

IWA EWL FUND GROWTH COMMITTEE

Terms of Reference

(Approved by the Board on 15 September 2023)

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. “Fund” means the IWA Emerging Water Leaders Endowment Fund
- c. “Director” means a member of the Board of Directors of the Association; and
- d. References to one gender shall include the other gender.

2. Statement of Intent

The ambition is for the fund to help retain talent within the water profession and to develop the skills of young water professionals so they are equipped to take over the baton from the current aging workforce. With support from the fund, beneficiaries will be empowered to innovate and develop solutions to water challenges, accelerating progress in parts of the world where there are opportunities to use transformative technologies to the greatest impact. The fund will enable young water professionals to immerse themselves fully in the activities of IWA, helping them to gain knowledge and connections, which will not only benefit their individual careers, but contribute to the development of practical solutions to the world’s most pressing water challenges.

There will be an investment of US\$ 1,000,000. The IWA will make available information regarding the total amount available for distribution in support of the Fund’s objectives. The Executive Director, or designee, is responsible for ensuring that expenditures are made consistent with the donors intent. Subject to the terms of this Agreement, the Fund will be administered separately and ringfenced and will have its own Investment policies. These investments are monitored by Finance and Investment Committee of IWA. The IWA Emerging Water Leaders Programme, funded by the endowment, will provide financial assistance, support, and mentorship to high-achieving young water professionals. The goal is to provide an opportunity for a cohort of scholars to refine their water sector competences and build professional networks within the global water community. Participants will benefit from the solid grounding in leadership skills that the Programme will provide, fast-tracking their professional development.

3. Purpose

The purpose of the Committee is to achieve the fund development income targets agreed by the Board with a particular emphasis on donations from individuals.

As part of its Mandate, the Committee will engage in the following activities:

- a) To ensure the Fund retains a strong focus on attracting donations from individual high-net-worth prospects.
- b) To review and approve the Fund Growth Strategy and Action Plan.
- c) To discuss individual prospects, agree action plans and feedback on progress.
- d) To identify, recruit and manage cohort of regional fund-raising ambassadors.
- e) To work with the executive to develop and maintain relationships with donors.
- f) To liaise with other Trustees about their contribution to Fund development.
- g) To consider strategic issues relating to Fund development and make recommendations to the Board.

4. Reporting and Accountability

The Committee shall, at all times, be accountable to the Board and shall, on request and no less than twice each year, provide regular updates and reports to the Board on the progress and status of the Emerging Water Leaders Fund. The Committee reports to the Board and receives instructions from the President. The Committee does not act for the Board. Requests for assistance in accomplishing Committee responsibilities, including staff assistance and access to professional services, shall be directed to the Executive Director.

5. Chair and Committee Membership

- a) There shall be at least six members of the Committee who shall be nominated by the Executive Director, reviewed by the Governance and Nominations Committee and appointed at the discretion of the Board.
- b) A quorum shall be at least one half of the members.
- c) The Chair of the Committee shall be nominated by the Executive Director and appointed by the Board. In the absence of the Chair and/or a duly appointed deputy, the remaining members present shall elect one of their number to chair the meeting. The Chair is responsible for the following at Committee meetings:
 - Calling the meeting to order;
 - Establishing an agenda and ensuring agenda items are addressed;
 - Ensuring the minutes from prior meeting(s) are reviewed and approved by the Committee (with or without modification);
 - Facilitating discussion to reach consensus on matters under consideration in a professional manner;
 - Adjourning meetings after business is concluded; and
 - Acting as the main representative of the Committee.
- d) Equitable, Inclusive and Diverse Membership: The Association strives to achieve equitable, inclusive and diverse membership on its committees that is reflective of its commitment to equity, diversity and inclusion and this should be considered in the appointment of Committee members.

- e) **Best Interests:** Committee members shall deal with matters before the Committee in such a way that the best interests of the Association take precedence over the interests of any of its constituent parts, should those interests conflict or appear to conflict. Any potential Conflict of Interest on the part of a Committee member shall be disclosed to the Chair and managed in accordance with the IWA Conflict of Interest Policy.
- f) **Consultation:** In carrying out its role, the Committee may call upon various resources as it deems required. Any costs must be approved by the Executive Director.

6. Term of Office

- a) The term of service shall normally be three years. Members can serve a maximum of three terms. The letter appointing each member of the Committee shall specify the term of appointment and shall invite the countersignature of each individual as an indication of agreement to the appointment and these Terms of Reference. The Board may resolve to renew the term of a member by agreement.
- b) A member of the Committee may at any time resign by notice in writing to the Board and the Board may likewise by notice in writing remove a member of the Committee at any time.

7. Meetings

- a) **Number of Meetings:** The Committee shall meet at least once per year, or subject to the call of the Chair.
- b) **Notice of Meetings:** Notice of a Committee meeting should be provided to Committee members, at least 15 business days advance of the meeting, unless waived by the Committee members at the meeting.
- c) **Agenda:** Agenda items should be sent to the Committee administrative support at least 10 business days in advance of the meeting. The agenda should be prepared and distributed to the members of the Committee prior to the meeting.
- d) **Quorum:** A majority of the Committee membership must be present at a meeting in order to constitute a quorum.
- e) **Decision-Making:** The preferred model for decision-making is consensus. If consensus cannot be reached, a vote shall be held. The Chair will not vote unless to break a tie.
- f) **Committee Meeting Guests:** All Committee meetings will be limited to members only unless the Chair otherwise grants approval for certain individuals to attend all or a portion of the meeting.
- g) **Electronic Discussion and Meetings:** The Chair may consult with Committee members electronically, and may arrange email, telephone or other electronic meetings, instead of in-person meetings, as the circumstances may require.

- h) Confidentiality: All Committee members, resource persons, consultants, guests, and administrative support persons who may be in attendance at a Committee meeting or privy to Committee information, are required to protect and keep confidential any protected information (e.g., classified or privileged information) received through participation on the Committee, unless such information is otherwise approved for public information. All Endowment Fund applications are strictly confidential.
- i) Minutes & Confidentiality: Minutes are to be taken of business occurring during Committee meetings. However, the Committee may move “in camera” to deal with certain items if the subject matter being considered relates to personal and confidential matters that are exempt from disclosure under applicable access and privacy legislation. Once approved by the Committee, meeting minutes shall be circulated to committee members.

8. Administrative Support

The Committee shall receive administrative support from the Association’s Secretariat. The administrative support shall be provided through an individual whose duties shall include:

- a) Assisting the Chair with preparation of Committee meeting agendas and distributing
- b) notification of meetings;
- c) Ensuring follow-up of Committee action items;
- d) Information gathering;
- e) Preparation and distribution of meeting material;
- f) Minute-taking; and
- g) Maintaining Committee records.

9. Dates of Approval, Review and Revision

15 September 2023 approved by IWA Board of Directors.