



DIGITALGOES.GREEN FOUNDATION
HIGH-LEVEL ADVISORY BOARD
TERMS OF REFERENCE

Purpose

The role of the High-Level Advisory Board (“the Board”) is to provide strategic advice and guidance to the leadership of the DigitalGoes.Green Foundation (“the Foundation”) in order for it to achieve its objectives and to ensure it remains true to its mission. The Board does not have any fiduciary responsibility for the Foundation.

Membership

The Board shall be composed of eminent personalities and luminaries from diverse backgrounds to provide the required expertise for strategic guidance. Members of the Board serve in their individual capacity. Particular attention shall be paid to the gender balance, geographical distribution, and multistakeholder representation when determining the membership of the Board.

Membership of the Board will be reviewed after three years, however the precise term of office for initial members will vary from 2-4 years to maintain continuity. Members may terminate their post in writing (by email or letter) to the Chair of the Board.

The Chair and the Deputy Chair are elected by the majority of the members of the Board. Election of the Chair and Deputy Chair is the initial agenda item of the first Board Meeting. In the absence of the Chair, meetings are to be chaired by the Deputy Chair.

Membership is an unpaid role; however, the Foundation will reimburse members for all reasonable costs that they incur in fulfilling their roles on the Board (e.g., travel and subsistence costs) and which cannot be recovered from their own organisation.

The Foundation will publish details of the Board on its website including membership, terms of reference, agenda and minutes.



Mandate and Responsibilities of Board Members

1. To advise on general strategy for the Foundation in order for it to achieve its overall objectives; to contribute to the general direction of the Foundation, including but not limited to discussing and providing strategic guidance on the overall geo-political, technical, economic and social environment in which the Foundation evolves, identifying strategic partnerships and projects, potential sources of funding and advising on the creation of new working groups that further the goals of the Foundation.
2. To provide guidance on cross cutting issues and developments that might impact the activities of the Foundation.
3. To support the Foundation in its impact generating activities – offering advice on the development of the external communication plans and publications.
4. To receive and comment on an annual report from the Foundation for submission to the end of the year Board Meeting.
5. To act as a goodwill ambassador of the Foundation and attend key events where and when possible and engaging with key players/audiences beneficial for the purpose of the Foundation.
6. To submit agenda items to the Executive Board regarding recommendations and suggestions as deemed appropriate, including those for high level engagement with key stakeholders and attending and/or organising events.
7. To attend at least one Board meeting per year.

Meetings

The Board will meet two times per annum to review progress, address strategic questions, and plan for the coming year. The Board may also hold one or more additional meetings at other times of the year as particular issues arise upon the call of the Chair. Meetings may be held virtually.

Either the President or the Vice-President of the Foundation will be expected to attend meetings, other interested staff of the Foundation or other parties may be invited to attend meetings, with the prior knowledge of the Chair, and in consultation with the President.



The Foundation Secretariat will be responsible for arranging the administrative support and logistics for the Board Meetings. All proceedings and resolutions of the Board will be minuted; such minutes being circulated and agreed as accurate by email but then formally approved and signed at their subsequent meeting. Minutes will be circulated to Board members and to those in attendance.

Notice of Meeting

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, will be forwarded or notified to each member of the Board, any other person required to attend, no later than fifteen working days before the date of the meeting.

Quorum

A quorum of the Board shall consist of the Chair, or acting Chair, and four members. Should a quorum not be achieved, members may choose to hold the meeting, with any advice made not being considered final until the next meeting with a quorum, at which time the advice and recommendations can be endorsed and minuted.

Conflict of Interests

At the start of each Board meeting, members shall declare if they have an interest in respect to any item on the agenda, the nature of the interest and the conflict that results, or may result, from it. Where a member declares a conflict of interest, this will be recorded in the minutes of the meeting. The Chair will have the final ruling on whether or not the member is entitled to vote.

Terms of Reference Review

This Terms of Reference shall be reviewed every two years.