

SNAB/2025/05/04/Add.2

Conflict of Interest Subcommittee

Terms of Reference

Final adopted version

I. Mandate

1. The Advisory Board established the Conflict of Interest Subcommittee in line with decision 6/CMA.5, endorsed by decision 2/CP.28, and adopted the Guidelines on preventing potential and addressing actual and perceived conflicts of interest (SNAB/2024/3/04.Rev.1).¹ Pursuant to paragraph 23 of its Rules of Procedure and paragraph 44 of the Guidelines, the Subcommittee is tasked with developing its Terms of Reference for consideration and approval by the Advisory Board. In the case of any discrepancy between this Terms of Reference and the Guidelines, the provisions of the Guidelines shall prevail.

II. Role and functions

2. Paragraph 39 of the Conflict of Interest Guidelines stipulates that the Advisory Board will address any actual and perceived conflict of interest that will be brought to its attention by the Conflict of Interest Subcommittee to be established by the Advisory Board pursuant to paragraph 23 of its Rules of Procedure.
3. The Subcommittee will consider and provide guidance to the Advisory Board on issues of conflict of interest of the Santiago network in line with the roles and functions assigned to it in the Conflict of Interest guidelines.
4. The Subcommittee will develop the procedures required to fulfil its roles and functions for consideration and adoption by the Advisory Board.

III. Membership

5. The Subcommittee will comprise of 4 members appointed through self-nomination by the Advisory Board from among its members, with the aim of achieving fair and balanced representation and giving due consideration to gender balance.

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https://assets.santiago-network.org/Common/Documents/Core/SNAB_2024_3_04.Rev.1-Guidelines-on-conflicts-of-interest-06Sep2024-Approved.pdf

6. Members of the Subcommittee shall serve for a term of two years, concurrent with the term of their Advisory Board membership. In instances where the Advisory Board membership term is less than two years, the shorter term shall be applicable.
7. If a member resigns or cannot continue serving, the Advisory Board will appoint another member from the Board to complete the term. The Board may also appoint alternates if needed to ensure continuity.
8. The Subcommittee will elect by consensus a Chair from among its members for a 1-year renewable term.

IV. Mode of work

9. In accordance with paragraph 43 of the Conflict of Interest guidelines, except as decided otherwise by the Advisory Board, the Rules of Procedure of the Advisory Board apply mutatis mutandis to the conduct of business of the subcommittee.
10. At least three of four members of the Subcommittee must be present at a meeting to constitute a quorum. A quorum shall be established prior to the commencement of each meeting.
11. The Subcommittee will meet virtually or in person as often as needed to fulfill its mandate.
12. The Subcommittee will strive to take its decisions by consensus. If consensus cannot be reached, decisions may be taken by a simple majority of members present and voting.
13. Meetings will be convened by the Chair with support from the Secretariat.
14. The Subcommittee will be assisted by the Secretariat. The Director will designate a representative that will participate in the meetings of the Subcommittee and support its work.
15. The Secretariat will circulate the agenda and relevant documents at least one week before each meeting. Draft minutes will be shared with members within two weeks after the meeting for comments and approval.
16. Members are expected to participate actively in meetings and intersessional work, review documents in a timely manner.
17. Members shall promptly disclose any actual, potential or perceived conflict of interest in accordance with the Rules of Procedure. Actual, potential and perceived conflicts of interest of members of the Subcommittee will be addressed by the Advisory Board, in accordance with paragraph 11 of the Rules of Procedure.
18. Members of the Subcommittee should not disclose any confidential information they receive in the course of their duties as members of the Subcommittee, in accordance with paragraph 12 of the Rules of Procedure.

19. English shall be the working language of the Subcommittee.

V. Accountability and reporting

20. The Subcommittee operates under the overall authority and direction of the Advisory Board and will report to the Advisory Board on its activities.
21. The Chair of the Subcommittee will provide regular updates to the Advisory Board both at Advisory Board meetings and on an ad-hoc basis as required, and prepare a summary of the work of the Subcommittee to inform decisions of the Advisory Board.

VI. Duration, review and amendment

22. The Subcommittee is a standing committee of the Advisory Board.
23. Three years following their adoption by the Advisory Board, or earlier if requested by the Board, the Advisory Board will review these Terms of Reference of the Subcommittee.
24. The Subcommittee may propose modifications to these terms of reference for consideration and approval by the Advisory Board in accordance with the Conflict of Interest Guidelines and the Rules of Procedure.