



GUYANA
Extractive
Industries
Transparency
Initiative

Ministry of Natural Resources Building
Upper Brickdam, Georgetown, Guyana
Tel: (592) 231 2509, Ext. 216, 219
Email: gyeitisec@gmail.com
Website: www.GYEITI.ORG

**GUYANA EXTRACTIVE INDUSTRIES TRANSPARENCY INITIATIVE
(GYEITI)
MULTI-STAKEHOLDER GROUP (MSG)
TERMS OF REFERENCE**

1. Opening Statement

The Cooperative Republic of Guyana is a natural resource rich country which recognizes its resources to be the patrimony of all its citizens. The economy of the Cooperative Republic of Guyana benefits substantially from the exploitation of gold, bauxite and other natural resources. The country is now poised to become a significant oil and possible gas producer, by 2020.

The Government of the Cooperative Republic of Guyana stated a commitment to implement the EITI Standard as one of many mechanisms to ensure transparency and accountability. It is envisaged that the country's citizens will benefit from greater transparency and accountability, especially in relation to the utilization of natural resources. The EITI process offers an opportunity for stakeholders, be them civil society, industry and/or government, to engage in informed governance. This inclusive approach can become a model for other developmental endeavours. The reconciliation of companies' payments made to the Government with Government's accounting records reflecting such receipts from companies, can lead to informed dialogue among the citizenry, aid the fight to eliminate corruption, stimulate economic growth, reduce poverty and raise the living standard of all citizens.

2.0 Purpose of these Terms of Reference

These Terms of Reference (TOR) set out the scope and functions of the MSG in defining, efficiently managing and expeditiously performing its functions and responsibilities.

3.0 Purpose of the Multi-Stakeholder Group: GYEITI MSG



Pursuant to Article 1.4 of the EITI Standard, the government of The Cooperative Republic of Guyana established a Multi-Stakeholder Group (MSG) comprising of representatives of civil society, industry and government.

The MSG is established to direct and oversee attainment and maintenance of membership of the EITI by Guyana. It is the main decision-making body responsible for setting the objectives for EITI implementation, producing EITI reports and ensuring that the findings are publicized and thus contribute to public debate.

4.0 Role, Rights and Responsibilities of the MSG GYEITI

- 4.1** The MSG GYEITI shall be independent and free from political and other interference in the execution of its mandate. Each sector shall wield equal power and shall not be coerced into making decisions. Attempts to coerce shall be considered a gross violation of the fundamental principles of GYEITI, EITI and the MSG and must be brought to the attention of the MSG at the earliest MSG Meeting and immediately to the attention of the GYEITI Secretariat.
- 4.2** The MSG GYEITI 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 GYEITI.
- 4.3** The MSG GYEITI shall assess and outline the scope of GYEITI; articulate its agreement on what shall be deemed to be the “extractive industry” in Guyana and delineating “materiality parameters” for the purpose of the GYEITI.
- 4.4** The MSG must develop and approve, as appropriate, the following:
 - 4.4.1** Annual Work Plan, with budget and time-lines, for achievement of the objectives of GYEITI, containing measurable targets and a timetable for implementation that incorporates an assessment of capacity constraints and other significant guidance published by the international EITI Board.
 - 4.4.2** The procurement of all goods and services necessary for the effective implementation of the objectives, policies and activities of the GYEITI.
 - 4.4.3** The appointment of the Independent Administrator



- 4.4.4 The Terms of Reference for the Independent Administrator
- 4.4.5 The annual Guyana EITI Country Reports, and
- 4.4.6 The internal GYEITI Secretariat Annual Progress Reports
- 4.5 The MSG shall direct the **work and functioning of the GYEITI Secretariat; as further described in Annex 1** of this document.
- 4.6 The MSG must have the capacity to carry out its duties in an open and transparent manner.
- 4.7 The MSG must undertake effective outreach activities with civil society groups and companies, by developing a communication plan that will build awareness about EITI, its objectives and the progress of its implementation in Guyana.
- 4.8 The MSG must ensure that the annual EITI Report is widely disseminated to the public.
- 4.9 MSG must adequately liaise with their respective constituency groups and organizations.
- 4.10 The MSG must oversee the EITI reporting process and engage in Validation.
- 4.11 Any member has the right to table an issue for discussion.
- 4.12 The MSG must agree its procedures for:
 - 4.12.1 nominating representatives
 - 4.12.2 changing representatives
 - 4.12.3 decision-making
 - 4.12.4 duration of the mandate, and
 - 4.12.5 frequency of meetings
- 4.13 MSG members must be given sufficient advance notice of meetings.
- 4.14 Prior to debate and proposed adoption, documents must be circulated in a timely manner to members.
- 4.15 MSG must keep written records of its discussions and decisions.



GUYANA
Extractive
Industries
Transparency
Initiative

5.0 Membership

- 5.1** The inaugural GYEITI MSG shall comprise twelve (12) Primary Members, four (4) each adequately representing the following sectors: Government, Civil Society and the Extractive Industry.
- 5.2** Each Primary Member shall have one corresponding Alternate Member.
- 5.3** Primary Members and Alternate Members of each sector shall be selected by their respective stakeholder groups following open and transparent processes agreed by each sector.
- 5.4** Appointment of Primary Members and Alternate Members shall be made in writing by the Minister with responsibility for the management of natural resources based on the nominations of the sectors.
- 5.5** An alternate Member may attend meetings of the MSG as a de facto observer (with voice/no vote) even when their Primary Member is in attendance.
- 5.6** In the absence of a Primary Member, his/her Alternate Member shall participate in meetings with full rights of voice and vote.
- 5.7** The list of Members and Alternates of the inaugural MSG is shown in Appendix 1 of these Terms of Reference.

6.0 Duration of service

- 6.1** The initial duration of service of each Primary Member and Alternate Member shall be for a period of three (3) years.
- 6.2** Primary Members and Alternate Members are eligible for reappointment following the defined processes for nomination and appointment.
- 6.3** Primary Members and Alternate Members may resign or otherwise properly vacate their appointment at any time upon serving notice in



writing to the Minister with responsibility for the management of natural resources.

6.4 The appointment of a Primary Member or an Alternate Member may be terminated by the Minister with responsibility for the management of natural resources on the recommendation of the MSG GYEITI after a vote in favour by not less than nine (9) members, including at least two (2) members from each sector, for the following reasons:

- a.** conflict of interest,
- b.** proven misconduct, or
- c.** as a Primary Member, being absent without being excused for five (5) or more meetings of the MSG in any calendar year.

6.5 In the event that a member resigns, or for any reason cannot perform his or her service as a member of the MSG, or has his or her appointment terminated he/she shall be replaced by a representative from the sector through the established transparent and open nomination process.

7. Sub-Committees

7.1 The MSG may form Sub-Committees and/or Working Groups with specific mandate and time frame to address particular issues in order to advance the work of the MSG.

7.2 Each Sub-Committee shall be chaired by a duly appointed Primary Member or Alternate Member decided upon by consensus of the MSG.

7.3 Primary Members, Alternate Members and non-members may participate in Sub-Committees.

7.4 A Sub-Committee Chairperson may, with the agreement of all MSG sub-committee members, invite experts in relevant fields to participate in deliberations of the Sub-Committee.

7.5 Sub-Committees shall not take decisions on the behalf of the MSG and shall provide recommendations to the MSG for consideration.

8.0 Code of Conduct and Confidentiality



GUYANA
Extractive
Industries
Transparency
Initiative

- 8.1** The EITI Code of Conduct, provided in **Appendix 2** of this TOR, shall apply where not otherwise stated.
- 8.2** All Primary Members and Alternate Members have a duty to hold in strictest confidence any information, classified information, which he/she may come in contact with during the conduct of their professional relationship; and this information should not be divulged outside of the MSG meetings by the MSG office holder unless it is required for EITI reporting or the member is expressly or impliedly authorized by GYEITI to do so.
- 8.3** In the spirit of openness, the MSG shall rely on the International EITI Code of Conduct which includes and states that: *“confidentiality: EITI Office Holders shall not use any information that is provided in his or her role as EITI Office Holder and which is not already in the public domain in any manner other than in furtherance of his or her duties. EITI Office Holders continue to be bound by this obligation for two years after termination of their mandate”*.
- 8.4** Each member of the MSG shall sign a Confidentiality Agreement and will be bound by the terms and conditions set out therein.
- 9.0 Chairperson, Quorum, Meetings and Frequency of meetings**
- 9.1** At meetings of the MSG the **Robert’s Rules of Order** shall apply where not otherwise stipulated. See **Appendix 3** of the Terms of Reference.
- 9.2** The MSG shall have three (3) Co-Chairs, including the Minister of Natural Resources and one (1) Primary Member each nominated from Civil Society and Industry determined by a caucus of the Primary Members and Alternate Members of the respective sectors.
- 9.3** The Minister of Natural Resources, who is the EITI Champion, shall be the First among equals of the Co-Chairs and shall be the Chairperson for meetings of the MSG.
- 9.4** In the absence of the Minister of Natural Resources, meetings of the MSG shall be chaired by the other Co-Chairs, pro rata.

GUYANA EXTRACTIVE INDUSTRIES TRANSPARENCY INITIATIVE



GUYANA
Extractive
Industries
Transparency
Initiative

- 9.5** Nine Members with full rights of voice and vote, with at least two being from each sector, shall constitute a quorum for meetings of the Multi-Stakeholder Group.
- 9.6** Statutory Meetings of the MSG will be held on the second Wednesday of every month or as otherwise agreed by the MSG.
- 9.7** The Minister of Natural Resources shall approve the scheduling of all MSG meetings and approve meeting agendas.
- 9.8** The Chairperson for any meeting of the MSG may adjourn such meeting if he/she determines adjournment to be necessary.
- 9.8** The Minister of Natural Resources may convene an extraordinary meeting of the MSG in the event that necessary or urgent issues need to be discussed and decided upon.
- 9.9** Primary Members and Alternate Members may submit matters for inclusion on the agenda of any meeting at least 5 days prior to the date set for such meetings.
- 9.10** The agenda and announcement of statutory meetings of the MSG shall be circulated to members at least one week before the meeting date.
- 9.11** Minutes of meetings of the MSG will be circulated to the MSG one week after the meeting.
- 9.12** Names of attendees will be listed in the minutes but individual views that have been expressed within the meeting will not be allocated to individuals.
- 9.13** Minutes of MSG meetings will be compiled and presented to reflect decisions taken and not details of deliberations or individual contributions.
- 9.14** Detail transcripts of meeting shall be preserved, for the record.
- 9.15** Attendees and/or members must declare in writing to the Chairperson at least (3) three days prior to attending an MSG meeting any real or potential conflict of interest with regards to any matter to be discussed at that meeting.

10.0 Decision-Making Protocol



- 10.1** The MSG shall, in good faith, make decisions by consensus.
- 10.2** While consensus is not always possible, decision-making principles shall be preferred to build the greatest possible consensus.
- 10.3** In the event that consensus is not reached on any matter within reasonable time, the Chairperson may, at his/her discretion, refer it to either a working group or a formal vote.
- 10.4** Working groups for the purpose of decision-making shall consist of equal numbers of members from each sector.
- 10.5** Working groups shall provide decisions for ratification by the MSG.
- 10.6** Any matter referred for decision by a formal vote shall be resolved by two third of votes of members present and includes a minimum of 2 representatives from each sector.
- 10.7** In any case in which there is an equality of votes, the matter shall be referred for a vote by the Co-Chairs.
- 10.7** For matters requiring urgent decision, the necessary information shall be circulated through email so that decisions can be made electronically with the consensus of all parties involved.

11.0 Record Keeping and GYEITI Secretariat

- 11.1** All proceedings of MSG GYEITI meetings shall be properly recorded in accordance with normal corporate and office practice.
- 11.2** The secretariat shall be responsible for the documentation and preparation of the minutes of meetings.
- 11.3** All records and documents of the MSG GYEITI must be kept safely in an organized way to allow for easy retrieval and use.
- 11.4** Records of the MSG must be prepared and stored in a manner consistent with standard office procedures and best practice.
- 11.5** Electronically stored documents must be adequately protected with virus protection software, passcodes and such other features which will guarantee that records will never be destroyed, lost or easily tampered with without trace.



12. Amendment of these Terms of Reference

These Terms of Reference may be reviewed and/or amended by the MSG at a duly constituted meeting of the MSG.

THE ABOVE TERMS OF REFERENCE WERE UNANIMOUSLY ADOPTED BY THE MULTI-STAKEHOLDER GROUP OF THE GUYANA EXTRACTIVE INDUSTRIES TRANSPARENCY INITIATIVE.