

IWA Board of Directors Members and Engagement Committee Terms of Reference (Approved by the Board on 8 September 2021)

1. Definitions and Interpretation

In these Terms of reference, unless the context otherwise requires, words and expressions shall have the same meaning as ascribed in the Articles of Association. Without limiting the generality of the foregoing:

- a. "Association" means the International Water Association, a company registered in England and Wales;
- b. "Director" means a member of the Board of Directors of the Association; and
- c. References to one gender shall include the other gender.

2. Purpose and Authorities

The purpose of the Committee is to provide necessary policy oversight concerning the Association members, their expectations and their participation, follow the effectiveness of the recruitment process, discuss new schemes of membership, and the schemes of honours and awards. The Committee does not act for the President or for the Board and its powers are advisory only. The Committee reports to the Board and receives instructions from the President or by resolution of the Board. The Committee has all the rights and privileges conferred on individual Board members concerning access to Association information and staff. Requests for assistance in accomplishing Committee responsibilities, including staff assistance and access to professional services, shall be directed to the President or Executive Director, as appropriate.

3. Duties

- a. Working with the Executive Director or its representative, develop and recommend to the Board the framework or broad policy for serving and engaging the Association members and participants in the activities of the Association in line with the mission of the association
- b. In determining such policy, take into account all factors which it deems necessary. The objective of such policy shall be to: (1) ensure that the policies of the Association foster the engagement of Association members and participants in a fashion that is consistent with the overall strategic objectives of the Association, (2) foster an environment that is attractive for enhanced engagement of Association members and participants in Association activities, and (3) encourage members and participants to contribute to the objectives of the Association.
- c. Periodically review the status of implementation of the member and participant framework and policy with the Executive Director to determine compliance and report the results to the Board.
- d. Analyse the formal feedback on the appreciation of the members on the service provide by IWA to its members.

- e. Be aware of and advise on any major changes in member and participant policies in particular with the different segments.
- f. Revise the schemes of honours and awards and their effectiveness and propose improvement measures where necessary.
- g. Review the ongoing appropriateness and relevance of the member and participant policies and make recommendations to the Board.
- h. Make recommendations to the Board, but the Committee is not mandated to make decisions on behalf of the Board.
- i. Provide inputs to IWA strategic plan, with reference to elements about membership, engagement and the IWA value proposition.
- j. Other duties as assigned.

4. Membership

The Committee shall be made up of an officer (typically one of the Vice Presidents) and at least four additional members, at least half of whom are independent non-executive directors. The remaining members of the Committee may be drawn from former directors provided that they are independent and are not executives of the Association. The Board will endeavour to appoint at least one member that is nominated by or a representative of the Governing Assembly. Committee members will be nominated by the President and approved by the Board. The term of service shall be two years, corresponding to the period of service for the current Board. Members can serve multiple terms. A member of the staff shall serve as the Committee Secretary. The President and Executive Director are ex-officio members.

5. Committee Governance

The Board will appoint one member of the Committee to act as Chair. Formal actions will generally occur during a duly constituted meeting, which requires that a quorum (a simple majority of Committee members) be present and that all Committee members have been notified that a meeting has been called and have been given due opportunity to participate. Only members of the Committee have the right to attend Committee meetings. However other individuals and external advisers may be invited to attend for all or part of any meeting as and when appropriate with a consultation voice. Any member of the Board of Directors or Governing Assembly may attend the meeting with the agreement of the Chair. Meetings can be in person or by other electronic means. Actions discussed in a previous meeting but requiring additional information may be subsequently confirmed by e-mail vote. Minutes of all Committee meetings will be recorded under the responsibility of the Chair. The Committee shall meet at least twice a year, but more frequent meetings are possible depending on Association needs. Committee performance relative to assigned duties should be assessed on an annual basis and a schedule of activities for the year established.