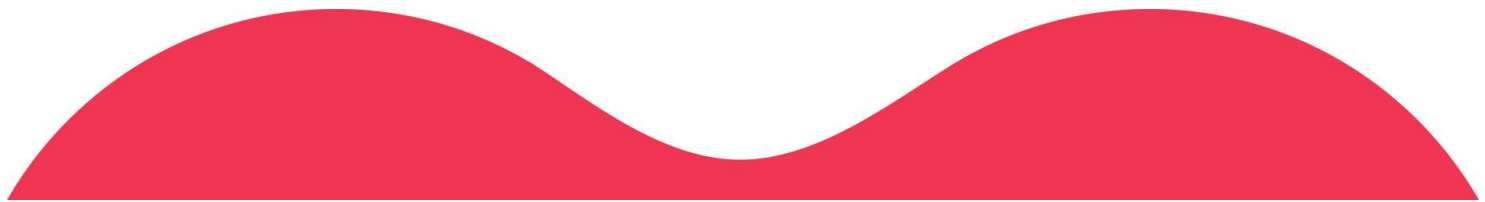


07/07/2022

Internal guidelines

Philea



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Introduction

In November 2020, the European Foundation Centre (EFC) and the Donors and Foundations Networks in Europe (Dafne) decided to launch a convergence process, with the aim of creating a stronger, inclusive voice for the sector. After a year of intense consultation, co-creation and negotiation, the Philanthropy Europe Association, Philea, was created. Based on the solid legacy of EFC and Dafne, Philea was built against the backdrop of a series of consecutive crises, making our collective effort even more urgent and relevant than before.

These internal rules include a number of key governance documents which complement the Statutes of Philea, and provide an operational framework around who we are, why we exist and how we work. These rules were elaborated by the members of Philea, discussing and deciding together on how to face the future as a united body. More specifically, the internal rules cover:

- 1 – Our Purpose and Values
- 2 – Our Members' Code of Conduct
- 3 – Our Board Members' Code of Conduct
- 4 – The profiles of Board members
- 5 – The Mandate and remit of the Advisory committee
- 6 – The Mandate of the Advocacy Working Group

In line with Article 25.2, of the Philea Statutes, the adoption, amendment and the revocation of these internal rules falls under the authority of the Board of Directors. Article 36 of the Statutes provides that the Nominations and Governance Committee ensures the good and transparent governance and compliance of the bodies of the Association.

Purpose statement

Who we are

We are the voice of European philanthropy.

We nurture a diverse and inclusive ecosystem of foundations, philanthropic organisations and networks in over 30 countries that work for the common good. We unite over 10,000 public-benefit foundations that seek to improve life for people and communities in Europe and around the world.

We support, lead and inspire European philanthropy in being bold, effective and innovative.

Why we are here

We believe that working together and sharing knowledge are key in addressing the major challenges facing our societies and ensuring equal opportunities and prosperity for all.

We are here to learn, foster collaboration, inspire and be inspired.

We seek to strengthen the European philanthropy ecosystem and increase its visibility by enabling connections between people and organisations, encouraging cooperation and offering learning opportunities. We build bridges between private, public and civil society sectors and create alliances for positive social change.

What we want to achieve

We want to inspire, connect and represent the European philanthropy sector and enhance its role as a credible and trustworthy partner, today and tomorrow. We foster collaboration in order to increase synergies, sustain preservation, scale up innovation and have a voice and impact on policy to enable positive change.

We believe that philanthropy in Europe has a unique role in taking risks, sparking innovation and acting as a catalyst for good. We want to connect citizens and communities with philanthropic organisations and contribute to building more resilient, sustainable and just societies. Our purpose is to harness the immense multidimensional potential of European philanthropy.

Our values

We are committed to enhancing trust, collaboration, transparency, innovation, inclusion and diversity.



Trust is the foundation of everything we do. We aim at creating and sustaining trust within our own organisation and the European philanthropy sector by being accountable to our members, our partners and European societies at large.

Collaboration – we are more than the sum of our parts. We believe in the power of collaboration and collective impact. We engage with a wide range of actors, allowing us to listen, learn and act together.

Transparency – we are open about what we do and how we work. We are eager to learn from both successes and failures, and welcome constructive criticism as an opportunity to continually improve and lead by example.

Innovation – we see innovation as a key driver of positive social change. That is why we invest resources in foresight and horizon scanning to allow us to drive innovation.

Inclusion and diversity – we believe that everyone should have a voice and equal opportunities. Inclusion and diversity are preconditions for our own organisation, and we will promote these values within the wider European philanthropy sector.

Membership code of conduct

Background: Provisions on members' exclusions in Philea statutes

Art. 10.4 – 10.7 of the Philea statutes provide for a process and base for exclusion of a member, i.a. in case the member *“is not duly or timely or fully complying with (...) the internal rules.”*

Exclusion of membership can be recommended by the Board for decision by the General Assembly after having informed the member in question. The process includes the opportunity for the member to defend its position as well as to remedy the consequences of the breach. (see full text below)

Code of Conduct:

Philea nurtures a diverse and inclusive ecosystem of philanthropic organisations and support networks in over 30 countries that work for the common good.

Philanthropic organisations member of Philea aim to serve the public-benefit and seek to improve life for people and communities in Europe and around the world.

Members of Philea believe that working together and sharing knowledge are key in addressing the major challenges facing our societies and ensuring equal opportunities and prosperity for all. They join our community to learn, foster collaboration, inspire and be inspired.

Together, we seek to strengthen the European philanthropy ecosystem and increase its visibility by enabling connections between people and organisations, encouraging cooperation and offering learning opportunities.

This membership code of conduct outlines the values, attitudes and behaviours which members commit to, in order to:

- 1) contribute to the overall life of the association,
- 2) uphold the association's reputation, and
- 3) (for philanthropic organisations:) contribute to building the transparency, accountability and overall legitimacy of the sector.

In signing this Membership Code of Conduct, members agree to abide by its rules and support the interests of the Association. They acknowledge that disrespect of the Code of Conduct can lead to exclusion of membership.

To this end, Philea members will abide by the following Code of Conduct:

A.) In their engagement with Philea, members commit to:

1. Contribute to sustaining the core values of Philea:
 - Trust is the foundation of everything we do. Members contribute, through their behaviour, to creating and sustaining trust within Philea and the European philanthropy sector.
 - Collaboration: Members believe in the power of collaboration and collective impact. They are willing to listen, learn and act together.
 - Transparency. Members are eager to learn from both successes and failures, and welcome constructive criticism as an opportunity to continually improve and lead by example.
 - Innovation: Members see innovation as a key driver of positive social change.
 - Inclusion and diversity: Members believe that everyone should have a voice and equal opportunities. Inclusion and diversity are preconditions for our collaboration.
2. Act with respect, concern, courtesy, and responsiveness in participating to the organisations' activities. Members engage with each other and with members of the team of the Philea secretariat upholding fairness, open communication, collegiality, and empathy.
3. Contribute, within the limits of their possibilities, to the life of the association and the collective impact of its membership. Members seek to contribute to building the collective capacity, capability, credibility and connection of the sector.
4. Seek to attend all official meetings, in particular the annual General Assembly, and arrange for a proxy in a timely way should he/she not be available. Prepare for meetings by reviewing the meeting agenda and supporting materials.

B.) Philea members commit to uphold the reputation of the organisation:

1. Members and their leadership uphold the highest legal, ethical, and professional standards. A reputation for integrity and excellence requires the careful observance of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity.

2. Members avoid any activity that is in conflict with the members' code of conduct. They disclose their involvement with other organisations, businesses or individuals where such a relationship might be viewed as damaging to the interests of Philea.
3. Members refrain from making damaging statements about Philea in the public domain, without first undertaking an open conversation about the issue or concern at hand with the relevant bodies of the association.
4. In case of concerns relating to the accountability, integrity, professionalism, transparency or ethical conduct of any part of the organisation, members commit to engaging in an open conversation and where needed inform the CEO, President or Board of Philea.

C.) Philanthropic Organisations

1. Foundation member: strive to uphold Principles of Good Practice (See *EFC Principles of Good Practice*)

Extract from statutes

- 10.4. *A Member which (i) ceases to satisfy the definition of the membership category it belongs to as set out in Article 6 or Article 7 of these Statutes, or (ii) is not duly or timely or fully complying with these Statutes, the internal rules, if any, and/or any decision validly taken by the bodies of the Association, or (iii) does not pay all its membership fees within the stated period, or (iv) infringes the interests of the Association, or (v) has substantially modified its activities, or (vi) for any other reasonable cause, may be excluded from membership, upon decision of the Board of Directors.*
- 10.5. *Before recommending the exclusion of a Member to the General Assembly, the Board of Directors shall provide the concerned Member with the relevant details in writing via special means of communication at least thirty (30) calendar days in advance of the proposed exclusion date. The concerned Member has then time to definitively remedy the consequences of the breach or breaches having led to the proposal of its exclusion. The Board of Directors may decide to propose the exclusion of a Member to the General Assembly, provided that the concerned Member is convened at the meeting of the Board of Directors and has received the possibility to defend its position during the meeting of the Board of Directors and prior to the voting on the proposal of exclusion. The decisions of the Board of Directors regarding the proposal of exclusion of a Member to the General*

Assembly are final, sovereign and the Board of Directors must give reasons for its decisions.

- 10.6. *Upon recommendation from the Board of Directors, the General Assembly may decide to exclude a Member, provided that the concerned Member is convened at the meeting of the General Assembly and has received the possibility to defend its position during the meeting of the General Assembly and prior to the voting on the exclusion. The General Assembly can validly decide on the exclusion of a Member only if (i) at least two-thirds (2/3) of the Full Members are present or represented and (ii) the decision to exclude obtains at least a majority of two-thirds (2/3) of the votes cast by the Full Members present or represented. The decisions of the General Assembly regarding the exclusion of a Member are final, sovereign and the General Assembly must give reasons for its decisions.*
- 10.7. *All membership rights of the Member concerned by the abovementioned exclusion procedure shall be suspended during the entire procedure until (i) the decision of the Board of Directors not to recommend the exclusion of the concerned Member to the General Assembly, or (ii) if the Board of Directors decides to recommend the exclusion of the concerned Member to the General Assembly, the decision of the General Assembly.*

Code of Conduct for Board members

In signing this Code of Conduct, Board members agree to abide by its rules and respect and support the complaints and redress procedure.

Board members will be physical persons, hold a position of senior responsibility and trust within their organisation and will be duly mandated by that organisation to undertake the role of Board member. Board members will be recognised for their leadership, commitment, integrity and professionalism. Once elected, they serve in the best interests of the organisation.

They will be diverse and reflect the diversity in the membership and of European societies.

Board members are elected by the General Assembly from a slate of candidates proposed by the Nominations and Governance Committee following a procedure by which philanthropic organisations and philanthropic infrastructure organisations recommend their respective Board members.

The Nominations and Governance Committee is collectively responsible for ensuring that nominees for Board positions will:

- Represent the values of the organisation,
- Respect and uphold this code of conduct, and
- Satisfy needs in terms of diversity and representativeness.

Upon appointment, Board members carry a collegiate mandate to represent the entire organisation to the best of their abilities.

To that end, Members of the Board will together and individually:

1. Espouse the purpose of the organisation, acting as the voice of European philanthropy, supporting, leading and inspiring European philanthropy in being bold, effective and

PRINCIPLES

TALK THE TALK

<p>innovative. Proactively enact and hold themselves accountable in practising the values of the organisation, that are; Trust, Collaboration, Transparency, Innovation, Inclusion and Diversity.</p>	
<p>2. Act as role models and be honest with others and true to themselves in upholding a reputation for integrity and excellence, as well as a scrupulous regard for the highest standards of conduct and personal integrity. In particular, Board members will refrain from bringing the organisation into disrepute directly or indirectly, through inappropriate oral or written communications on any traditional or digital platform.</p>	<p>DUTY OF CARE</p>
<p>3. Serve with respect, concern, courtesy, and responsiveness in carrying out the organisation's mission. Conduct organisational and operational duties with positive leadership exemplified by open communication, creativity, dedication, and empathy.</p>	
<p>4. Avoid any interest or activity that is in conflict with the conduct of official duties. Disclose their involvement with other organisations, businesses or individuals where such a relationship might be viewed as a conflict of interest. N.B. This also ties in with wording for the Statutes. Respect and protect privileged information, in particular, in relation to personnel matters, to which she/he has access in the course of official duties.</p>	
<p>5. Attend organisational meetings, in particular as an advocate with external stakeholders, and support actively the messaging and stance of the organisation in that regard. Only make formal external statements in line with an agreed mandate and communication content agreed by the Board acting collegially.</p>	<p>CONFLICT OF INTEREST</p> <p>DUTY OF CONFIDENTIALITY</p>
<p>6. Refrain from giving direction as an individual Board member to the executive and staff. Refrain from discussing staff or executive leadership performance without Board authority to do so.</p>	<p>SPEAK WITH ONE VOICE EXTERNALLY</p>

Board meeting Conduct:

7. Attend all statutory Board meetings (4 per year) and strive to attend other information and update Board meetings. Prepare for Board and other organisational meetings by reviewing the meeting agenda and supporting materials.
8. In striving to support and reach consensus, endeavour to represent the broader interests of members and stakeholders. On matters of particular sensitivity or importance, be balanced in their efforts to understand other Board members and be understood.
9. Not disclose or discuss differences of opinion on the Board with those who are not on the Board. The Board should communicate externally and internally with “one voice”. Refrain from trying to influence other Board members outside of the Board meetings that might have the effect of creating factions and limiting free and open discussion.
10. Be willing to be a dissenting voice, endeavour to build on other Directors' ideas, offer alternative points of view as options to be considered and invite others to do so too. Once a Board decision is made, support the decision even if one's own view is the minority one.

**RESPECT OF
EXECUTIVE TEAM
AND COLLEGE
REPORTING LINE**

**REGULARITY OF
ATTENDANCE
ACTIVE INFORMED
ATTENDANCE**

**STEP OUT OF THE
COMFORT ZONE
FOR COMMON
GOOD**

**ONE VOICE AFTER
MEETING
'LAS VEGAS RULE'
and PRACTISE
INTEGRITY**

Process:

- Induction,
- Assessment (regularity of participation, active and constructive participation,
- Succession



Accountability, complaints and redress:

The Nominations and Governance Committee has competence to receive substantiated complaints by a member or associate, regarding non-compliance with one or more of these rules on the part of a Director of the Board.

The President of the Board of Directors, as well as the person (member of Board of Directors) named in the complaint will be notified by the NGC of the receipt of this complaint within 2 working days.

The President of the Board and Chair of the NGC will decide on a Panel, 'Accountability Panel', of three other NGC members to join them to hear and discuss the complaint (the Accountability Panel is composed ad hoc of these 5 members).

The 3 NGC members must be unrelated to the matter at hand and from different organisations than the Board member(s) mentioned in the complaint. Should the complaint directly concern the President of the Board, then he/she is replaced by the Vice President for application of the above procedure.

The panel will meet within 2 weeks of receiving the complaint.

The Board member(s) who is the subject of a complaint will be asked to provide an account of the events and answer questions arising from the panel. The panel can also seek more information and accounts from persons concerned within the organisation.

The panel will then deliberate in camera and decide upon the consequences of the deliberation and if applicable, the means of redress. The redress means will include a written warning and for a more severe contravention, suspension from the Board of Directors. The most severe means will be exclusion from the organisation.

The Panel will report on the outcome of the deliberation and its consequences to the Board member(s) concerned within 2 working days. The Board President will oversee enforcement of the outcome. The other Board members will be informed of the procedure and outcome.

Job profiles – Board President, Board Vice President and Treasurer:

Board President	Board Vice President	Treasurer
<p><u>Role and attributes (in conjunction with Code of Conduct):</u></p> <p>The President will be a senior level executive with proven management and leadership experience and skills, who will have the ability to uphold and enhance the reputation and standing of the organisation. She/he will be an effective strategist and a noted networker.</p> <p>The President will commit in time and personal engagement to the further development of the organisation and will represent the organisation in external events and statements, as mandated.</p> <p>With excellent communication skills and proven integrity, the President will ensure that workable and sustainable solutions are found and</p>	<p><u>Role and attributes:</u></p> <p>To act as deputy and back-up to the Board President, and undertake responsibilities as delegated by the President.</p>	

<p>that decisions are taken and recorded.</p> <p><u>Main responsibilities:</u> ←</p> <p>Presiding over the Board meetings and General Assembly meetings</p> <p>Leadership of the Board of Directors, as such ensures that the Board is properly briefed on issues arising at Board meetings and receives, in a timely manner, adequate information which must be accurate, clear, complete and reliable, to fulfil its duties.</p> <p>Ensures that the Board as a whole plays a full and constructive part in the development and determination of the organisation's strategies and policies, and that Board decisions taken are in the best interests and fairly reflect Board's consensus.</p> <p>Ensures that the strategies and policies agreed by the Board are effectively implemented by the Chief Executive and the management</p> <p>Ensure a culture of openness and</p>	<p><u>Main responsibilities:</u></p> <p>Assists the Board President in executing duties and undertaking responsibilities, as delegated.</p> <p>Proactively prepares to assume the Board Presidency, whilst fully respect the difference in roles. Taking the lead in providing a properly constructed induction programme for new Board members.</p> <p>Taking the lead in identifying and seeking to meet the development needs both of individual Board members and of the Board as a whole.</p> <p>Ensuring that the development needs of the executive directors and other senior management reporting to her/him are identified and met.</p> <p>Ensuring that the performance of the Board as a whole, and individual members is formally and rigorously</p>	<p><u>Main responsibility of general financial oversight including:</u></p> <p>Oversees the management of the financial affairs of the organisation</p> <p>Keeps Board apprised of key financial events, trends, and concerns, and assessment of the organization's fiscal health</p> <p>Ensures that the organisation has appropriate and adequate financial management policies & internal controls in place and anticipates challenges.</p> <p>Oversees Financial planning and budgeting with CEO and regularly monitors actual performance against budget.</p> <p>Has thorough knowledge and understanding of the organisation's financial reports and important financial ratios</p> <p>Ensures the completion of accurate and complete financial reporting in a timely manner and makes</p>
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<p>constructive debate that allow for a range of views to be expressed.</p> <p>Ensuring the good governance and conduct of the Board meetings and members.</p> <p>Setting an appropriate agenda and ensuring adequate time is available for discussion of agenda items including opportunities to hear from senior management.</p> <p>Liaison with the Chief Executive in the best interests of the organisation.</p> <p>The President will set out desired outcomes at the end of the term of office, including sound finances, a good succession and a viable long-term strategy.</p>	<p>evaluated at least once a year with consequent improvements.</p>	<p>such forms available to the Board</p> <p>Regularly anticipates and assesses risks and how such risks should be mitigated</p> <p>Reviews annual audit and presents to the Board</p> <p><u>Attributes:</u></p> <ul style="list-style-type: none"> • Proven financial qualification or relevant experience and experience of financial control and budgeting; • Is detail oriented and methodical in finding solutions; • Maintains good relations with the CEO and is available to be contacted for ad hoc advice; • Good communication and interpersonal skills.
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Secretariat support:

Distributes an agenda and relevant documents before meetings. Prepares official Board meetings minutes. Assures that documents are correctly filed and accessible. Schedules Board meetings. Holds Board members responsible for their tasks.

Sources

<https://www.diycommitteeguide.org/resource/characteristics-of-a-good-chairperson>

<https://www.experianplc.com/media/3383/responsibilities-of-the-chairman-and-ceo.pdf>

<https://www.iod.com/news/news/articles/The-role-of-the-chairman>

<https://boardable.com/blog/board-member-responsibilities/>

Ensuring Continuity in Philea Governing Bodies

This document analyses the rules of the statutes with the purpose of ensuring that there is continuity of leadership in Philea.

The rules of the BoD allow for flexibility in timing of elections, ensuring turnover and also that vacant positions be filled more easily than through full elections, using instead co-optation, reserve lists, free votes in GA. These possibilities to set aside the full election procedure, to ensure continuity, are also reflected for the NGC except on renewing 1/2 of the body on an annual basis.

In line with the statutes, this proposal addresses staggered elections for the Philea Board of Directors, Nominations and Governance Committee as well as the Advisory Committee, this last only to be set up once the BoD and NGC are elected.

Definitions

Staggered elections occur when approximately one half or one third of the board of directors (or other governing body) are up for election every two years or each year. Boards of directors with **staggered elections** are also referred to as **classified boards** **because** the board members are grouped or classified depending on when they are elected. On **declassified boards**, the entire board is up for election at one time.

One big advantage of staggered elections is that they lend continuity to the organization and preserve stability. Replacing an entire board at one time can be disruptive to the organization and its operations. Additionally, institutional memory may be lost when an entire board is replaced at one time. Another advantage is that the turnover lends cohesion to decision making.

In order to secure continuity of leadership over the first years of the life of Philea, the Board of Directors agreed that 3 of them should step down after a 1st mandate, i.e. 2 Foundations/Philanthropic Organisations (FPO) and 1 PIO, ideally based on a common agreement, or on random drawing. A similar approach is suggested for the NGC, with on 2 FPO and 1 PIO stepping down at the end of their first term.

The proposed outlook below includes a timeline for the Board of Directors, the Nominations and Governance Committee, and the Advisory Committee starting in 2022. The timeline illustrates examples of possible succession of members on the governing bodies, as referenced in the outlook.

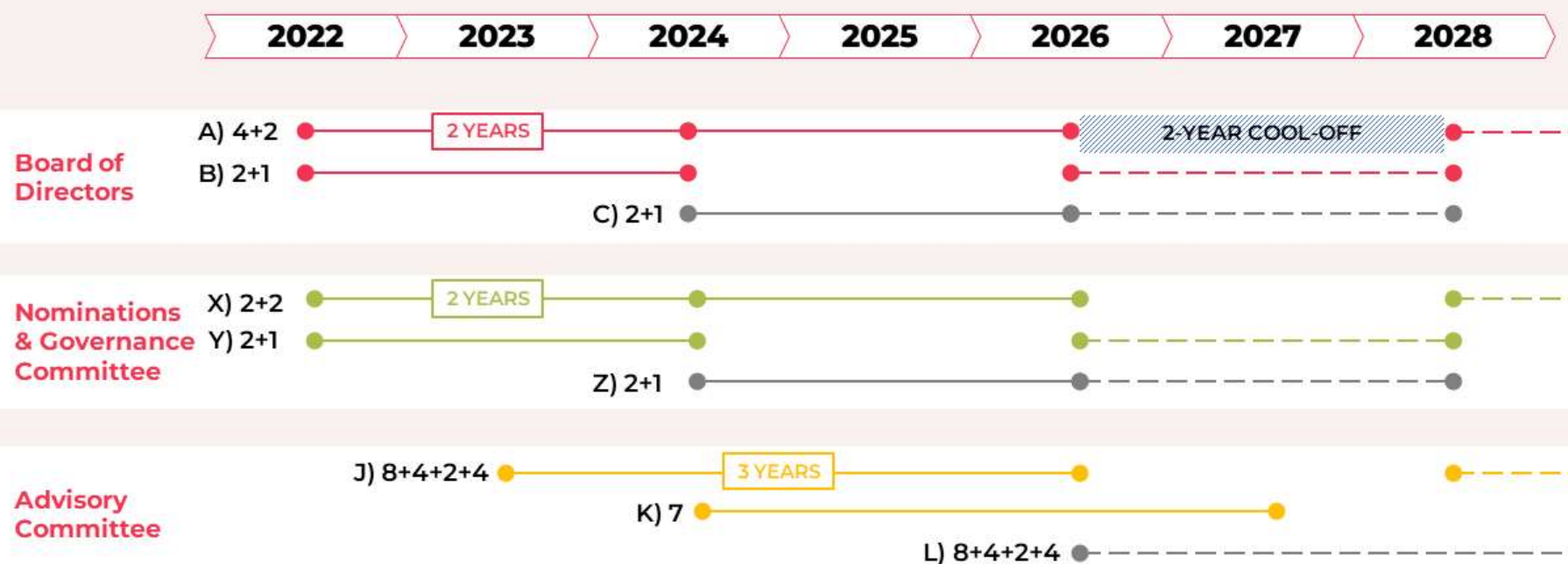
Please note:

May is used as month of reference as election of new governance bodies happens at AGA; 2022 is a year of “transition” allowing for flexibility in statutory interpretation.

Governance Continuity outlook

	YEAR ONE – transition year May 2022 to May 2023	YEAR TWO May 2023 to May 2024	YEAR THREE May 2024 to May 2025	YEAR FOUR May 2025 to 2026	YEAR FIVE May 2026 to May 2027
Board of Directors	<ul style="list-style-type: none"> – 6 FPO + 3 PIO – 2-year mandate, once renewable – All BoD stays in office until the end of the 1st term <p>2/3 BoD renews after 1st term (A); Remaining 1/3 BoD steps down in 2024 (B). Directors to step down are chosen either based on a common agreement or on random drawing.</p>	AGA 2023 No BoD elections	AGA 2024 – Elections <ul style="list-style-type: none"> • 2/3 BoD (A) apply for 2nd mandate (incl. President); • 1/3 BoD (B), namely: 2 FPO + 1 PIO* step down to be replaced by (C). 	AGA 2025 No BoD elections	AGA 2026 – Elections <ul style="list-style-type: none"> • 1/3 BoD (C) may apply for 2nd mandate 2026-28; • 2/3 BoD (A), namely: 4 FPO + 2 PIO, step down and must observe the 2-year cooldown.
Nominations and Governance Committee	<ul style="list-style-type: none"> – 4 FPO + 3 PIO – 2-year mandate, once renewable – All NGC stays in office until end of the 1st term <p>1/2 NGC renews after 1st term (X): 2 FPO + 2 PIO Other 1/2 NGC steps down in 2024 (Y): 2 FPO + 1 PIO</p>	AGA 2023 No NGC elections	AGA 2024 – Elections <ul style="list-style-type: none"> • 1/2 NGC (X) applies for 2nd mandate 2024-2026 (incl. Chair); • 1/2 NGC (Y) steps down and is replaced by (Z); 	AGA 2025 No NGC elections	AGA 2026 – Elections <ul style="list-style-type: none"> • 1/2 NGC (Z) may apply for 2nd mandate 2026-28; • 1/2 NGC (X) steps down;
Advisory Committee	<ul style="list-style-type: none"> – Min 18 and Max 25 seats (+ Philea President and VP = 27) – 3-year mandate – Elected by GA <p>Nominations start in October 2022, official approval of the first 18 members (J) at AGA2023; 7 more seats (K) will be up for election at AGA2024</p>	AGA 2023 18 members (J), term 2023-26 <ul style="list-style-type: none"> • 8 FPO • 4 PIO • 2 Associate Members • 4 free seats (FPO +PIO) according to election results 	AGA 2024 7 more seats (K), term 2024-27 Selected for their additional expertise (complementing the original 18)	AGA 2025 No AC elections	AGA 2026 (J) step down; 18 seats (L) are up for elections (renewal for a second term possible): <ul style="list-style-type: none"> • 8 FPO • 4 PIO • 2 Associate Members • 4 free seats (FPO +PIO) according to election results

Philea governance timeline



Extract from Philea Statutes

Board of Directors

Art. 24.4. *The General Assembly shall elect the directors. As far as possible, each year the General Assembly shall renew at least half of the directors.*

The mandate of the directors shall be non-remunerated. The term of office of the directors is a two (2) years term, once renewable in a row. By derogation to the preceding sentence, a director whose second mandate as director expires whilst he/she is President, Vice-President, or Treasurer may be reelected for a third mandate in a row as director. [...]

*After a cool-off period of two (2) years, any natural person meeting the criteria set out in paragraphs **Error! Reference source not found.** and **Error! Reference source not found.** of the present Article, can be re-elected as director.*

24.8. *The Nominations and Governance Committee shall subsequently decide as a whole to adopt a joint final and diverse list of nine (9) candidates for directorship, to be submitted to the General Assembly for election purposes. [...]*

If there is no list or an incomplete list of candidates for directorship, the General Assembly may freely elect without any formality one or more director(s) out of the Representatives of the Full Members.

The director(s) shall be elected by the General Assembly via one (1) single vote on the entire list of candidates for directorship. The detailed procedure for the election of directors shall be determined in the internal rules, if any.

32.1. *The General Assembly, upon proposal of the Board of Directors shall elect a President and a Vice-President, amongst the directors. [...]*

Every two (2) years, the President shall be a director employed by/otherwise linked to a Foundation and Philanthropic Organisation Full Member and the Vice-President shall be a director employed by/otherwise linked to a Philanthropy Infrastructure Organisation Full Member and the next two (2) years the reverse.

By derogation to the preceding sentence, there shall be no rotation if a President or a Vice-President is re-elected for a second term.

Moreover, the General Assembly shall endeavour, as far as possible, to elect a President who is a director employed by/otherwise linked to a Foundation and Philanthropic Organisation Full Member whilst the Chair of the Nominations and Governance Committee is a member of the Nominations and Governance Committee employed by/otherwise linked to a Philanthropy Infrastructure Organisation Full Member and vice-versa.

Nominations and Governance Committee

Art 35.4: *The General Assembly shall elect the members of the Nominations and Governance Committee. The term of office of the members of the Nominations and Governance Committee is a two (2) years term, once renewable in a row. [...]*

After a cool-off period of two (2) years, any natural person meeting the criteria set out in

paragraphs *Error! Reference source not found.* and *Error! Reference source not found.* of the present Article, can be re-elected as member of the Nominations and Governance Committee. Their mandate shall be non-remunerated.

35.8. The Nominations and Governance Committee shall subsequently decide as a whole to adopt a joint final and diverse list of seven (7) candidates for membership of the Nominations and Governance Committee, to be submitted to the General Assembly for election purposes. [...] If there is no list or an incomplete list of candidates member of the Nominations and Governance Committee, the General Assembly may freely elect without any formality one or more member(s) of the Nominations and Governance Committee out of the Representatives of the Full Members.

The member(s) of the Nominations and Governance Committee shall be elected by the General Assembly via one (1) single vote on the entire list of candidates for members of the Nominations and Governance Committee. The detailed procedure for the election of the members of the Nominations and Governance Committee shall be determined in the internal rules, if any.

43.1. The General Assembly, upon proposal of the Nominations and Governance Committee shall elect a Chair of the Nominations and Governance Committee and a Vice-Chair of the Nominations and Governance Committee, amongst the members of the Nominations and Governance Committee. [...]

Every two (2) years, the Chair of the Nominations and Governance Committee shall be a member of the Nominations and Governance Committee employed by/otherwise linked to a Foundation and Philanthropic Organisation Full Member and the Vice-Chair of the Nominations and Governance Committee shall be a member of the Nominations and Governance Committee employed by/otherwise linked to a Philanthropy Infrastructure Organisation Full Member and the next two (2) years the reverse. By derogation to the preceding sentence, there shall be no rotation if a Chair of the Nominations and Governance Committee and/or a Vice-Chair of the Nominations and Governance Committee is/are re-elected for a second term.

Moreover, the General Assembly shall endeavour, as far as possible, to elect a Chair of the Nominations and Governance Committee who is a member of the Nominations and Governance Committee employed by/otherwise linked to a Foundation and Philanthropic Organisation Full Member whilst the President is a director employed by/otherwise linked to a Philanthropy Infrastructure Organisation Full Member and vice-versa.

Advisory Committee

Art. 45.1 – 45.4 of the Philea statutes provide an outline for the Advisory Committee. This document provides the details about the mission, the composition, the mandate, the conduct of meeting and governance, convening modalities, the timing of the selection and mandate duration as well as the selection procedure.

Mission of the Advisory Committee:

- Act as a sounding board for the BoD
- Bringing additional expertise to the governance of Philea
- Be connected to the actual activities of Philea
- Links the BoD to the wider membership
- Consults with external experts on specific issues as required

Composition:

- Min 18 and max 25 members (+ Philea President and Vice President) = max. 27
- Min 10/25 seats for foundations (POs)
- Min 5/25 seats for national associations (PIOs)
- Max 3/25 seats for associate members (2 in first year, and 1 following)
- One third of the AC members should have an active role in Philea activities which may include in the steering committee of thematic networks or community of practice or any other committee in Philea
- The composition of the AC should reflect diversity criteria including gender and geography
- Other 7 left open to be filled according to expertise required. The 3 cross cutting themes and sector policy work of Philea should be represented amongst these candidates.
- The office of AC member cannot be held at the same time as other Philea governance positions.

Mandate:

- Retain the history of the Association, the networks, and the knowledge
- Allow for broader participation in the governance and activities of the Association
- Shall act as a sounding board
- Links to the wider membership

- The President and Vice President of Philea to be ex officio (by virtue of their roles in the Board as elected officials) members of Advisory Committee. These will chair the AC. Other members of the Board of Directors will not be Advisory Committee members but can be systematically invited to attend the meetings
- No decision making
- No representation vis-à-vis 3rd parties

Conduct of meetings and governance:

- Regular meetings: twice a year before the BoD meetings
- Ad hoc meetings depending on need (may be requested by AC members (minimum 3 AC members) and the BoD)

Timing of selection and mandate duration:

- In view of the role of this Committee should only be set up once the NGC and BoD have been setup and the BoD has developed and agreed on strategic themes and direction. A call for candidates would be launched for the AC in October 2022, for an election process in February / March, and an approval at the General Assembly end of May.
- **Year 1:** A first AC of 18 members will be composed of 8 foundation seats, 4 national association seats, 2 associate member seats and 4 free seats distributed between foundations (POs) and national associations (PIOs) according to overall election outcome. This AC will begin their mandate in mid-2023. These will have a 3 years' mandate. They will be elected in time for May 2023 coinciding with the Philea Forum.
- **Year 2:** the other 7 members, selected for their additional expertise (complementing that of the original 18, plugging knowledge gaps and related to the Philea strategic plan) will be allocated for a 3 year's mandate. This mandate would begin in mid-2024. They will be elected in time for May / June 2024.
- AC members are appointed in their personal capacity
- If members of the AC need to step back during their mandate, they will be replaced by a candidate from the reserve list
- Members of the Advisory Committee can renew their mandate once only.
- Duration of mandate: 3 years

Selection procedure:

- The BoD determines the composition of the AC
- NGC mandates CEO to issue a call for applications to AC to the 3 distinct membership constituencies
- NGC checks applications against criteria and establishes 3 lists, one per constituency
- NGC instructs CEO to carry out online consultation with members for a ranking on each list. Each constituency is consulted on its respective list.
- NGC compiles the list of final candidates, according to NGC consultation results, needs of AC against strategic direction and diversity criteria
- The list compiled by the NGC will be approved by the GA

Extract from statutes

ART 45 Advisory Committee

- 45.1. *[...] The role of the Advisory Committee is to retain the history of the Association, the networks, the knowledge and allow for broader participation in the governance and activities of the Association. The Advisory Committee shall act as a sounding board and links to the wider membership.*
- 45.2. *The Board of Directors shall determine amongst others the mission, composition, powers, conduct of meetings and governance, convening modalities and drafting of agendas, presence quorum, voting majority and voting procedures, and drafting of minutes of the Advisory Committee.*
- 45.3. *The Advisory Committee shall not represent the Association vis-à-vis third parties.*
- 45.4. *The Advisory Committee shall always act under the responsibility of the Board of Directors and shall report periodically to Board of Directors on its activities, and/or at the request of the Board of Directors.*

Mandate for Philea's Advocacy Working Group (AWG)

Remit

The Advocacy Working Group oversees on behalf of the Philea Board of Directors the strategic decisions for the advocacy work of Philea. The advocacy work is covering the promotion of an enabling environment for philanthropy as well as the strategic policy engagement with EU institutions and multilateral organisations around thematic areas.

The Advocacy Working Group should act as a sounding board for Philea's advocacy strategy.

Tasks

The Advocacy Working Group will

- Ensure the continuity of Philea's advocacy work throughout the transition year 2022 including approval of the annual budget, support the fundraising, and providing the framework conditions for implementing the workplan 2022.
- Devise strategic coordination of (a) developing and implementing advocacy programmes, (b) ensure their optimal implementation and (c) develop means of impact measurement.
- Ensure continued innovation and optimisation of advocacy activities in conjunction with communications lead.
- Support the transition to Philea's medium-term advocacy strategy as from 2023

Set-up

The Advocacy Working Group consists of

- One member of the Board of Directors representing the philanthropy infrastructure organisation constituency [tbc]
- One member of the Board of Directors representing the foundation constituency [tbc]
- 2 Co-chairs of Legal Affairs Committee [Isabelle Peñalosa; Ludwig Forrest]
- Lead on enabling environment advocacy [Hanna Surmatz]
- Philea CSO [Max von Abendroth]
- Philea CEO [Delphine Moralis]

Reporting

The Board of Directors representatives will report back to the Board of Directors.

Duration

This mandate has to be approved by the Philea Board of Directors and is valid throughout the Philea transition year 2022.