

GOVERNANCE **STATUTES**

OF GLOBAL COMPACT NETWORK GHANA



Global Compact
Network Ghana

Introduction

During 2000 the Secretary General of the United Nations and Ghanaian citizen Kofi Annan, launched the Global Compact to harness the power of collective action in the promotion of responsible corporate citizenship. The Compact provides a framework of 10 principles within which companies are invited to manage their operations:

1. To support and respect the protection of internationally proclaimed human rights;
2. To ensure that business is not complicit in human rights abuses;
3. To uphold the freedom of association and the effective recognition of the right of collective bargaining;
4. To support the elimination of all forms of forced and compulsory labour;
5. To support the effective abolition of child labour;
6. To support the elimination of discrimination in respect of employment and occupation;
7. To support a precautionary approach to environmental challenges;
8. To undertake initiatives to promote greater environmental responsibility;
9. To encourage the development and diffusion of environmentally friendly technologies;
10. To work against corruption in all its forms, including extortion and bribery.

This voluntary initiative has two key objectives:

- Mainstream the ten principles in business activities around the world, and
- Catalyze actions in support of the UN goals.

This paper sets out the basis upon which the Global Compact Ghana Network will operate.

1. Purpose

UN Global Compact Network Ghana serves as a focal point of coordination and communication for the Ghana based Participants of the UN Global Compact.

2. Mission

UN Global Compact Network Ghana has the mission to:

- promote the Ten Principles of the United Nations Global Compact in Ghana,
- contribute to the implementation of the United Nations' broader development goals
- promote sustainable practices among Ghanaian businesses;
- assist participants in implementing the Ten Principles of the UN Global Compact and undertaking partnerships
- recruit more Participants to the Global Compact and participants of the Network

3. Objectives

In order to achieve the above-stated mission, the UN Global Compact Network Ghana will

- provide Ghanaian Participants of the Global Compact with a forum to consider and advance issues of mutual interest and concern;
- provide a mechanism through which performance and reporting on Global Compact principles can be improved by mutual support;
- enable participants to share, exchange, and apply practice and experience;
- provide input to the Global Compact on its future development and activity.
- Influence national policies on corporate sustainability
- Mobilize business in support of the Sustainable Development Goals (SDGs)
- Manage and protect the integrity of the UN Global Compact initiative
- Align with “The UN Global Compact Way- Values and Behaviour Model”

4. Key Principles

The activities of the Ghana Network will take place within the following framework:

- it will be a corporate led initiative;
- it will be the collective action of those participants of the Global Compact that are committed to playing an active part in achieving the objectives of the Ghana Network;
- it will seek long term continuous improvement in the implementation of the UN Global Compact principles; and
- it will engage with other business associations, government, and civil society organizations and networks in the promotion of the Global Compact principles.

5. Membership

Membership in the UN Global Compact Network Ghana is open to all business/organizations (including multinational corporations and subsidiaries of member companies) who join the UN Global Compact and are located in Ghana. There are two types of membership:

- Business Members
- Non Business Members

5.2. Rights and Responsibilities of Members

Any member of the Ghana Network has the right to:

- Participate in the General Annual Meeting of the Ghana Network, one organization one vote;
- Elect and be elected in governance bodies of the Ghana Network;
- Propose joint projects and participate in issue related working groups or any other type of collaboration between participants;
- Participate in trainings and other events of the Ghana Network according to the procedures defined by the Board;
- Get assistance from the Network Secretariat on development of their Communication on Progress report;
- Propose changes to the Governance Principles according to the procedure defined in this document;
- Voluntarily request to withdraw from the UN Global Compact which will also terminate membership in the Network once the request is honored by the Global Compact Office.

Any member of the network shall:

- Respect the rights of other participants and the Governance Principles of the Network;
- Maintain their standing as an “Active Participant” in the UN Global Compact as defined by the UN which includes but not limited to, the timely submission of a Communication on Progress Report, timely payment of required annual contributions compliant with rules of the UN Global Compact;
- Participate in the Network activities and meetings
- Contribute and support facilitation of Network activities.
- Not commit any actions against the UN Global Compact principles and the key principles of the Ghana Network.

If the organization is de-listed from the UN Global Compact, it is automatically removed from the list of Ghana Network members.

6. Network Governance and Management

6.1. General Network Meetings

6.1.1. Frequency and Agenda

There shall be at least one General Network Meeting each year.

All Global Compact Network participants shall be invited to attend to the General Network Meeting and shall be given at least 21 days' notice of the Meeting and shall be entitled to attend and vote.

Participants are expected to meet costs for their representatives to attend Meetings.

The business of the Annual Meeting shall include:

Receiving a report from the Chairperson and the Secretariat on the Network's activities over the year;
Receiving a report from the Secretariat on the finances of the Network;
Review the strategy and priorities of the Network and jointly discuss and agree on priorities and activities
Elections for the Board if applicable;
Considering any other matter as may be decided.

Extraordinary General Assembly

If the Board determines that an extraordinary General Assembly is to be convened, they can do so at any time during the year as long as they give members at least [14 days] notice.

Chair of General Assembly

The Chair of the GCLN Board presides over each General Assembly. The general conduct of the General Assembly is determined by the Chair of the meeting

Absence of a Chair

The Vice Chair should Chair the meeting

Where a General Assembly is held and there is no Chair or Vice Chair, the Board can elect one from among the Board Directors or GCLN members to preside the meeting.

Right of non-members to attend General Assembly

Any other person requested by the GCLN Board can be present or speak at the General Assembly.

6.1.2. Decision-making

- Each member of the Network shall have one vote representing their organization for decisions to be taken in the General Meeting.
- A quorum of at least 50% of all present members is necessary to make decisions during such meetings.
- Decisions at the General Meeting are made through open and transparent voting.
- Amendments to the Governance Principles require 75% of votes of members present.

6.2. Board

The Board of the UN Global Compact Ghana Network is the main governing body of the Network. It will determine priorities, oversee and advise the Secretariat, approve the activity plan, and take responsibility for the proper governance of the Network.

6.2.1. General Role and Responsibilities

- The Board shall support the purpose, mission, and objectives of the Network through Developing policies and procedures for the effective functioning of the network (membership recruitment, outreach, project development, etc.)
- Reviewing and clarifying the application of the UN Global Compact Principles in the Ghanaian context and discuss specific themes and select a topic(s) to be advanced and promoted through the Network
- Developing working groups drawn from the Network's participants to address particular issues and to support cooperation and partnership among participants
- Guiding and supporting the Secretariat's strategies and activities for strengthening and implementing the Global Compact Principles and responsible and sustainable business practices in Ghana
- Leading the fundraising effort of the Network
- Facilitating constructive dialogue among participants and stakeholders
- Creating a forum for advocacy and lead the dialogue on promoting the Principles of the Global Compact in Ghana
- Approving the annual work plan and activities report of the Network; and also approving the general budget (Revenues and Expenditures) at the end of every year
- Monitoring the performance of the Network
- Interacting with the Network's Secretariat on an ongoing basis

Members of the Board should:

- have a profound understanding of the UN Global Compact and its ten principles;
- have the respect and confidence of their peers and constituencies;
- be committed and dedicate time to actively participate in the activities of the Board.

6.2.2. Composition

The Board shall be business-led, but multi-stakeholder in its nature. It is composed by a minimum of 5 (five) and a maximum of 9 (nine) individuals coming from companies, business associations, civil society organizations, and other types of organizations being participants of the Ghana Network (Excluding the Executive Director & the UN Resident Coordinator). All participants of the Ghana Network shall be eligible to be part of the Board.

The different stakeholder groups shall be represented in the Board as follows:

- At least one representative from the Civil Society or an NGO / NPO
- At least one representative of an indigenous Ghanaian company
- At least one representative of a multinational company
- At least one representative of a SME
- At least one representative of a business association
- The UN Resident Coordinator (Non-Voting Member)
- The Executive Director of the Secretariat (Non-Voting Member)

The ratio of business participants to other stakeholders should always be 50% +1 of the total number of Board members.

Member of the Board is a qualified director elected from a member organization.

Alternative Directors from the same organization may serve on behalf of the elected director in special cases. Such directors must be approved by the Board.

The elected members of the Board can agree to co-opt additional representatives on a single occasion of a meeting or on a regular basis. The co-opted representatives have no vote in decisions by the Board.

The Board will aim to achieve gender diversity in its composition

In the event of a Vacancy, a Director may be elected at the General Meeting of the GCLN or by written ballot

Board must maintain a conflict-of-interest register

6.2.3. Length of Term and Compensation

Term should be two years for a maximum period of 6 years (typically this is no more than 4 years).

Members cannot serve more than 2 consecutive terms. The Board may appoint a temporary director from the assembly during a Vacancy in the middle of a term, such as a sudden death of a board member.

Members of the Board will not receive monetary compensation from the Network.

Re-election is permitted

6.2.4. Election

The election will be held at the Network's Annual General Meeting.

The member organizations and the names of the appointed organization's representatives of the current Board are listed in Annex I of this Governance Structure.

6.2.5. Meetings and Decision Making

The Board shall meet at least quarterly (four times a year), for decisions to be made a quorum of 50% of Board members is required.

The Board shall have the power to remove any member of the Board for good and proper reason.

A good and proper reason can be – but is not limited to – a violation of the UN Global Compact Principles by the representative's organization or his or her frequent failure to attend Board meetings or to fulfil other responsibilities. For the removal, rules of decision making as described above apply.

The Board may appoint any other member of the Network's participant as a Board member to fill a vacancy, provided that the maximum prescribed is not exceeded.

6.2.6. Chairperson and Network's Representative

The Board should clearly appoint one Chairperson, and a Vice Chairperson

The selection of the Chairperson shall be part of discussion at the Network's Annual Meeting and recommendations from the participants shall be considered. The duties of the Chairperson shall be to:

Chair meetings of the Committee and the Group;

Represent the Board at functions/meetings; and

Act as the spokesperson of the Board when necessary.

The Chairperson acts as a Representative of the Network with regard to roles and responsibilities to the Global Compact Office as follows:

A Network Representative is the person authorized to sign the Memorandum of Understanding with the UN Global Compact, and responsible for the management of the network logo.

6.3. The Network's Secretariat

The UN Global Compact Network Ghana's Secretariat is hosted at the Ghana Chamber of Mines and is Independently registered under the laws of Ghana as an LBG. Should there be a change of hosting institution, it has to be immediately reported to the Global Compact Office, which will assess the situation and support the Network in moving forward.

The UN Global Compact Network Ghana Secretariat should have at a minimum 1 (one) individual working on its daily operations and to act as the Contact Person responsible for communicating with the UN Global Compact Headquarters in New York.

The Executive Director is the highest officer of the Secretariat and is a Representative of the Network, authorized to sign the Memorandum of Understanding with the UN Global Compact, and responsible for the management of the network logo

6.3.1. Secretariat's Responsibilities:

Managing and supporting the Networks' participants;

Keep the Network's participants informed about the Board's decisions;

Draft an Annual Activities Report by the end of December to be approved by the Board, in a format will be provided by the UN Global Compact Office;

Inform prospective new participants of the process for signing on to the Global Compact;

Enter new participants into the Global Compact internal database and communication processes;

Develop the Network's internal database and website

Keep the UN Global Compact Office updated on a monthly basis of upcoming activities, events, local projects, national campaigns promoted or tools developed;

Make participants of the Ghana Network aware of any communications sent by the UN Global Compact Office;

- Maintain relationships with the media to help broad the local audience and increase public awareness of the UN Global Compact initiative and Network activities;
 - Ensure effective planning and implementation of joint activities;
 - Share information with other country networks about UN Global Compact-related activities;
 - Determine and monitor the Network's projects and initiatives;
- Maintain relationship with the UN Resident Coordinator's Office

6.3.2. Further duties

Duties of the Secretary shall be to:

Prepare in consultation with the Chairperson the agenda for meetings of the Board and meetings with the Networks' participants

Take and keep minutes of all meetings; and

Collect and circulate any relevant information within the Board.

The Secretariat is responsible for both internal and external communications of the network.

7. Reporting & Accountability

The Network will report its annual activities on the Hub or any digital platform as instructed by the Global Compact Office before 31 January of the subsequent year the activities happened. In addition, it will produce one Annual Activity Report and one Financial Report, both to be uploaded to the Hub or other digital platform required, under the Reports section.

8. Alterations to the Governance Structure

Any changes to this Governance Structure must be agreed by at least 75 % of those members present and voting at any General Meeting. Any changes to this Governance Structure shall be communicated to the Global Compact Office and the new Governance Structure uploaded to the Hub or other digital platform required.

9. Adoption of the Governance Structure

This Governance Structure was adopted on October, 15th 2024 by the Ghana Network's General Meeting of 2024 and shall be in effect until the General Network Meeting decides otherwise within the rules specified in this document.