



Extractive Industries Transparency Initiative



Suriname

**Amendement 2 to the
TERMS OF REFERENCE
MULTISTAKEHOLDER GROUP**

**SURINAME EXTRACTIVE INDUSTRIES
TRANSPARENCY INITIATIVE
EITISR**

Approved by the MSG on September 27th, 2023

CONTENTS

1. DEFINITIONS AND CONSISTENCY.....	2
2. INTRODUCTION.....	3
3. ROLES, RIGHTS AND RESPONSIBILITIES OF THE MSG	4
3.1. Responsibilities and function of the MSG.....	4
3.2. Subcommittees.....	5
4. MSG MEMBERSHIP.....	6
4.1. Stakeholder group representation	6
4.2. Alternate Members	6
4.3. Nomination and Qualifications	6
4.4. Terms and termination	7
5. THE MSG CHAIR.....	8
5.1. Profile and Responsibilities	8
5.2. Terms and termination	9
6. EITISR SECRETARIAT	10
7. MSG OPERATIONS AND PROCEEDINGS	11
7.1. Meetings	11
7.1.1 Meetings.....	11
7.1.2 Frequency and Notice.....	11
7.1.3 Observers	12
7.2. Decision-Making.....	12
7.2.1. General principles.....	12
7.2.2 Consensus.....	13
7.2.3 Voting	13
7.3. Record Keeping	Error! Bookmark not defined.
8. BYLAWS AND AMENDMENT	13
CODE OF CONDUCT	13

1. DEFINITIONS AND CONSISTENCY

- a) Everything included in this Terms of Reference (“TOR”) is intended to be consistent with the EITI Standard which outlines the requirements applicable to countries implementing the EITI as well as the Articles of Association governing the EITI and all other applicable laws and regulations of Suriname. In the event of any inconsistency or conflict the EITI standard, the Articles of Association governing the EITI Standard and all will prevail.
- b) Definitions:
- i. **Alternate Member.** The substitute for the Principal Member, who does not hold the right to vote in the presence of the Principal Member unless determined otherwise by this TOR.
 - ii. **Bylaws.** Rules to be adopted by the MSG for the government of the MSG and the regulation of its affairs.
 - iii. **Civil Society.** Non-governmental organizations such as trade unions, issue-based coalitions, faith-based organizations, indigenous people’s movements, the media, think tanks and foundations.
 - iv. **Companies.** Extractive Industry Companies and their constituencies.
 - v. **EITI.** Extractive Industry Transparency Initiative.
 - vi. **EITI candidate country.** A country that has fully, and to the satisfaction of the EITI Board, completed the four sign-up steps set out in the EITI Standard.
 - vii. **Extractive Industry.** Usually refers to the oil, gas and mining industries.
 - viii. **Government.** The Government of Suriname including all state agencies.
 - ix. **Independent Administrator.** An organization, typically an auditing firm, appointed by the MSG to produce the EITI Report. The Independent Administrator is charged with comparing different sets of data, and investigating and explaining any discrepancies identified. The Independent Administrator does not usually carry out an actual audit of such transactions.
 - x. **Minister.** The Minister of Natural Resources or the Minister responsible for EITI implementation.
 - xi. **Ministry.** The Ministry of Natural Resources or the Ministry responsible for EITI implementation.
 - xii. **MSG member.** The individual member, Principal or Alternate, representing one of the 3 (three) Stakeholder groups.
 - xiii. **Multi Stakeholder Group (“MSG”).** A group comprising the 3 (three) Stakeholder constituencies made up of Government, Companies and Civil Society which acts as a forum for consultation among the stakeholder groups to oversee the EITI implementation in Suriname.
 - xiv. **National Coordinator (“NC”).** A person appointed by the Minister on the advice of the MSG to head the EITISR Secretariat and oversee day to day implementation of the EITI Standard.
 - xv. **Observer.** A person or subject matter expert approved by the Chairman to attend and participate in the deliberations of the MSG. Such person shall not have the right to vote.

- xvi. **Principal Member.** The EITISR MSG member who represents a Stakeholder group and holds the right to vote.
- xvii. **EITISR.** The Suriname Extractive Industry Transparency Initiative.
- xviii. **EITISR Report.** The Suriname annual EITI Reports, which allow citizens to follow the value of the country's natural resources from production all the way into government accounts. The report is compiled by an Independent Administrator.
- xix. **Stakeholder constituencies.** One of the 3 (three) collective Stakeholder groups of Government, Companies or Civil Society.
- xx. **Validation.** An external, independent evaluation mechanism, undertaken by a Validator procured by the International Secretariat. It is intended to provide all stakeholders with an impartial assessment of whether EITI implementation in a country is consistent with the EITI Standard.
- xxi. **Work plan.** An action plan agreed and maintained by the MSG that includes the objectives and priorities for EITI implementation, associated activities, budget and timetable.

2. INTRODUCTION

The Extractive Industry Transparency Initiative (“EITI”) is a global standard to promote the open and accountable management of a country’s natural resources so that these can benefit all its citizens.

On April 29, 2016, the Minister of Natural Resources, Mr. Regilio Dodson, declared the intention of Suriname to become an EITI implementing country. This means that comprehensive information on tax payments, licenses, contracts, production and other key elements regarding resource extraction must be disclosed in order to enable public awareness, to understand what the figures mean and to improve public debate about how resource revenues can be used effectively and to improve accountability of both Government and Companies.

The MSG was established by Council of State Resolution (760/RvM) of 17th November 2016 which granted the MSG the authority to set forth protocols, conduct business and reach decisions with regards to EITI implementation in Suriname.

In conformity with the EITI Standard, this TOR is hereby promulgated for the demarcation of the roles and responsibilities and internal governance rules and procedures of the EITISR-MSG. The MSG hereby accepts that all stakeholders have important and relevant contributions to make and that the MSG will fully and actively engage in the EITI implementation process for Suriname based on this TOR.

3. ROLES, RIGHTS AND RESPONSIBILITIES OF THE MSG

3.1. Responsibilities and function of the MSG

- a) The MSG is established by the Government of the Republic of Suriname in accordance with Requirement 1.4 of the EITI Standard.
- b) The MSG shall be comprised of representatives of three constituencies: civil society, companies and government. The principal responsibility of the MSG is to ensure the timely and effective implementation and oversight of the EITI in Suriname.
- c) The MSG members are representatives of their wider constituencies and must consult them on a regular basis to ensure they continue to reflect the views of their constituencies.
- d) The MSG is responsible for ensuring that the views of the Stakeholder groups are taken into account in the direction and conduct of EITI implementation.
- e) The MSG shall be independent and free from political and other interference in the execution of its mandate. Each constituency shall wield equal power and shall not be coerced into making decisions. Attempts to coerce a constituency or its members, shall be considered a gross violation of the fundamental principles of EITISR and the EITI and must be brought to the attention of the EITISR National Coordinator and MSG at the earliest opportunity.
- d) The duties and responsibilities of the MSG include, but are not limited to:
 - i. to define and assess the scope of EITISR;
 - ii. to approve the annual Work plan for EITISR implementation;
 - iii. to approve the annual activity reports of the MSG;
 - iv. to seek funding, allocate resources and ensure adequate and proper administration for EITISR activities as elaborated in the Work Plan;
 - v. to maintain a current Work plan fully costed and aligned with the reporting and Validation deadlines established by the EITI International Board;
 - vi. to develop and agree on the format and content of the EITISR Report;
 - vii. to approve the terms of reference of the Independent Administrator;
 - viii. to approve the appointment of the Independent Administrator. For practical reasons, the contract to appoint the Independent Administrator will be between the Ministry and the Independent Administrator.
 - ix. to manage the contract with the Independent Administrator;
 - x. to approve the EITISR Reports, prepared by the Independent Administrator;
 - xi. to ensure that the EITISR Report is comprehensible, actively promoted, publicly accessible and contributes to public debate by key audiences including Government, parliamentarians, communities directly affected by extractive/mining activities, other Civil Society organizations, mining and petroleum Companies and the media;

- xii. to ensure that the public information that results from the EITI process such as EITISR Reports and Work plan for EITISR implementation is widely disseminated;
 - xiii. to oversee the EITI reporting process in Suriname and engage in the Validation.
- e) The Work plan for EITISR implementation must:
- i. Set clear objectives for EITISR implementation that are linked to the EITI Principle's and reflect national priorities for the Extractive Industries.
 - ii. Set the strategy, including action plan and process for how to disseminate the public information that results from the EITI process including the EITISR Report.
 - iii. Reflect the results of consultations with key stakeholders, and be endorsed by the MSG.
 - iv. Include measurable and time bound activities to achieve agreed objectives and as such:
 - assess and outline plans to address any potential capacity constraints by Government, Companies and Civil Society that may be an obstacle to effective EITI implementation;
 - address the scope of EITI reporting, including plans for addressing technical aspects of reporting, such as comprehensiveness and data reliability;
 - identify and outline plans to address any potential legal or regulatory obstacles to EITI implementation.
 - outline the MSG plans for implementing the recommendations from Validation and EITI reporting.
 - v. Include a timetable for implementation, aligned with the reporting and Validation deadlines and taking into account administrative requirements such as procurement processes and funding.

3.2. Sub-committees

- a) The MSG may decide that particular issues should be developed by a sub-committee. The subcommittee is not a decision making but an advisory group. The MSG may create such sub-committees under the conditions that:
- i. Each sub-committee is led by an MSG member.
 - ii. Principal and Alternate Members may participate in any sub-committee.
 - iii. Non MSG members, subject matter experts, or observers, may be invited to participate in sub-committees by agreement of the sub-committee members.
- b) Sub-committees are not subject to the meeting notice or record requirement of the MSG. However, to encourage transparency, when the subcommittee reports to the MSG, it should summarize its findings for incorporation into the minutes of the EITISR Secretariat.
- c) The sub-committees shall provide their recommendations to the MSG, which will consider those recommendations and will seek to make a decision on the basis of consensus.

4. MSG MEMBERSHIP

4.1. Stakeholder group membership, and representation

- a) The MSG shall consist of 9 (nine) Principal Members, comprising a 3/3/3 split from each of the respective Government, Civil Society and Companies constituencies who have a voting right in the decision making. The MSG members from the Government shall be senior government or state agency officials.
- b) While the tripartite nature of the MSG must be maintained, the MSG may agree at any time to change the number of MSG members and member organizations. The equality of members of each constituency shall always be maintained.
- c) Nomination of members to the MSG shall be made in writing to the Minister by the Chairman, or in the absence of an appointed Chairman, by a Vice – Chairman, designated by the MSG to perform the functions of Chairman. Primary Members of each constituency, shall be nominated in writing to the Minister by their respective constituency groups, following open and transparent selection processes independently agreed by each constituency.

4.2. Alternate Members

- a) Nine (9) Alternate Members shall be appointed to the MSG, comprising a 3/3/3 split between the respective Government, Civil Society and Companies constituencies and shall meet the same qualification requirements as Principal Members. In the event a change in the number/membership in any of the constituencies, causes a change in the number of MSG members, the principle of the equality of members of each constituency shall always be maintained.
- b) Alternate Members may attend and participate in all MSG meetings, engage in discussions and will be included in all MSG documentation and correspondence in the same way as Principal Members, but shall not have the right to vote once the Principal Representative is present. In the absence of the Principal Member, his or her Alternate Member will stand in for the Principal Member and will automatically have a voting right in the decision making.

4.3. Nomination and Qualifications

- a) Each stakeholder group has the right to nominate its own representatives bearing in mind the desirability of diverse representation. The selection process for such representatives, must be transparent, independent and free from any external suggestion and coercion.

- b) All MSG members should have:
 - i. Proven integrity and the ability to demonstrate a wide, and unfettered, perspective on issues facing the MSG and to make sensible and informed decisions and recommendations.
 - ii. The ability to contribute an independent view on matters under consideration, to consider divergent views with an open mind, and generally add value to MSG deliberations.
 - iii. An unequivocal commitment to furthering the interests of EITISR in achieving its goals and, where appropriate, to bring the benefit of professional experience to the MSG.

4.4. Terms of the MSG and MSG members

- a) The term or life of an MSG shall be three (3) calendar years. The three-year term of the third EITISR MSG commenced on January 1 2023 and shall conclude on December 31, 2026.

Principal and Alternate members of MSG constituencies shall be appointed to serve for the 3 (three) year term/life of the MSG during which they are nominated.

- b) Primary Members and Alternate Members are eligible for re-appointment to succeeding MSG terms, following the defined processes for nomination and appointment of their respective constituencies.

4.5. termination and resignation of MSG membership

- a) Primary Members and Alternate Members may resign or otherwise properly vacate their appointment at any time, upon serving notice in writing to the Chairman through their respective constituency Vice Chairman. The Chairman shall inform the Minister, in writing, of the vacancy at the earliest opportunity. The MSG members resignation shall take effect from the date of receipt by the Chairman.
- b) A Principal Member who is absent from 4 (four) consecutive meetings, without requesting permission or notifying in writing either the Chair or the National Coordinator stating reasons for their absence, shall be deemed to have vacated their membership in the MSG.
- c) In the event that a Principal Member resigns, or for any reason cannot perform their service as a Principal Member of the MSG or has their appointment terminated, shall be automatically replaced by the appointed Alternate Member from the constituency; or if no appointed Alternate Member exists, by a representative from the one of the member organizations of the Constituency, through the constituency's established transparent and open selection and nomination process.

- d) In the event that an Alternate Member resigns, replaces a Principal member, or for any reason cannot perform their service as an Alternate Member of the MSG, or has their appointment terminated, may be replaced by a representative from the constituency through its established transparent and open selection and nomination process.
- e) The MSG may remove a MSG member, Principal Member as well as Alternate Member, if there are grounds for believing that the member's participation would be detrimental to the ongoing work or reputation of the EITISR, in line with [the EITI Association Code of Conduct](#). The process for the vote for removal of a member is detailed in Schedule 2 of this ToR.
- f) In the event that (in accordance with section 4.5 (g) and Schedule 2) the MSG holds a formal vote on removal of a full or alternate member of the MSG, the minutes will state only that the vote took place and the outcome of the vote; the minutes will contain no information about the reasons for requesting the vote or about the discussion leading up to the vote.
- g) In case of a vacancy during the MSG term, the vacancy shall be filled by a new representative from the same Stakeholder constituency according to the procedures as agreed upon within the respective Stakeholder constituency. The Chair of the MSG shall endorse any replacement.

5. THE MSG CHAIR

5.1. Profile and Responsibilities of the Chair

- a) The chairperson of the MSG ("Chair") shall be a senior individual, not representing one of the Stakeholder groups with a profile agreed by the MSG. This profile should include but not be limited to:
 - i. Providing leadership to the MSG.
 - ii. Having the highest levels of integrity.
 - iii. The ability to communicate thoughts, policies and positions clearly and be able to succinctly and clearly capture discussions.
 - iv. Result- and solution oriented.
 - v. Strong negotiating skills and conflict resolution techniques.
 - vi. The ability to attract funds internationally as well as within Suriname operating extractive industries.
 - vii. The capability and strength to improve trust between stakeholders and help build bridges, fostering partnership.

- b) The Responsibilities of the Chair of the MSG are as follows:
- i. To preside over MSG meetings.
 - ii. To endorse MSG meeting invitations, agendas, minutes and decisions.
 - iii. To facilitate MSG consensus and decision-making.
 - iv. To communicate with the International EITI Board, International EITI Secretariat and other International Organizations related to EITI.
 - v. To follow up with the EITISR Secretariat regarding the implementation of MSG decisions.
 - vi. To seek funding for EITISR projects and activities.
 - vii. To manage and coordinate resources and work plan.
 - viii. To further build the relationships between the stakeholders and fostering good partnership.

5.2. Term and tenure of the Chair

- a) The Chair shall be appointed for a period of 2 (two) years and be eligible for reappointment. The Chair shall be appointed by the Minister in consultation with the MSG]
- b) The Chair may resign or otherwise properly vacate their appointment at any time, upon serving notice in writing to the Minister copying the National Coordinator. The Chairman shall inform the Minister, in writing, of the vacancy at the earliest opportunity.
- c) In case of a vacancy during the term of the Chair, a new Chair shall be appointed by the Minister based on the conditions set forth in this section.
- d) In the absence of the appointed Chair, the MSG shall appoint, by majority vote, one of the Vice Chairs to perform the duties of the Chair as outlined at 5.1 b) above.
- e) In the instance where the Minister has not appointed a Chair, one of the Vice Chairs shall perform the duties of the Chair. In such instances, the role of Chair shall rotate between the three constituency Vice Chairpersons, on a schedule agreed by the MSG until the appointment of a Chair by the Minister.
- f) The Chair, Principal member and or Vice Chair and Alternate Members of the MSG shall receive such remuneration and allowances as the Council of Ministers may approve.

5.3. Responsibilities of the Vice Chair

- a) The MSG shall have three (3) Vice-Chairs who shall be the appointed Principal Member of each constituency.
- b) The Vice-Chairs shall, in the absence of an appointed Chair, perform the duties of the Chair outlined at 5.1. b)

6. Responsibilities of the National Coordinator and EITISR SECRETARIAT

- a) The EITISR Secretariat is set up by the Minister to support the MSG by carrying out the day-to-day activities related to EITI implementation.
- b) The EITISR Secretariat will consist of a National Coordinator (NC) and such other supporting staff as required and qualified to perform the specified functions of the EITISR Secretariat.
- c) The NC of the EITISR Secretariat is appointed by the Minister on approval of the MSG, for a term of 4 (four) years. The EITISR supporting staff will be appointed by the Minister upon recommendation of the NC.
- d) The EITISR Secretariat is accountable to the MSG, through the NC. The NC will provide the MSG with a monthly activity update and an annual EITISR Secretariat activity report including financial statements to the MSG on the performance of the duties outlined at 6 (f) i-vi.
- e) The EITISR Secretariat shall be located as determined by the Ministry. The overheads including the salaries of the NC and the supporting staff of the EITISR Secretariat shall be financed from the budget of the Ministry or any other institution, agency or source to be determined by the Ministry.
- f) The duties of the EITISR Secretariat will consist of but not be limited to:
 - i. Operation and logistical support: Coordinate the tasks necessary for permanent establishment of the EITISR Secretariat, in particular, acquisition of equipment, office material, office furniture, as well as in establishing a physical and digital archive. Act as the link between the EITISR MSG, the Ministry and stakeholders, including the World Bank Group and other donors, in order to ensure an efficient implementation of the EITISR Work Plan. Supervise the logistics of MSG meetings and external events, oversee the drafting of minutes of the MSG meetings and filing of all documentation. Assist the MSG with the preparation of progress reports with regard to the implementation of the EITI in Suriname for presentation to Government or International EITI Secretariat authorities, as required.;
 - ii. EITI reporting: Preparation, Contracting Administrator process: Act as an interlocutor between the EITI Administrator, Government departments and agencies and participating companies, with respect to the preparation of EITI Reports. Assist the MSG in monitoring the performance of the EITI Administrator for the preparation of EITI Reports.

- iii. Communications and Outreach: Manage the development and implementation of an EITI communication and public outreach strategy including hosting the EITISR website, manage relations with media.
- iv. Validation and Compliance: Manage on behalf of the MSG, the successful retention of Compliant Country status with the EITI. This implies following up on the recommendations of the EITI reports and management of the Validation process
- v. Budget and Grant Management: Administer and report on the EITISR budget and procurement activities. Develop and maintain the necessary procurement and financial management capacity of the EITISR Secretariat. For example, the management of government funds, grant funds provided by the World Bank EITI Multi Donor Trust Fund (EITI-MDTF) and other multilateral or bilateral grant funding sources. This means, the capacity to carry out acquisitions and financial tracking of government and grant resources according to their respective financial rules.

7. MSG OPERATIONS AND PROCEEDINGS

7.1. Meetings

7.1.1 Quorum

- a) Six members of the MSG comprising, two members each from the Government Ministries or Agencies, companies and civil society organizations constituencies shall constitute a quorum.

7.1.2 Frequency and Notice

- a) The MSG shall meet at least every two months physically or virtually, or as otherwise agreed upon by the MSG.
- b) The MSG Chair will set the agenda for meetings. The meeting announcement, agenda and any background information shall be circulated by the EITISR Secretariat to MSG members a minimum of 1 (one) week before the meeting date.
- c) The Chair shall preside at meetings of the MSG, and in absence of the Chair, the MSG members present may elect one of the Vice Chairs to preside at the meeting. The Chair has no voting rights in the decision-making process.
- d) The EITISR Secretariat shall conduct all coordination and administrative functions necessary to support the Chair and MSG and ensure the fulfillment of its responsibilities.
- e) Any MSG Member has the right to table an issue for discussion. If there are any necessary or urgent issues which need to be discussed and decided, the Chair will call an extraordinary meeting with at least 3 (three) days prior notice.

7.1.3 Observers

- a) Up to 6 (six) observers may be welcomed at each MSG meeting. Observers will be allowed to observe the meeting and engage in the discussion when the Chair invites them to speak on a specific issue. Observers for each meeting will be nominated by MSG members in advance of the relevant meeting. MSG members may nominate additional experts to attend a particular MSG meeting. Observers and experts will not have voting rights.
- b) The Chair of the meeting shall approve the attendance of observers and nominated experts (for example persons participating in sub-committees) from the list put forward, with the aim of ensuring that those with the most relevant expertise to the meeting's agenda are selected to attend the MSG meeting. The nominations should be put forward in writing to the EITISR Secretariat, at least one week in advance of the meeting.

7.1.4 Record Keeping

- a) Written records of discussion and decisions in MSG meetings shall be kept by the EITISR Secretariat and shall be approved by the MSG at the next meeting. The validity of the proceedings of the MSG shall not be affected by the absence of any member, vacancy among its membership, or by any defect in the appointment of any of the members.
- b) Decisions taken without a quorum shall be circulated to the missing members for decision by round-robin before the next scheduled MSG Meeting. Alternatively, such decisions may be confirmed at the next quorate MSG meeting.
- c) Minutes will be made publicly available after agreement among the MSG members. Names of attendees will be listed in the minutes but views that have been expressed within the meeting will not be attributed to individual members.

7.2. Decision-Making

7.2.1 Procedures

- a) The MSG shall follow the procedure listed below in all of its decision making processes. The decision making procedures include principles and rules that should inform all decisions emanating from MSG meetings, including sub - committees' meetings.

7.2.2. General principles

- a) The MSG is committed to operating in the spirit of collaboration and cooperation with the aim of reaching consensus amongst all members on all decisions. While consensus is not always possible, decision-making principles are designed to build the greatest possible agreement on decisions taken.

7.2.3 Consensus

- a) The MSG will strive to operate by consensus and the Chair aims for decisions to be made through consensus, making voting unnecessary.
- b) Consensus is defined as unanimous consent. Granting consent means a member accepts, even if reluctantly, the agreement that emerges.

7.2.3 Voting

- a) In case of voting, decisions of the MSG shall be made by two-third of the 9 (nine) MSG members, Principal or Alternate members present, of which each Stakeholder constituency shall be represented by a minimum of two (2) members.
- b) The Decision-Making Protocol for the EITISR Multi-Stakeholder Group is set out in Schedule 1. This Protocol identifies:
- c) • How decisions will be made, including consensus requirements and a two-tiered decision-making hierarchy that applies if consensus cannot be reached;
- d) • How members can be represented in decision-making if they are not able to be present at a meeting; and
- e) • How abstentions will be managed.

8. AMENDMENTS

- a) The EITISR MSG shall have the sole authority and responsibility to formulate, adopt and modify from time to time, the rules deemed appropriate and necessary by the members, for the governance of the EITISR.
- b) All further provisions for the regulation of the MSG shall be governed by, all other applicable laws and regulations of Suriname and the TOR. The TOR may be amended or modified in whole or in part at any time by written instrument signed by six (6) members of the MSG comprising, two members each from the Government Ministries or Agencies, companies and civil society organizations constituencies.

9. CODE OF CONDUCT and CONFLICT OF INTEREST

- a) All MSG members shall at all-time act in the best interest of the EITI and not for personal and private benefits or financial enrichment.
- b) All attendees to MSG meetings shall respect and not discuss outside of the MSG meetings any information, which is not already in the public domain, except for consultation with their constituency. Members will request that their constituents treat these communications with appropriate levels of discretion and confidentiality.

- c) All MSG members agree to be bound by the [EITI Association's Code of Conduct](#)
- d) Any attendees should declare any potential or actual conflict of interest to the Chair in writing one (1) week before attending a MSG meeting.
- e) Members of the MSG should excuse and abstain from discussion or decisions on matters in which they have a conflicting interest, unless permitted otherwise by the remaining members of the MSG. This fact shall be appropriately recorded in the minutes.
- f) MSG members recognize that they are collectively responsible for the performance of the MSG.
- g) Members shall uphold the core values of transparency, integrity and enterprise in all dealings on behalf of the MSG and ensure that they have sufficient time available to devote to their duties as MSG members.
- h) When the position or duties of a MSG member are incompatible with the independence and objectivity of their membership and function on the MSG, they shall immediately notify the Chair.
- i) MSG members and EITISR Secretariat shall not use any information that is provided in his or her role and which is not already in the public domain in any manner other than in furtherance of his or her duties. They continue to be bound by this obligation for two (2) years after the end of their mandate.

Failure to adhere to this Code of Conduct shall be reviewed by the MSG and may result in exclusion from any further participation in MSG meetings.

Schedule 1

Decision Making Protocol for the EITI Multi-Stakeholder Group (MSG) Principles

1. Decision-Making Principles

- 1.1 The MSG is committed to operating in the spirit of collaboration and co-operation with the aim of reaching general agreement amongst all members on all decisions.
- 1.2 In cases where general agreement cannot be reached, a formal vote will be taken at the discretion of the Chair and voting rules will be applied. While consensus is not always possible, the decision-making principles are designed to build the greatest possible consensus.
- 1.3 A quorum of nine MSG members (or proxies or alternates) with a minimum of two representatives from each constituency will be represented in decision-making.
- 1.4 The Chair aims for decisions to be made through consensus making votes unnecessary.

2. Decision-Making Rules

- 2.1 Decision-making will occur by a two-tiered hierarchical system as follows:
 - a) Consensus. The Chair will seek to achieve consensus for all decisions. If this is not achieved then modified consensus will be sought.
 - b) Modified Consensus. Consists of a two thirds or greater majority of exercised votes (i.e. excluding abstentions) and includes a minimum of two representatives from each constituency. If this is not achieved, a working group will be formed, comprising equal representation from each constituency, to discuss and negotiate a recommendation to proceed to the MSG. This may occur at the meeting or post meeting with the intention to provide a recommendation by the next MSG meeting. Once the sub-group has provided its recommendation, the MSG will seek to make a decision on the basis of consensus or modified consensus.
- 2.2 The number of votes required to pass a motion will adjust according to any abstentions to maintain two-thirds and must include the support of at least a quarter of the votes of the MSG members from each constituency.

3. Proxy Arrangements

- 3.1 Where a member is unable to be present at a meeting, that member may appoint either a named alternate member or another person to act as proxy at that meeting, and advise the EITISR Secretariat of the appointment in advance of the meeting.
- 3.2 All alternates and proxy appointees will respect the confidentiality provisions in the EITI Code of Conduct.
- 3.3 An MSG member may appoint any other person as their proxy for a specific meeting.
- 3.4 No person may hold more than two proxy votes for MSG members at a time with the exception of the Chair.
- 3.5 In exceptional circumstances and at the Chair's discretion, when no advice on an alternate or proxy has been given and a member is absent from a meeting, the proxy will default to the Chair. The Chair may allocate the vote, abstain or use the vote as they see fit.
- 3.6 Should the Chair hold a significant number of unallocated proxies they have the discretion to decide if votes are to be ratified out-of-session.

4. Abstention

4.1 Where a member intentionally abstains from a decision-making process, their vote will not be counted for or against a decision. Their vote will be discounted from the number of eligible votes.

4.2 To ensure abstention by a member is intentional, a member will notify the Secretariat of this intention, where possible in advance, and ensure that the abstention is recorded in the minutes of the meeting or the record of decision if out-of-session.

4.3 Should the Chair determine that a significant number of abstentions are being exercised they have the discretion to decide if votes need to be ratified out-of-session.

Schedule 2

Process for a vote to remove a member of the MSG under paragraph 4.5 (g) of the Terms of Reference of the EITISR Multi-Stakeholder Group (“MSG”).

1. Where one or more Principal or Alternate members of the MSG (“the complainant(s)”) request(s) that there be a vote to remove from the MSG a named Principal or Alternate member of the MSG (“X”), the request must comply with the following requirements:
 - a. the request must be made in writing and it must be sent to the Chair of the MSG;
 - b. the reason(s) for requesting the vote must be set out in the request and they must explicitly cross-refer to the relevant provisions of the EITI Association Code of Conduct;
 - c. the request must state that, in the view of the complainant(s), there are grounds for believing that X’s participation would be detrimental to the ongoing work or reputation of the EITISR, in line with the EITI Association Code of Conduct;
 - d. the request must be accompanied by any documentary evidence to be relied on in support of the proposal to remove X from the MSG or contain links to such evidence online.
2. The Chair will inform X that s/he has received a request for the MSG to vote to remove X from the MSG on the grounds set out in paragraph 4.5 (g) of the MSG’s Terms of Reference. The Chair will send to X a copy of the written request s/he has received (including the reasons for the request), any documentary evidence that accompanied that request and a copy of this document. The Chair will also make clear that X is entitled, before the date of the meeting at which the vote will take place, to submit written representations to the Chair as to why X should not be removed from the MSG, and that the Chair/ Secretariat will circulate any such representations to the other members of the MSG as soon as possible. The Chair will also make clear that X is entitled to make oral representations at the meeting as to why X should not be removed from the MSG, that X is entitled to bring another person to the meeting to assist X in making such representations, and that the complainant(s) is/are entitled to bring another person to the meeting to assist the complainant(s) with the oral presentation of the reasons for the request.
3. The Chair will inform the other members of the MSG that the Chair has received a request for the MSG to vote to remove X from the MSG on the grounds set out in paragraph 4.5(g) of the MSG’s Terms of Reference. The Chair will send to all those other members a copy of the written request received by the Chair (including the reasons for the request), any documentary evidence that accompanied that request, and a copy of this document. The Chair will also make clear that X is entitled, before the date of the meeting at which the vote will take place, to submit written representations to the Chair as to why X should not be removed from the MSG, and that the Chair/Secretariat will circulate any such representations to the other members of the MSG as soon as possible. The Chair will also make clear that X is entitled to make oral representations at the meeting as to why X should not be removed from the MSG, that X is entitled to bring another person to the meeting to assist X in making such representations, and that the complainant(s) is/are entitled to bring another person to the meeting to assist the complainant(s) with the oral presentation of the reasons for the request.

4. The Chair will ensure that a reasonable period is allowed for X to submit advance written representations and to prepare any oral representations X wishes to make at the meeting. The Chair will also bear in mind the desirability of X being able to attend the meeting and of the meeting taking place without undue delay.
5. Once the date and time of the meeting at which the vote will take place have been decided on and communicated to the members of the MSG (including X), the date and time of the meeting can only be changed if, in the Chair's view, there are exceptional circumstances justifying such a change (and the principles in the preceding paragraph are respected).
6. If X sends written representations to the Chair before the date of the meeting at which the vote will take place, the Chair/ Secretariat will circulate them to the other members of the MSG as soon as possible.
7. If any Principal MSG member is unable to attend the meeting, that member can appoint their alternate member or in the absence of an alternate member, such other person to act as a voting proxy at the meeting, in accordance with paragraph 3 of Schedule 1 to the MSG's Terms of Reference (proxy arrangements).
8. In accordance with that Schedule, in order for a vote to take place, there must be a quorum of six (6) MSG members (or proxies or alternates), with a minimum of two representatives from each constituency.
9. X is expected to attend the meeting at which the vote will take place and may bring another person to the meeting to assist X with making X's oral representations. However, as mentioned above, X may choose to appoint a named alternate member or other person to act as proxy at the meeting, in accordance with paragraph 3 of Schedule 1 to the MSG's Terms of Reference (proxy arrangements).
10. If neither X nor a named alternate member or other person to act as X's proxy attends the meeting at which the vote is to take place, the vote will nevertheless take place at the meeting and X will be deemed to have abstained from the vote (unless, in the Chair's view, there are exceptional circumstances justifying postponement of the vote).
11. At the meeting the Chair will confirm that there will be a vote at the meeting as to whether X should be removed from the MSG on the grounds set out in paragraph 4.5 (g) of the MSG's Terms of Reference, and the Chair will ensure that all the members (or their alternates/proxies) who are present have copies of all the documents that have been circulated by the Chair/Secretariat in connection with the meeting (including any advance written representations received from X before the date of the meeting). The Chair will ensure that X and/or a person X has brought with X to assist with the making of X's oral representations or, in X's absence, any alternate/proxy of X who is present, and the complainant(s) and/or a person brought by the complainant(s) to assist with the oral presentation of the reasons for the request, are allowed a fair opportunity to make oral representations as to why X should or should not be removed from the MSG.

12. The Chair will then take the vote by show of hands and confirm the result. Each member (or the member's alternate or proxy) will only vote that X be removed from the MSG if the member (or alternate/proxy) has formed the view that there are grounds for believing that X's participation would be detrimental to the ongoing work or reputation of the EITISR, in line with the EITI Association Code of Conduct. A majority of at least two-thirds in favor is required to carry the vote, this must include the support of at least a quarter of the votes of the MSG members from each constituency. Abstentions are not counted. If the MSG votes for X's removal from the MSG, then X will cease to be a Principal or alternate member of the MSG with immediate effect. The Chair will ask the constituency represented by X to make arrangements to nominate another representative of that constituency to be appointed as a Principal or alternate member of the MSG, as applicable.

13. If the result of the vote is that the MSG does not remove X from the MSG, the MSG will need to consider a course of action which enables it to work effectively with both X remaining a full or alternate member of the MSG and the complainant(s) remaining as Principal or alternate members of the MSG. This could require some form of external mediation if this has not been tried already.

EITISR NATIONAL SECRETARIAT

Most implementing countries decide to establish a national EITI secretariat to support government and the multi-stakeholder group (MSG) in carrying out their functions and be responsible for the implementation of day-to-day EITI activities, making sure that its directives are properly implemented. In the case of Suriname, EITISR implementation requires a national secretariat with strong technical capacity especially on report analysis and understanding of the EITI Standard requirements to help build capacity in governments and key civil society stakeholders.

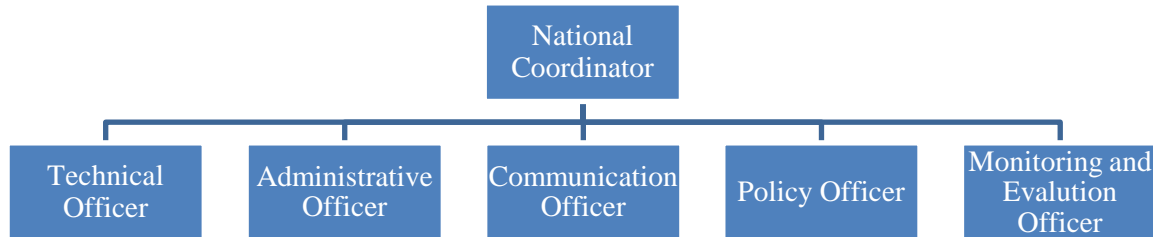
1. General facts EITISR Secretariat

- g) The EITISR Secretariat is set up by the Minister of Natural Resources to support the MSG by carrying out the day-to-day activities related to EITI implementation.
- h) The EITISR Secretariat will consist of a National Coordinator and supporting staff as required and qualified to perform the specified functions of the EITISR Secretariat.
- i) The National Coordinator of the EITISR Secretariat is appointed by the Minister on approval of the MSG, for a term of 4 years. The EITISR supporting staff will be appointed by the Minister upon recommendation of the National Coordinator.
- j) The EITISR Secretariat is accountable to the MSG, through the National Coordinator. The National Coordinator will provide the MSG with a EITISR Secretariat annual activity report including financial statements for approval by the MSG.
- k) The salaries of the EITISR secretariat shall be financed from a source to be determined by the Ministry of Natural Resources.

The functions and responsibilities of the EITISR Secretariat should include but not necessarily be limited to:

1. Support the MSG by providing administrative and logistical support in convening MSG meetings and follow-ups;
2. Coordinate communication and public relation activities to promote the work of the MSG, including hosting the EITISR website, manage relations with media;
3. Keep a central record on events and publicity on EITI in Suriname;
4. Administer and report on the EITISR budget and procurement activities.

2. Structure Secretariat



3. Specific functions Secretariat

3.1 National Coordinator

The EITI Secretariat shall be led by a full-time National Coordinator who will play a critical coordination role in the implementation of EITI and manage the day-to-day running of the EITI implementation, including the selection of necessary staff, oversee EITI implementation and provide support to the MSG.

The National Coordinator will serve as Secretary of the MSG, responsible for coordinating MSG meetings and following up on EITI implementation. He/she will report to the MSG through the Chair. The National Coordinator will represent the EITI within the country and internationally. He/she will also serve as a liaison between the MSG, the EITI International Secretariat, external stakeholders and donors, will help address high-level implementation issues affecting EITI, approving Monitoring & Evaluation (M&E) reports; and ensuring that all steps in financial management, procurement and social are followed.

Main Tasks:

- Plan and administer all MSG meetings, including coordinating the setting of key agenda items without prejudice to the MSG's authority to determine and set agenda items where it deems that fit or necessary and following up on action items agreed during meetings.
- Planning, scheduling and coordinating Secretariat activities;
- Ensuring the quality of EITI implementation, facilitating coordination, communication and integration among various stakeholders;
- Serve as a liaison between the MSG, the EITI International Secretariat, external stakeholders and donors.
- Coordinate and assume responsibility for EITISR overall reporting and communications.
- Help address high-level implementation issues affecting EITI.

3.2 Administrative Officer

The Administrative officer will support the MSG by providing administrative support in convening MSG meetings and follow-ups; keep a central record on events and publicity on EITI in Suriname; Administer and report on the EITISR budget and procurement activities, as well as maintaining custody of EITI documents.

Main Tasks:

- Provide administrative support to the MSG such as preparing the agenda for meetings, organizing forums and outreach activities.
- Document EITI activities and make sure that minutes of each MSG meeting are available to all MSG members and to the general public.
- Coordinate with stakeholders on routine administrative matters such as attendance in meetings, distribution of documents, providing updates from the International Secretariat and other partners.
- Draft the work plan, annual progress report and other EITI documents for the MSG's approval.
- Oversee the procurement process for the Independent Administrator and other consultants.
- Liaise with external partners on administrative matters (EITI International Secretariat, World Bank).
- Maintain custody of documents such as EITI reporting templates, EITI reports, minutes of meetings and ensure their availability to the public in a timely manner.
- Coordinate preparations for Validation.
- Monitor progress of work plan implementation and actions on recommendations and report progress to the MSG.
- Maintain a secretariat work plan to complement the MSG's work plan.
- Manage EITI funds and regularly report to the MSG about expenditures.
- Answer calls, taking messages and handling correspondence.
- Any other duties that may be assigned.

3.3 Communication Officer

Communication is at the core of EITI. Many EITI requirements incorporate communications-related activities, including ensuring regular communication between stakeholders and that EITI reports contributes to public debate. The Officer would develop an effective communication strategy to explain the EITI and to discuss the findings of the EITI Report to a wide audience including high-level government officials, communities, companies, students, donors and the media.

Main Tasks:

- Develop and implement EITI's communication strategy to raise public awareness around the EITISR and natural resources governance.
- Oversee and implement communication strategies such as maintaining the website/social media platforms and managing its content, regularly issuing press releases, creating infographics, engaging with the media, monitoring news items on EITI.
- Provide strategic direction to maximize media coverage, produce media release and develop media contact.
- Develop and monitor progress against key performance indicators for communications.
- Work closely with communication officers/ directors and managers from partner organizations.
- Be responsible for developing various relevant feedback mechanisms
- Work closely the National Coordinator and analyst on key messages and stories from different EITISR activities and on duties assigned from time to time.
- Engage with other national secretariats for peer learning relating communications matters.
- Liaise with the EITI International Secretariat on technical matters such as the EITI Standard, EITI Report analysis, scoping studies, Terms of Reference and relay to the MSG all communications with the EITI International.
- Give regular briefings to and conduct inter-agency coordination among government officials including legislators on the progress of EITI implementation and opportunities for EITI to contribute to reforms in the country.
- Develop a communications plan to promote work of the MSG

3.4 Technical Officer

The Technical Officer will be responsible for overseeing the implementation of all Suriname's EITI Secretariat technical activities. He/she will oversee the creation of the IT portal, be responsible for collecting and analyzing data, supervise the technical performance of staff and consultants within the Secretariat, and supervise contractors and external consultants hired to implement EITI activities. Furthermore, the Technical Officer will be responsible for preparing the Secretariat's annual work plan; planning, scheduling and coordinating Secretariat activities; conceptualizing and organizing events;

Main Tasks:

- a) Provide technical support to the MSG on matters involving data analysis, understanding the EITI Standard, and overseeing the Independent Administrator's work.
 - Overseeing the technical activities such as: (i) assist in preparing the Secretariat's Annual Work (ii) developing procedures for collecting and analyzing information for the overall evaluation of results and report on execution progress; (iii) supervising the execution of all technical activities; and (iv) overseeing the preparation of bidding documents, and the evaluation of proposals and bids.
 - Reviewing and approving all reports before submission to the National Coordinator for validation;
 - Participating in donors' supervision and implementation support missions;
 - Undertaking any other duties and responsibilities that may be requested by National Coordinator.

3.5 Policy Officer

The Policy Officer uses policy research to address existing policies and practices in government and industry that hinder effective extractive industries revenue management. Strategically process the information gathered and lessons learnt from EITI implementation to effect greater transparency and accountability in the extractive sectors. Build the capacity of EITISR and its partners in policy analysis and understanding of the macro and micro socio-economic issues pertinent to the extractive sectors.

Main Tasks:

- b) Provide information to assist the MSG in formulating policy recommendations.
- c) Ensure that all steps in financial management (and procurement) are followed;
- d) Develop strategies for generating and auditing data, ensuring data reliability, and building the technical capacity of stakeholders and help design content for training Workshops
- e) Draft proposals to secure funding from partners.
- f) Give regular briefings to and conduct inter-agency coordination among government officials including legislators on the progress of EITI implementation and opportunities for EITI to contribute to reforms in the country.
- g) Conduct research and draft technical documents in draft for the MSG's approval such as policy briefs
- h) Engage with other national secretariats for peer learning.

3.6 Monitoring and Evaluation Officer

The Monitoring, Evaluation and Communications Officer would be responsible for working with Suriname's EITI Secretariat to: (i) regularly monitor the progress on achieving the EITISR objectives and work plan, evaluate the results achieved and guide the MSG and the Secretariat on corrective actions; and (ii) develop, manage, and conduct follow-up on all communications and outreach required for the implementation of the initiative.

Main Tasks:

- Reviewing all relevant documentation to the establishment of the M&E framework for the Secretariat;
- Designing and implementing systems to collect all the necessary data to monitor the Results Framework, including as needed, the design of data collection instruments;
- Data collection, compilation and analysis on relevant monitoring indicators and preparing monitoring and evaluation reports;
- Identifying implementation lags and advising on appropriate corrective measures;
- Drafting consolidated annual implementation progress reports;
- Other activities from the domain of monitoring and evaluation, as agreed with the National Coordinator;
- Archiving lessons learnt from monitoring and evaluation practices.