

**INDEPENDENT ADVISORY BOARD FOR THE
PACIFIC TRADE INVEST NETWORK
TERMS OF REFERENCE**

Background

1. The Pacific Trade Invest Network represents sixteen (16) Forum Island Countries (FICs) in major markets and provides a collective regional response to constraints faced by FICs such as export capabilities and market access, as well as in attracting quality foreign direct investment.
2. The PTI Network comprises Trade Commission offices in Beijing, Auckland, Sydney and in Europe. Each office is headed by a Trade Commissioner as the most senior official, supported by officers recruited as appropriate to their funding envelope, and export and investment-facilitation priorities.
3. An independent review of the PTI Network in 2014 by *KisserUp* identified the PTI network as a vital source of assistance to the FICs and recommended a need to strengthen its governance through a centralized private sector-led advisory board. The *KisserUp* report went on to recommend improvements to the PTI Network's Corporate Governance structure; Financial Management Practices including an M&E Framework; to appoint a General Manager to manage the affairs of the network; to strengthen the Customer Relationship Management Tool and to build capacity of FIC Trade and Investment Promotion officials.
4. Since the report was released in early 2015, the Secretariat and indeed the PTI offices themselves have taken measures to implement some of the recommendations outlined in the *KisserUp* report within the ambit of their own work programmes in consultation with the Secretariat.
5. A new corporate governance structure for the PTI Network is intended to bring about independent oversight and improved accountability and operational performance. The recommendation for a *centralized private sector-led advisory board* was explored in more detail through a follow-up independent assessment by *Chapman Tripp* in 2018. The *Chapman Tripp* report was taken through several rounds of consultations with Forum Members from 2019 and was finally endorsed by the Forum Officials Committee in December 2020.

Purpose

6. The Independent Advisory Board (IAB) will ensure the PTI Network adheres to sound governance practices. The IAB will provide strategic advice to the PTI Network and to the Office of the Secretary General; and assure a prudential and ethical base to the Network's conduct and activities having regard to the relevant interests of its stakeholders and clients. The Board's purpose will be to support the establishment of a policy-based financial management and risk governance system that supports the Network's performance.
7. The IAB will assist in the development of a PTI Network Strategic Plan that will frame its strategic direction and oversight of the operations of the Network.

8. It will have fiduciary obligation to the Office of the Secretary General and will ensure that the Network stays on mission; operates to optimum standards efficiently and effectively, and aligns to the trade, investment and tourism aspirations of the region.

9. In meeting these expectations, the IAB will instill confidence, and provide the necessary assurance to member countries, donors and development partners who support the operations of the PTI Network that it is well-governed and delivering on its value proposition.

Board Composition

10. In addition to the Chair and Board Secretary, the IAB will comprise four qualified individual members strategic thinkers who have industry knowledge and experience in corporate and/or private sector development that is of relevance to the Pacific context.

11. The PIFS Secretary General (or their nominee) will act as the permanent Board Chair. In addition to the Secretary General (or their nominee) as Chair, Board positions shall consist of four members being:

- a. An individual with banking, accounting, risk management or audit background.
- b. A corporate legal expert.
- c. An individual from the private sector with experience in market access; and
- d. One female representative who is a business owner.

Expertise and experience

12. The IAB will comprise highly skilled, informed, experienced and motivated individuals to work to a common objective in fulfilling its role. The IAB members combined, should ideally have the following attributes:

- a. Expertise in corporate governance, accounting, economic development, public finance, and planning.
- b. An appreciation for the business enabling environment across the Blue Pacific.
- c. An appreciation for women in business.
- d. Legal experience in corporate law.
- e. Strategic thinkers.
- f. Experience in regional initiatives or national priorities and the involvement of different stakeholder groups;

Term of Board Members

13. The appointment to the Independent Advisory Board shall be for a term of three years.
14. The appointment shall terminate at the end of the term, but Members are able to be reappointed for a further term, up to a total of three terms. In the event of a mid-term vacancy, the Secretary General on the advice of the Director Programmes & Initiative may appoint a member to complete the term. Every three years, two new members are selected to succeed IAB members due for rotation. The system of rotation will ensure overlap between one Board and another to minimize impact on momentum and efficiency for the PTI Network.
15. No IAB member shall be represented by another individual from his or her firm, business, agency, or country.

Meetings

16. The IAB will meet at least two times per calendar year. Additional meetings may occur if deemed necessary by the Chair.
17. Meeting media will include in-person, or conferencing by phone or video.
18. Advice of an IAB meeting, confirmed venue and other logistical arrangements will be sent by the Board Secretary to each member four weeks prior to the meeting. An Agenda of proposed business and relevant documentation will be forwarded to members at least ten days prior to the IAB meeting. Meeting minutes will be distributed to members within five working days of each meeting.
19. A total time commitment of one day per meeting with an additional up to two days of travel associated with each meeting, means that Board members will commit to at least six days per year in this role.
20. A quorum shall be two Members excluding the Chair and the Board Secretary. A quorum constitutes three out of six, where at least two of them are external Board Members.
21. The PTI Global Coordinator will act as the Board Secretary.
22. The IAB will have the discretion to invite person or persons to present at a meeting for the purpose of informing, guiding, or announcing an issue or topic of interest to the PTI Network.

Honorarium

23. IAB members will be entitled to receive an honorarium for attending Board meetings provided there are no conflicting employment-related restrictions placed on the individual Board member which could preclude him/her from taking up the role.
24. The Secretariat will be responsible for all meeting costs. Where travel is necessary, the Secretariat will meet all travel costs for Members. Where air or road travel is necessary, the Secretariat's Travel Policy will apply.

Responsibilities of the Board

25. The IAB will function in an advisory capacity to the Secretary General and Forum Officials Committee. Its recommendations will be non-binding noting that ultimate operational oversight for the PTI Network rests with the Office of the Secretary General.
26. The IAB will review, discuss, debate, provide guidance and recommendations to the Secretariat through the Chair.
27. In doing so, the IAB shall have the following responsibilities:
 - a. Consider harmonizing organizational management policies and rules including financial regulations, Staff regulations, and Fraud and Anticorruption policies as well as codes of conduct towards the aim of enhanced performance.
 - b. Review to finalize the PTI Global Network Strategic Plan.
 - c. Consider a PTI Global Network M&E Framework.
 - d. Review the audited annual financial reports of the PTI Network.
 - e. Review the PTI Global Network Annual Report.
 - f. Evaluate PTI progress reports and provide feedback to the Secretariat.
 - g. Provide two update reports every year to the Forum Officials Committee through the Board Chair and engage with the Secretariat's Audit and Risk Sub-Committee, as required.
 - h. Consider findings of reports and studies commissioned for the PTI Trade Commission offices and provide IAB opinions to the Secretariat.
 - i. Review the Establishment Agreements for the PTI offices and offer findings that can include recommendations to the Secretariat; and
 - j. Other tasks as the IAB considers appropriate within its terms of reference.

Process for Expressing Interest in the Independent Advisory Board role

28. Using its usual forms of communication to Members, PIFS shall extend a call inviting expressions of interest from individuals as well as nominating societies across the Blue Pacific endorsing individuals, to serve on the Board.
29. All interested individuals must complete the *Expression of Interest* form and submit with relevant supporting documentation by the deadline outlined.
30. The completed EOI Form should describe the motivation and interest of the nominee in being a member of the Board; as well as the Expertise (professional, personal, and corporate) or capacity of the nominee as related to the desired skills and experience being sought as listed in above sections [10], [11] and [12].

31. Each submission should clearly state the applicant's contact details, as well as name and title. The submission must be made in English.

Selection Process

32. Expressions of Interest will be reviewed and processed by a Selection Panel made up of (a) PIFS Director of Programmes & Initiatives, (b) the Secretariat's Corporate Lawyer; and (c) a representative of the FOC Chair or Forum Member State, subject to availability. The panel shall elect a Chairperson who will oversee the selection process and communicate the results of the selection to the Forum Officials Committee through the Secretariat for endorsement.

33. The Selection Panel will review all applications received by the given deadline and may interview candidates at their discretion considering the need for a mix of expertise and to seek an inclusive and diverse membership that considers gender balance. The Panel may undertake referee checks to identify the best possible candidate.

34. The same process shall occur at the expiry of terms of Board members.