.30 To support the institutional positioning and strengthen International IDEA's strategic partnership building with relevant institutions, organizations and networks, the Board of Advisers will:
- 1.29.1 provide advice on relevant partnership and networking opportunities connected to the thematic issues addressed by International IDEA;
 - 1.29.2 support the Institute in interactions with institutional partners and with relevant boundary partners;

- 1.29.3 take part in meetings, events and activities as representatives of the Institute with the aim of increasing the visibility, networks and positioning of International IDEA
- 1.31 To strengthen the fundraising efforts of the Institute, the Board of Advisers will:
 - 1.30.1 provide strategic advice on resource mobilization opportunities, based on Board Members' experience and expertise;
 - 1.30.2 propose entry points and open doors to networks for International IDEA in fundraising environments (e.g. donors, private foundations, philanthropy, businesses).
- 1.32 To increase the visibility, communications and outreach of International IDEA thereby enhancing the legitimacy, credibility and relevance of the Institute, the Board of Advisers will:
 - 1.31.1 actively promote the programmes and knowledge resources of the Institute both on- and offline;
 - 1.31.2 support the outreach, disseminate and market key flagship knowledge products and democracy campaigns (e.g. Global State of Democracy Report and Indices);
 - 1.31.3 present the Institute to relevant target audiences (e.g. policymakers, politicians, scholars, civil society) and take part in events, activities and meetings as representatives of the Institute;
 - 1.31.4 support digital democracy campaigns and reinforce International IDEA's social media presence.
- 1.33 Members of the Board of Advisers shall be invited to perform tasks to strengthen the Institute and its mission and to enhance the quality and impact of its programmes. They may be invited to represent the Institute and in other ways contribute to its activities.

Reporting

- 1.34 The Board of Advisers shall present a report of its work to the Council at its two annual sessions (normally scheduled in April and December). The Board of Advisers is responsible for determining with the Council the preferred format for such a report and for the drafting of the report, as required.

Annex 3: Finance and Audit Committee Charter

- 1.1 The Finance and Audit Committee is established as a permanent working group of the Council.

Mandate

- 1.2 The Finance and Audit Committee shall assist the Council by providing independent structured and systematic oversight of International IDEA's financial management and reporting, internal control, governance, risk management, and internal and external audit. This oversight mechanism serves to provide confidence in the integrity of these practices.
- 1.3 In order to fulfil its mandate, the Committee will:
- 1.3.1 Interact with the Steering Committee and Council in order to discuss matters within its remit and to provide expert advice if required;
 - 1.3.2 Review the annual Programme and Budget and reports thereon and report to the Steering Committee and Council as necessary;
 - 1.3.3 Review the Institute's risk areas, its systems of internal control and risk mitigation strategies;
 - 1.3.4 Review with the Secretariat and the external auditor all material matters arising from the annual external audit;
 - 1.3.5 Review with the Secretariat and the internal auditor all material matters arising from internal audits, including determining the scope of internal audit work;
 - 1.3.6 Recommend the appointment of external auditors and participate in the selection process;
 - 1.3.7 Resolve any disagreements between the Secretariat and the auditor regarding financial reporting and other matters.
 - 1.3.8 Bring to the attention of the Steering Committee issues arising from any of the above tasks.
 - 1.3.9 Conduct an annual assessment of the activities of the Committee in a form to be determined by the Committee
- 1.4 The Finance and Audit Committee shall report to the Council on its deliberations and submit proposals for decisions to be taken by the Council.
- 1.5 In discharging its responsibilities, the Finance and Audit Committee will have unrestricted access to Staff Members, and relevant information and explanations that it considers necessary to discharge its duties. The Secretariat should cooperate with Finance and Audit Committee requests. If access to requested documents is denied due to legal or confidentiality reasons, the Chair of the Finance and Audit Committee will raise the request directly with the Secretary-General to reach an agreed solution. If there is a disagreement at this level, the Chair of the Council will decide based on the facts of the case.

Composition of the Finance and Audit Committee

- 1.6 The Finance and Audit Committee shall be comprised of five members, of which four are nominated by Member States and one by the host country. All members serve in an individual capacity, and at least three of them should have expertise in or experience of finance and audit matters.
- 1.7 New members of the Committee will be provided an induction by the Secretariat.
- 1.8 The Finance and Audit Committee shall elect among themselves a Chair and a Vice Chair.

- 1.9 If the Chair cannot participate in a meeting or any part thereof, the Vice-Chair shall take her/his place. If neither the Chair nor Vice-Chair can participate, or if the Chair and Vice-Chair have not yet been elected, the committee shall choose, from among the participating members, an acting Chair.
- 1.10 Members of the Finance and Audit Committee are expected to attend all meetings, physically or virtually. The Chair of the Finance and Audit Committee shall contact committee members who have been unable to attend two consecutive meetings to determine a preferred course of action. Non-attendance by members at three consecutive meetings shall be considered directly by the Council. Finance and Audit Committee members shall at each occasion have the opportunity to explain the reasons for their non-attendance.

Terms of Office

- 1.11 Members will normally be appointed to serve on the Committee for a term of up to three years, with rotation staggered to ensure the continuity of experience. The appointment may be renewed once.
- 1.12 Nominations to the Finance and Audit Committee shall be put to the Council through the Steering Committee. Elections and appointment of the Chair are made at the Council meeting. Resignations from the Finance and Audit Committee shall be made in a letter to the Chair of the Council, who in turn notifies the Secretary-General of the resignation.

Meetings

- 1.13 The quorum for the Finance and Audit Committee will be a majority of the members.
- 1.14 The Finance and Audit Committee will meet at least three times annually or more frequently as the committee deems necessary.
- 1.15 Minutes will be prepared by the Secretariat. Meeting minutes will be provided in draft format within two weeks of the meeting.
- 1.16 The Executive Director and the Internal Auditor are required to attend all meetings.
- 1.17 The Executive Director will facilitate and coordinate meetings as well as provide ancillary support to the committee, as time and resources permit.

Remuneration of committee members

- 1.18 Honoraria paid and reimbursement for travel and committee related expenses shall be in terms of the Committee Policy approved by the Secretary-General.

Operational principles

- 1.19 The Finance and Audit Committee Chair will collaborate with the Secretariat to establish a work plan to ensure that the responsibilities of the Committee are scheduled and will be carried out.
- 1.20 The Chair will establish agendas for Finance and Audit Committee meetings in consultation with committee members and the Secretariat.
- 1.21 The Finance and Audit Committee will establish and communicate its requirements for information, which will include the nature, extent, and timing of information. Information will be provided to the Finance and Audit Committee at least two weeks prior to each audit committee meeting.
- 1.22 The Finance and Audit Committee will schedule and hold if necessary, private sessions with the Secretary-General, the Executive Director and the Internal Auditor, external assurance providers, and with any other Staff Members that the committee may deem appropriate at each of its meetings.
- 1.23 Finance and Audit Committee members are obliged to prepare for and participate in committee meetings.

- 1.24 Finance and Audit Committee members should adhere to the Institute's code of conduct and values and ethics. It is the responsibility of Finance and Audit Committee members to disclose any conflict of interest or appearance of a conflict of interest to the committee. If there is any question as to whether the Finance and Audit Committee member(s) should recuse themselves from a vote, the committee should vote to determine whether the member should recuse himself or herself.

Responsibilities

- 1.25 To obtain reasonable assurance with respect to the Institute's financial management, reporting and internal control, the Finance and Audit Committee will:
- 1.25.1 Review and assess the annual Programme and Budget, making a recommendation to the Council regarding the approval thereof;
 - 1.25.2 Review, as required in terms of the Financial Regulations, any in year budget adjustments, making recommendations as required in terms of those regulations;
 - 1.25.3 Review and assess the Annual Financial Statements and consider whether they are complete, consistent with information known to committee members, and reflect appropriate accounting principles, making a recommendation to the Council regarding the noting or approval thereof, as required
 - 1.25.4 Review and assess the half yearly and annual Activity Reports, making a recommendation to the Council regarding the noting thereof;
 - 1.25.5 Consider the effectiveness of the Institute's control framework.
 - 1.25.6 Review the observations and conclusions of internal and external auditors and receive reports on all matters of significance arising from work performed by other assurance providers and monitor progress on action plans to address recommendations arising.
- 1.26 To obtain reasonable assurance with respect to the Institute's governance process, the Finance and Audit Committee will review and provide advice on the governance process established and maintained within the Institute and the procedures in place to ensure that they are operating as intended. The Finance and Audit Committee will:
- 1.26.1 Review and assess the policies, procedures, and practices established to monitor conformance with the Institute's code of conduct and ethical policies;
 - 1.26.2 Provide oversight of the mechanisms established by the Secretariat to establish and maintain high ethical standards;
 - 1.26.3 Review and provide advice on the systems and practices established to monitor compliance with laws, regulations, policies, and standards of ethical conduct and identify and deal with any legal or ethical violations;
 - 1.26.4 Be informed by the Secretariat of all whistleblowing incidents and disciplinary procedures that are directed at the Secretary-General or Directors
- 1.27 To obtain reasonable assurance with respect to the Institute's risk management practices, the Finance and Audit Committee will:
- 1.27.1 Annually review the Institute's risk register.
 - 1.27.2 Obtain from the Internal Auditor an annual report on the Institute's implementation and maintenance of an appropriate enterprise wide risk management process.
 - 1.27.3 Provide oversight on significant risk exposures and control issues, including fraud risks, governance issues, and other matters needed or requested by the Secretariat, Steering Committee or the Council.

- 1.27.4 Provide oversight of the adequacy of the combined assurance being provided.
 - 1.27.5 Review and provide advice on the risk management process established and maintained by management and the procedures in place to ensure that they are operating as intended.
 - 1.27.6 Oversee management's arrangements for the prevention and deterrence of fraud and ensure that appropriate action is taken against known perpetrators of fraud.
- 1.28 To obtain reasonable assurance with respect to work of the internal audit activity, the Finance and Audit Committee will:
- 1.28.1 Advise the Secretary-General regarding the qualifications, recruitment, appointment, removal of the Internal Auditor and provide input related to evaluating the performance of the Internal Auditor.
 - 1.28.2 Review and approve the internal audit charter and internal audit manual.
 - 1.28.3 Review and approve the proposed three year and annual risk based internal audit plans making recommendations concerning internal audit projects, ensuring that internal audit activity conforms with International Standards for the Professional Practice of Internal Auditing. Advise the Council about increases and decreases to the requested resources to achieve the internal audit plan.
 - 1.28.4 Review the internal audit activity's performance relative to the audit plan.
 - 1.28.5 Review internal audit reports and other communications to management and review and track management's action plans to address the results of internal audit engagements.
 - 1.28.6 Review and advise management on the results of any special investigations.
 - 1.28.7 Ensure that the internal audit activity has an external quality assurance review every five years and that the results of these periodic assessments are presented to the committee. Monitor the implementation of plans to address any recommendations.
- 1.29 To obtain reasonable assurance with respect to work of the external auditors, the Finance and Audit Committee will meet with the external auditors for the presentation of the audited financial statements and review with the Secretariat and the external auditors the results of audit engagements, including any difficulties encountered.

Reporting

- 1.30 The Finance and Audit Committee will report to the Steering Committee and Council at each meeting summarising the Committee's activities and recommendations. The committee may report to the Chair of the Council at any time regarding any other matter it deems of sufficient importance.