

UNCAC Coalition

Rules of Procedure for the CCC

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IN ORDER TO EXERCISE ITS RESPONSIBILITIES MORE EFFECTIVELY, THE CCC MAY APPOINT SUB-COMMITTEES COMPOSED OF CCC MEMBERS, FOR EXAMPLE, IN THE AREAS OF AUDIT AND FINANCE, INTERNAL GOVERNANCE, OR ETHICS.	18
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Introduction

This document contains procedures agreed by the UNCAC Coalition Coordination Committee (CCC) in line with §14.11. of the Charter¹ for the fair, orderly and accountable conduct of its business.

While an essential reference for CCC's operations, it does not constitute an exhaustive compendium of all policies and guidelines for work within the Coalition.

Governing rule

In case of any inconsistency between these procedures and the Charter of the UNCAC Coalition, provisions of the Charter will prevail.

Amendments

In the event of any proposed amendment to the below-mentioned rules, the CCC will vote, and at least two-thirds of the CCC must participate in the voting process, unless the CCC decides otherwise.

¹ UNCAC Coalition Charter, <https://uncaccoalition.org/wp-content/uploads/UNCAC-Coalition-Charter-%E2%80%93-30.04.2019.pdf>.

Role and Composition of the Coalition Coordination Committee

Role

The Coalition Coordination Committee (CCC) is primarily referred to as ‘the Board’ in the Charter, where it is defined as the policy-making and steering body of the organisation and its duties and prerogatives are outlined under §14, including the following responsibilities:

- 1.1. Providing policy direction, coordination and oversight of the work of the Managing Director (MD) and the Vienna Hub headed by him/her;
- 1.2. Supervision of the development and implementation of the Association’s strategy;
- 1.3. Promoting the activities and projects of the Association and helping to identify funding opportunities;
- 1.4. Communicating the Association’s positions to a wider public audience;
- 1.5. Deciding on the timing, location and content of General Assemblies;
- 1.6. Ensuring the prompt and effective issuance of statements;
- 1.7. Assisting the Association to support its members, including assistance to members under attack due to their anti-corruption work;

Composition

The CCC composition is determined under §12 of the Charter which says the following:

The Board shall consist of twelve members. Six of the seats on the Board shall be allocated to representatives of member organisations on a regional basis with one seat each for

- Sub-Saharan Africa;
- Middle East and North Africa;
- East Asia, Central Asia and Pacific;
- South Asia;
- Europe;
- The Americas.

Two additional seats shall be allocated to representatives of member organisations on a regional basis, to the two regions with the largest number of members in the Association, as determined in the month before a CCC election is announced (usually by mid-February of each year).

If there are no candidates from a given region for a seat, representatives of member organisations from other regions may contest the seat in question.

Two seats on the Board shall be allocated to representatives of international member organisations.

One seat on the Board shall be allocated to an individual member and one seat is allocated to an honorary member.

Organizational seats on the CCC are held by the organization that is elected, not the individual the organization named as its representative on the CCC.

Specific contributions and participation

CCC Members are expected to participate in the following activities, whenever feasible, as well as all activities related to the responsibilities described in Charter §14:

1. Deliberations of the CCC in CCC calls and meetings:
 - a. Participating in regular CCC calls (1-1.5 hour calls held every 4-6 weeks, plus preparation time);
 - b. Preparing for and attending in-person CCC meetings around UNCAC-related conferences (usually 1-2 per year, 1-2 days; travel and per-diem are covered by the Coalition, funding permitting);
2. General Assembly of the UNCAC Coalition (usually once a year), including deciding on its timing, location and content;
3. UNCAC-related conferences (including the CoSP, NGO briefings, among others):
 - a. There are usually 1 -2 relevant UNCAC-related conferences per year (costs are covered by the Coalition, funding permitting);
4. In line with Charter §14,1.1, contributions to the UNCAC Coalition's ongoing programmatic work and advocacy:
 - a. Actively guiding and supporting the MD and, as appropriate, the Hub Team in Coalition advocacy activities and in other Coalition activities as needed, including by providing input and feedback;
 - b. Where possible, helping to facilitate and contributing to thematic working groups;
 - c. Sharing with the Board, the MD and the Hub Team, information on relevant developments in the respective region or in the area of expertise of the CCC member, as well as occasional engagement with the membership via the Listserv, with the thematic working groups and with members from the respective region (participation in regional meetings and hosting a regional constituency meeting);
 - d. Promoting awareness of the Coalition and its work among stakeholders (governments, international organisations, civil society, etc.);

5. Membership matters
 - a. Reviewing membership applications, deciding on the acceptance or rejection of members (four times per year in January/April/July/October);
 - b. Making decisions on the suspension or termination of an individual's/organisation's membership;
 - c. Supporting and engaging with Coalition members, in particular the membership constituency they represent, as described in 4(c) above
6. Governance matters
 - a. Deciding on the appointment or hiring of the Managing Director, contributing to the annual performance review;
 - b. Reviewing rules of procedure as necessary;
 - c. Reviewing policies and their implementation to promote transparency, integrity, accountability and good governance;
7. Financial oversight
 - a. Ensuring adequate financial oversight and fiscal responsibility of the Association through ensuring and reviewing a draft annual budget and a corresponding annual work plan;
 - b. Reviewing budget implementation, based on quarterly reports provided by the Vienna Hub;
 - c. Reviewing annual accounts, the external audit as well as the findings of the Association's Comptroller² (usually in April);
 - d. Monitoring fundraising efforts (ongoing);
 - e. Reviewing the prudent use of funds, assets, including facilities, people, and goodwill.
8. Administrative matters
 - a. The Chair may delegate the task of sending the agenda to the Managing Director, but shall approve and sign or co-sign the message sent out
 - b. CCC members unable to attend a Board meeting should notify the Chair and MD in advance. They may, by written notice to the Chair (and the MD in copy), appoint another standing CCC member to vote on their behalf at that meeting, and in that case, they will be counted towards the quorum.

Roles of the Statutory Executive Officers

In line with §11 of the Charter, all official documents of the Association, including documents that bind the Association, must be signed by two of the following persons: the (Co-)Chairs, Vice-Chair(s), Secretary (if appointed), and the Managing Director (MD). Under §15.3. of the Charter, the Managing Director is subordinate to and reports to the CCC, acts upon its directives, and is required to provide it with information.

² The Comptroller is a member of the Coalition who is appointed by the General Assembly to review the annual accounts and report back to the Membership at the General Assembly. The Comptroller must not be a member of the Board.

The roles and responsibilities of the Statutory Executive Officers (SEOs) are as follows:

Chair

The Chair(s) of the Board and the Managing Director (MD) are the main representatives of the Coalition. Besides the general responsibilities of a CCC member, the Chair's duties include:

Externally (in coordination with the MD)

- Representing and speaking on behalf of the UNCAC Coalition at conferences, meetings, events and other relevant anti-corruption fora where the invitation is directed to the Chair or where the MD is unable to attend;
- Co-organising and/or chairing UNCAC Coalition panels or side events (in cooperation with the Vienna Hub-Team) at or around UNCAC-related conferences such as the Conference of the States Parties and the Implementation Review Group;
- Introducing the Coalition to new stakeholders and partners and contributing to outreach and networking efforts;
- Attending advocacy meetings with senior UNODC officials and delegations to advance the Coalition's mission (where possible in coordination with the MD);
- Acting as a legal representative of the UNCAC Coalition, reviewing and co-signing official documents of the Association, e.g. grant agreements, MoUs, etc. (Charter, §11.1). The Chair is registered in the Austrian Association Registry and may be legally liable.³

Internally

- Providing leadership to the Board, including mediation between board members when needed and advising on procedural issues;
- Providing oversight on financial matters, co-signing on bank transfers (as needed) or authorizing large transactions to ensure a 4-eye-principle (requires that (s)he is registered in person with our bank in Austria⁴) in coordination with the MD and the Treasurer if there is one;
- Convening and moderating CCC meetings, including contributing to and approving the agenda for CCC meetings and calls (together with the Managing Director) and sending out invitations and agenda. The Chair may delegate the task of sending the

³ §17 of the Charter states: “The Association is liable with its assets for any liabilities. Members of the Board and the Managing Director are not liable with their personal assets for liabilities of the Association“. However, there is very little jurisprudence on the liability of board members of associations in Austria. There may be scenarios where representatives of the organization could be personally liable in cases of intent or gross neglect. Liability risks may be addressed through the purchase of a directors and officers (“D&O”) insurance, which was approved by the membership meeting in February 2020.

⁴ Registration with our bank, Bank Austria, requires a personal visit in Vienna.

agenda to the Managing Director, but shall approve and sign or co-sign the message sent out;

- Advising the Managing Director and the Vienna Hub Team on ongoing and future organisational and programmatic efforts (regular calls every 3-4 weeks);
- Availability to provide guidance to the Board and Hub in case of urgent matters;
- Supporting the Hub's fundraising efforts;
- Input to and feedback on the Hub's programmatic work;
- Guidance and feedback to the Board and the Hub on governance issues and internal policies;
- Presiding as chairperson at the General Assembly of the UNCAC Coalition (Charter, §8.6);
- Hiring and evaluation of the Coalition's Managing Director and ongoing oversight, in consultation with the Board;
- In case of an emergency: quickly reacting to cases of imminent danger to the Association in matters that would otherwise require the Board's or General Assembly's agreement – these actions need to be subsequently confirmed by the Board (Charter, §14.3).

Vice-Chair(s)

The Vice-Chair(s) of the Board support(s) the Chair(s) in their duties and acts as their replacement when necessary. Besides the general responsibilities of a CCC member, the Vice Chair's duties include:

Externally (in coordination with the MD and Chair(s))

- Representing and speaking on behalf of the UNCAC Coalition at conferences, meetings, events, and other relevant anti-corruption fora where an invitation is directed to the Vice Chair or where the MD or Chair(s) are unable to attend (in coordination with the MD and the Chair(s));
- Co-organizing and/or chairing panels or side events (in cooperation with the Vienna Hub-Team) at or around UNCAC-related conferences such as the Conference of the States Parties and the Implementation Review Group;
- Introducing the Coalition to new stakeholders and partners and contributing to outreach and networking efforts;
- Attending advocacy meetings with senior UNODC officials and delegations to advance the Coalition's mission (where possible in coordination with the MD and Chair(s));
- Acting as a legal representative of the UNCAC Coalition, reviewing and co-signing official documents of the Association, e.g. grant agreements, MoUs, etc. (Charter, §11.1). The Vice-Chair is registered in the Austrian Association Registry and may be legally liable.⁵

⁵ See footnote 3.

Internally (in coordination with the Chair(s))

- Providing leadership to and overseeing the functioning of the Board, in agreement and coordination with the Chair(s), including mediation between board members when needed;
- Contributing to the agenda for CCC meetings and calls (together with the Managing Director) and moderating them if the Chair(s) is/are unable to do so;
- If required: Providing oversight on financial matters, co-signing on bank transfers to ensure a 4-eye-principle (requires that (s)he is registered in person with our Bank in Austria);
- Advising the Managing Director and the Vienna Hub Team on ongoing and future organizational and programmatic efforts as needed;
- Availability to provide guidance in case of urgent matters;
- Input to and feedback on programmatic work;
- Guidance and feedback on governance issues and internal policies;
- Hiring and evaluation of the Coalition's Managing Director, ongoing oversight;
- Presiding as chairperson at the General Assembly of the UNCAC Coalition (Charter, §8.6) if the Chair(s) is/are unable to do so;
- Supporting fundraising efforts.

Secretary

The Secretary's duties include:

- Support to the Chair(s) and Vice-Chair(s) on internal matters as agreed between the Chair(s), Vice-Chair(s) and Secretary (such as in the review and drafting of policies with the Vienna Hub team);
- Review of the minutes of CCC meetings taken by Vienna Hub team and ensure that adequate minutes and records of CCC meetings are kept;
- Engagement with the Vienna Hub team to ensure that all relevant documents are available to the CCC members in easily accessible forms such as through a cloud storage system;
- Ensuring adequate, accurate and up-to-date recordkeeping of the membership/ reports/ minutes;
- Helping ensure that Board members act in accordance with the Charter and the CCC Rules of Procedure, as well as applicable policies adopted by the Coalition.

Treasurer

- Review and comment on the annual budget during the drafting and planning;
- Review annual accounts and the audit report and share observations with CCC members;
- Review the organization's financial policy and other relevant policies; provide suggestions for strengthening and improving the organization's financial management;

- Engage with the MD and Vienna Hub Team on the implementation of any recommendations provided by external auditors and the Comptrollers⁶ in their reports to improve the organization's financial management;
- Provide input on issues and questions related to the organization's financing and financial management;
- Oversee and monitor the organization's cash flow, monthly payments and finances as needed; inform CCC leadership of concerns and observations as needed;
- Advise the MD and Vienna Hub Team on adequate financial transparency.

Interests and Integrity

CCC members shall represent the values of the Coalition⁷ and adhere to high standards of integrity in their conduct related to the UNCAC Coalition, including by:

- adhering to the Coalition's Policy on Conflicts of Interest, Gifts and Anti-Corruption,⁸ and in line with that policy, disclosing their interests (and keeping those declarations updated), using the declaration of interest form;
- adhering to the Coalition's Anti-Harassment Policy;⁹
- adhering to any other relevant policies adopted by the Coalition or the CCC.

Policies that apply to the CCC shall be discussed and adopted by the CCC.

Annual Evaluation of the Managing Director

At least once a year, the CCC evaluates the performance of the Managing Director, unless there are exceptional, documented reasons for not doing so. The evaluation shall take place according to a fixed schedule that should be at approximately the same times each year and should be included in the CCC's calendar.

This evaluation is based on Key Performance Indicators (KPIs) prepared by the Managing Director in the first quarter of each year. These are defined on the basis of clear goals that are agreed between the MD and the CCC for a year or other specific period that is being evaluated.

The evaluation largely consists of the MD's self-assessment and the appraisal of objective data relating to the KPIs. It is desirable for the appraisal to also consider the results of separate questionnaires about the Managing Director's performance prepared for the CCC and the Hub staff.¹⁰

⁶ Associations registered in Austria, including the UNCAC Coalition, are required to have 2 Comptrollers. Those are appointed by the General Assembly. One Comptroller has to be a member of the organization who is not represented in another body (i.e. the CCC). The external auditor serves as the second Comptroller. Both report findings on the financial conduct of the Coalition to the General Assembly.

⁷ See the values and principles highlighted in the Coalition's organizational strategy: <https://uncaccoalition.org/our-strategy/>.

⁸ [Policy on Conflicts of Interest, Gifts and Anti-Corruption.](#)

⁹ [Anti-Harassment Policy.](#)

¹⁰ A sample questionnaire for the CCC to evaluate the MD [is available here](#) (Google form).

The results of this evaluation are documented in confidential minutes and shared by the Chair(s) and Vice Chair(s) with the Managing Director in a (virtual or in-person) meeting where next steps are agreed and documented. The MD shall also have the opportunity to respond to comments and feedback from the evaluation and to submit those comments in writing as part of the file. Any important feedback from the Managing Director regarding this evaluation will be shared by the Chair with the CCC in confidence.

Representation, Withdrawal, Suspension and Replacement

An organization voted onto the CCC has the discretion to decide who represents that organization on the CCC.

If a person representing an organization on the CCC leaves their role with the respective organization, the organization can nominate a new representative or decide to leave the individual as their representative on the CCC.

If an organization withdraws from the CCC during its term, a new election shall be announced and held to fill the seat for the remainder of the term. If the next regular election takes place within six months, the seat will remain vacant until then and be elected jointly with other seats, unless the CCC decides to hold a special election.

If a CCC member who represents individual members or honorary members leaves the board during their term or is no longer able to exercise their mandate, a new election shall be announced and held to fill this seat for the remainder of the term. If the next regular election takes place within six months, the seat will remain vacant until then and be elected jointly with other seats, unless the CCC decides to hold a special election.

Members of the CCC can announce their resignation at any time in writing to the other CCC members, or in case of the resignation of the whole CCC, to the General Assembly (Charter, §14.5).

A member organization or individual member whose membership is suspended or terminated while being on the board cannot continue to serve.

Person on the CCC unfit to serve

If the representative of an organization holding a seat on the CCC is found to be unfit to continue serving on the CCC (e.g. due to an ethical violation, a conflict of interest, a political mandate, etc.) or is unable to fulfil his/her role for a longer period of time (3 consecutive CCC meetings), the Chair and the other members of the CCC may decide with a majority vote to request, where applicable, that the organization holding the seat nominates a new board member.

If no replacement is nominated by the organization within one month of the request, the CCC may decide with a $\frac{2}{3}$ majority of a quorum of members present to hold a special election for this seat for the remainder of the term. If the next regular election takes place within six months, the seat will remain vacant until then and be elected jointly with other

seats, unless the CCC decides to hold a special election.

The CCC may consider applying Charter §14.7 in cases where a CCC member is unable to attend three consecutive calls or meetings without an excuse.

Suspension or removal of an organization or individual member from the CCC

In line with Charter §6.3, a member of the UNCAC Coalition may be suspended or removed by a two-thirds majority of the Board for failing to respect the Association's mission statement. This may take place after due process in which the member is informed about the proposal of suspension or removal and given the opportunity to make representations to the Board as to why removal is not warranted. The Board may decide on a temporary suspension pending the hearing and decision on a member's case. Until a decision is reached, a member who is suspended in such a way is not considered a member in good standing.

A motion to initiate a process to suspend or remove an organization or individual/honorary member from its Board seat may be submitted to the CCC by any CCC member based on relevant reasons, backed by evidence. Examples of relevant reasons for suspension or removal are listed below. The motion and the reasons should be presented at a CCC meeting, so that members can make an initial assessment of whether the organization or individual/honorary member is unfit to serve on the board. Following a discussion of the motion, a $\frac{2}{3}$ majority of a quorum of CCC members present at a meeting (whereby a minimum of 5 board members are required to vote in favour) can decide to initiate a suspension or removal process.

Thereafter, the CCC's concerns must be raised with the respective organization (the head of the organization as well as the person representing the organization on the Board) if the case concerns a member organization, and the organization must be provided with an opportunity to respond, in writing and/or at a meeting with the CCC, with adequate time to do so. If the case concerns an individual or honorary member, that person must be provided with similar notice and opportunity to respond. Once the organization or individual has been heard by the CCC, the CCC can make a decision by a $\frac{2}{3}$ majority of a quorum of CCC members present at a meeting (1) to suspend the CCC member for a fixed period of time or (2) remove the member, and to report on the action taken to the next General Assembly.

Reasons for a possible suspension or removal include those described in the Suspension and Termination Criteria for Members¹¹, including:

- A lack of political independence from government or political parties;
- A lack of independence from special interests, such as private sector groups and

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<https://docs.google.com/document/d/1bVwcmPvoYUdoYdphObalvp3gRN22gA6b3RbUtgUJbqw/edit?tab=t.0>

- other interest groups;
- Severe conflicts of interests;
- Severe financial misconduct;
- Changes in the organization's mission or structure that are contrary to the values, mission and work of the UNCAC Coalition;
- Other conduct by the organization or individual that poses a severe reputational risk to the Coalition.

Emergency provision

If the entire Board is unable to make decisions for a long period (because it cannot establish a quorum for four months or more), the members of the Board and/or the Comptrollers are required to immediately call for a General Assembly to elect a new Board (§14.8).

Conduct of CCC business

CCC Meetings

The CCC may meet in person or via virtual means. CCC meetings are convened by invitation of the Chair sent via email to all CCC members, normally with at least four-weeks notice, for purposes of updates, deliberation and/ or decision. Virtual meetings may be called at shorter notice, when there is a need to address pressing issues. The Chair may delegate the task of sending email invitations to the Managing Director, but shall approve and sign or co-sign such invitations.

The working language of the CCC is English.

1. Areas of focus

At least nine such meetings will be held in a given calendar year, usually one meeting every four to six weeks, with a possible longer interval in July-August and December-January. At least one of these meetings shall be in-person, subject to funding.

The CCC's topics for discussion in its meetings will include but not be limited to the following:

- Planning: budget and work plan;
- Policy-setting: advocacy positions and statements;
- Review of strategy implementation and fundraising;
- Internal governance: ensuring that adequate internal policies are in place and implemented to safeguard and promote integrity and accountability;

- Reporting: accountability from the Hub (quarterly financial reports; highlights of recent activity shared in writing by the Managing Director, reporting on the previous year in Q1);
- General Assembly: preparation (in the month or two prior to the GA) and follow-up;
- CCC and SEO elections: preparing and conducting CCC elections in May or June and for SEO positions in September, eventual appointment to CCC Committees.

CCC decisions are required on subjects including the following:

- Appointment and compensation of the Managing Director (subject to applicable laws), evaluation processes, as well as additional roles and responsibilities;
- The Coalition strategy;
- Coalition policies;
- CCC rules of procedure;
- The date, time, place and agenda of General Assemblies;
- Date, time and conduct of elections to the CCC and to officer positions;
- Approval of new Coalition members;
- Application of the code of ethics in cases arising.

2. Meeting agenda and supporting documentation

Per §15.4 of the Charter a draft agenda is prepared by the MD in consultation with the Chair(s) prior to its circulation to the CCC by the Chair(s). The Chair(s) may delegate to the Managing Director the task of circulating the agenda, but shall approve and sign or co-sign the message sending it out. In case the Chair(s) is/are unavailable, the draft should be sent to the Vice Chair(s) for review and approval. Review should be promptly carried out by the Chair(s) and/or Vice Chair(s).

The draft agenda should be sent to CCC members at least one week prior to a meeting, and relevant documentation and any proposed decisions or resolutions shall be provided to CCC members at least 4 days before the meeting (ideally one week ahead).

When the draft agenda and any proposed decisions or resolutions are circulated, CCC members shall be invited to comment, to propose additional agenda items and to propose amendments to resolutions up to and including the date of the meeting. The Chair will determine the final agenda, taking into account the available meeting time and importance of any additional topics proposed.

3. Decision-making

CCC decisions can be made at meetings or via email.

Decision-making at meetings

As per §14.6. of the Charter, the CCC has a quorum if all members were invited, and one quarter is present.

Charter §14.1.8. stipulates that CCC decisions are normally taken by consensus, or, if that is not possible, by simple majority vote unless otherwise specified in the Charter or in Rules of Procedure approved by the Membership.

In the event of a tied vote of those CCC members present, the Chair has a tie-breaking vote.

CCC members can propose decisions or initiatives on specific topics. Decisions must be proposed in writing. After being presented, the draft may be retained, amended through proposals from members agreed by the proponent or withdrawn. In either of the first two cases, the Chair will ask the CCC for its formal approval.

Proponents of major decisions, such as those concerning the strategy, policies, etc. shall notify them in advance to the Chair(s), together with a draft decision outlining the subject matter and the reason a decision is required. The Chair will review the draft decision and determine its readiness for CCC decision and whether it can be included in the agenda of the next meeting. If the Chair decides in favour of its presentation at the next meeting, it will be included in the documents circulated to the CCC in advance of the meeting. At the next meeting, the Chair will either invite the proponent to present the decision for discussion and vote or report to the CCC about the proposed decision and the reasons why it is not being presented. CCC members then have the option to call for a vote on whether the proposed decision should be presented.

Decision-making via Email

Decisions can be made via email if the Chair(s), or in their absence the Vice Chair(s) determines that the subject matter is straightforward and there is a reason not to wait until the next Board meeting.

Matters for CCC decision via e-mail can be submitted by the Chair to the full CCC with no less than a 5-day deadline and shall be marked as urgent. The MD may also circulate proposals for decision, with agreement of the Chair, or if the Chair is unavailable, with agreement of the Vice-Chair(s).

If a quorum of board members notifies the Board or Chair that they have received the proposed decision, then a decision can be made on a “Non-objection basis”. This means that if a CCC member does not express their objection during the 5-day timeframe, they will be deemed to have agreed to the Chair’s submission. If there are no objections, the decision will be deemed to have been adopted.

If there are any objections, then the Chair, or in their absence the Vice Chair(s), will make

efforts to address the issues raised and invite Board members to express their views. If consensus cannot be reached via a reasonable email exchange, then it is possible to conduct a vote.

In urgent cases where a decision needs to be made within less than five days, the SEOs may make the decision by consensus or, failing that, a majority vote, where appropriate in consultation with the MD. The decision, along with an explanation of the urgency, shall be reported to the full CCC immediately via email.

4. CCC E-mails other than for decision-making

In between meetings, the Chair – and, with prior approval of the Chair, the Managing Director, or Hub staff acting upon the MD's request – may update the CCC via e-mail about important and urgent developments. In the absence of the Chair, approval may be given by the Vice Chair(s). Similarly, after prior notification to the Chair, or in their absence, to the Vice-Chairs, any CCC member may circulate important information to the other CCC members, as well as to the MD and staff of the Vienna Hub. At the same time, informal exchanges between CCC members are not excluded as long as they do not become burdensome for members.

Emails initiating decision-making processes of the CCC shall be sent by the Chair.

Importantly, it is the responsibility of each CCC member to:

- Communicate to the Chair and the Managing Director their current e-mail address as well as a mobile phone number (WhatsApp), at which they can be contacted at short notice.
- Commit to check their email at least twice a week.
- Respond to emails from the Vienna Hub Team in a timely manner, especially to those indicating a deadline for responding;
- Set up an 'away from my desk' auto-reply and notify the Chair and the Managing Director for periods of time when they may not be able check and respond to emails, confirming alternative means for potential urgent CCC communication during that time.

5. Circulars and their labelling

Formal email messages to the CCC are called Circulars and may be sent by the MD and by Board members. Generally, such emails require prior approval of the Chair, or in their absence, the Vice Chair(s).

These Circulars shall be marked with [CCC] at the beginning of the subject line and after that should read eg. "*Circular #XX/2024 - Subject ABC*" whereby XX is the numeral order of the given Circular.

This applies for emails sending, for example, the agenda and relevant documents for CCC meetings, draft decisions and urgent updates, as well as follow-up to topics and documents that are under discussion or consideration by the CCC.

The Managing Director and CCC may decide to include Hub staff, in particular staff members who are working on specific outputs or provide logistical or other support to the CCC, in copy of CCC Circulars. Where appropriate, the CCC may also correspond in camera without copying the MD or other staff.

For the sake of transparency and due deliberations, CCC members are expected to 'reply all' when answering CCC Circulars.

Meeting Minutes

The Hub team shall ensure that minutes are compiled promptly for every CCC meeting, preparing an internal version exclusively for use by the CCC, and a public version for publication on the UNCAC Coalition website.¹²

CCC meetings are recorded and transcribed using speech recognition /AI software for minute-taking purposes. These transcripts are to be archived together with other documentation of the meeting for four years for reference purposes.

Draft CCC meeting Minutes are to be compiled within two weeks of the CCC meeting by the MD or a staff member delegated and shared with the CCC members for review or comments. Only these concise draft minutes are discussed as needed at the beginning of the next CCC meeting, amended as required and then adopted.

Internal Minutes

The **internal minutes** shall be as concise as possible while recording:

- Main points made in the discussion, but normally not attributed, such as:
 - short background
 - opportunities and threats
 - arguments in favour or against
- Decisions or next steps, including the full text of decisions
- Votes in favour, against and abstention – all normally not attributed.
- Date and time of the meeting, list CCC & Hub members who were present and who chaired the meeting
- A link to an automatically generated transcript of the meeting
- A link to the written Vienna Hub update document

¹² <https://uncaccoalition.org/about-us/coordination-committee/meeting-minutes/>

- Provide the agenda items of the meeting and a short summary of key updates under each agenda item – 2-3 sentences (around 5-6 sentences for an in-person meeting), as well as links to related documents and presentations
- Each formal decision proposed in advance of or during of the meeting, its “proposed decision” number, when it was proposed, who proposed it and in each case
 - Short background, including the reason for the proposed decision
 - Short summary of the discussion, including main arguments in favour and against, whether amendments were proposed
 - Outcome for each proposed decision – whether adopted, amended, postponed or rejected, including a record of votes (not attributed) and if adopted, its decision number
- In case of a postponed decision, the date foreseen for its reconsideration and any request to CCC members or the Hub for additional information or inputs to assist a future decision
- Any other key points that the Chair(s) or other CCC members would like to have recorded in the minutes

Note: A CCC member may expressly request that their minority view or vote be recorded and attributed to them in the minutes, at the meeting in question or at any time thereafter up to the time when the minutes are approved.

Public Minutes

Based on these minutes, a distilled public version of the minutes shall be created by the MD:

The **public minutes** shall:

- Provide date and time of the meeting, list CCC & Hub members who were present & who chaired the meeting
- Provide the agenda items of the meeting and a s Short summary of key updates under each agenda item – 2-3 sentences (around 5-6 sentences for an in-person meeting)
- Each formal decision adopted during the meeting, including if it was adopted by consensus or a record of votes (not attributed)
 - Short background, including the reason for the proposed decision
 - Short summary of the discussion, including main arguments in favour and against, whether amendments were proposed

The public minutes shall be reviewed and approved or amended by the Chair, in consultation with the Secretary if there is one, and following Chair approval, promptly posted on the UNCAC Coalition website.¹³

¹³ <https://uncaccoalition.org/about-us/coordination-committee/meeting-minutes/>

Where CCC decisions are made via email, these shall be summarised and recorded in email Minutes using the same format as for meeting Minutes and these shall be included in a section of the meeting Minutes prepared for approval at the next meeting.

Documenting of CCC Minutes and CCC email decisions

\$14.6. of the Charter stipulates that CCC decisions must be documented in writing.

Once the minutes are approved, they should be saved in an online file or folder that is accessible to all CCC members.

A summary of the minutes should then be prepared by the Hub, reviewed and approved or amended by the Chair and promptly published by the Hub on the Coalition's website.¹⁴

All CCC decisions, including those made via email, are tracked in a *CCC decision matrix journal* maintained by the Hub that is made available to CCC members.

Confidentiality

Board deliberations, whether in meetings or via email, in particular those concerning individual people or specific organizations, may, for legal compliance reasons or due to strategic imperatives, be confidential.

As such, when individual people are discussed, e-mail communication or meetings are restricted in their audience to the CCC members and may by decision of the Board include essential supporting staff and, where applicable, the individual themselves, all of whom are bound to confidentiality. Resulting detailed minutes and decisions are only shared with the CCC members, and any essential supporting staff involved in recording the minutes. Decisions affecting the MD or staff are shared with those people.

When specific organisations are discussed, the resulting minutes and decisions may, if so required for strategic or operational imperatives, only be shared with the CCC members, the MD, and essential supporting staff involved in recording the minutes.

These separate sets of minutes are stored in a virtual folder, only accessible in confidence to current Board members and, where applicable, authorised staff.

¹⁴ <https://uncaccoalition.org/about-us/coordination-committee/meeting-minutes/>

CCC Sub-Committees

In order to exercise its responsibilities more effectively, the CCC may appoint sub-committees composed of CCC members, for example, in the areas of audit and finance, internal governance, or ethics.

Prerogatives, impartiality and modus operandi

The role of each CCC sub-committee should be clearly defined in Terms of Reference (ToRs) or a mandate approved by the CCC and published on the CCC page of the UNCAC Coalition website.

Subcommittees have primarily a deliberative function and do not have decision-making powers (unless those are specified in a mandate provided by the CCC). They can develop and prepare proposals for the CCC to consider and adopt.

Within their ToRs, sub-committees may develop and document their own rules of procedures, to be notified to the CCC and Hub.

Composition and terms

The members of CCC sub-committees are appointed by decision of the CCC, normally for one year with no limit as to the number of terms they may serve in such a capacity.

CCC sub-committees would normally count three to five members.

A subcommittee may also consult individuals from outside the CCC with expertise relevant to its mandate and invite them to attend a meeting of the subcommittee.

The CCC may, at any time and without requiring any justification, decide to revise the composition or amend the mandate of any of its sub-committees.

Election Procedure for Coalition Coordination Committee Chair, Vice-Chair(s) and Secretary

Statutory Executive Officers

In keeping with §13.4 of the Charter, the CCC *must* elect from among its members one Chair and at least one Vice Chair. It *may* elect up to two Co-Chairs and up to two Vice-Chairs as well as any other executive officer, such as a Secretary or a Treasurer as may be needed.

Elections for all SEO positions are held after the annual CCC elections, typically around September, following the CCC elections, which are usually held in June.

The CCC positions listed above will be collectively designated in this document as *Statutory Executive Officers (SEO)*.

Term

The term of an SEO shall be either one year or two years, unless otherwise agreed by the CCC. In accordance with §13.4 of the Charter, the number of consecutive years served in the same function by a given SEO may not exceed a total of four.

An SEO candidate can only be elected to serve for the remainder of their term on the CCC. Subject to this condition, an SEO candidate may choose whether they wish to apply for a one-year or a two-year term and indicate this in their candidacy. If they wish to apply for a different term length, this must be agreed in advance by the CCC.

Call for nominations

Regular procedure

Regular SEO vacancies shall be filled via a vote conducted through a secret ballot no later than 4 months after the latest elections to the CCC (which usually take place in late May or early June), either at an in-person CCC meeting or online through electionbuddy.com or a similarly safe and reliable platform that ensures confidentiality of votes and single voting.

Following CCC elections, at the first meeting of the newly constituted CCC, the Managing Director, after consulting with the Chair, will recommend an election schedule for vacant

SEO positions. The CCC will at its first or second meeting decide on the date of SEO elections and on which non-mandatory vacant SEO positions (i.e. besides that of the Chair and a Vice-Chair) should be filled and whether new SEO positions should be created. No later than two weeks prior to the election date, the MD will issue a call for candidacies to the CCC; Candidacies can be submitted to the MD no later than two days before the voting begins.

Procedure in cases of vacancies arising

This section refers primarily to Chair and Vice Chair vacancies arising two or more months before the next SEO elections due to (1) a term ending; (2) withdrawal; (3) removal; (4) any other reasons for premature ending of a term.

If, for reasons as outlined above, a vacancy arises for:

- Chair: In cases where two Co-Chairs are serving jointly and one Co-Chair's term ends, the remaining Chair will continue his/her term and no replacement is needed. In cases where a sole Chair's position becomes vacant approximately two or more months before the next regular SEO election, the CCC will appoint a Vice-Chair or both Vice Chairs to serve as acting Chair(s).
- Vice Chair: In cases where a sole Vice Chair's position becomes vacant or both Vice Chairs' positions become vacant before the next regular SEO election (including the case where the sole Vice Chair is appointed as acting Chair), the Vice Chair position shall be filled for the remaining part of the term by an acting Vice Chair elected by secret ballot as early as possible, whether ahead of the position becoming vacant (in case of a term ending) or after the position becomes vacant.
- Any other SEO: the CCC must explicitly decide to fill that seat again for a term until the next regular SEO elections, failing which it shall remain vacant.

Conduct of elections

The Managing Director or a designated staff team member of the Hub shall be responsible for managing the SEO election, unless the CCC decides to appoint an Election Commissioner who is responsible for conducting the election. Such an Election Commissioner may not be a CCC member but rather a person familiar with the Association and the CCC, such as a former CCC member who is not running for election on the CCC.

If the SEO election is conducted at an in-person meeting, those CCC members who are unable to attend in person shall have the opportunity to cast their ballot via a proxy transferred to another CCC member, which appointment must be notified to the Managing Director (or an appointed Election Commissioner) via e-mail no later than two days prior to the election. No CCC member may carry more than two proxies for a given vote. This includes members who participate in the meeting remotely via electronic means such that they can hear all other members at the meeting, and be heard by all other members at the

meeting.

An SEO candidate may self-nominate. A candidate may also be nominated, with their agreement, by another CCC member. Candidates for any SEO position must submit a written endorsement by another CCC member in support of their candidacy. Multiple endorsements from CCC members are permissible but not required. Candidates shall use the designated SEO nomination form prepared by the Hub and approved by the CCC and email it to the MD no later than three days prior to the election day. Endorsements shall be included in the nominations form upon submission to the MD.

A CCC member may be a candidate for several SEO positions but may only serve in one.

A candidate can withdraw their nomination at any time before voting begins.

Hustings

If the CCC so decides, all candidates for a given seat may be invited to make an oral statement to the CCC members regarding their candidature, either during the in-person meeting or via live video conferencing. In such a case, all candidates for a given position must enjoy equal allocation of time and technical options.

Candidates' oral statements shall be presented following the sequence of seats to be voted for (see *Voting* below) and in descending alphabetical order (from Z to A) of the candidate's family name.

Voting

The voting to elect the Chair shall be conducted and completed and the results announced before the voting for Vice-Chair(s) begins. Once the announcement of the newly elected Chair has been made, the list of candidates for the position(s) of Vice-Chair(s) may be amended as needed with names added (unsuccessful Chair candidates) or removed (successful Chair candidate) before the commencement of the voting process for the election of Vice-Chairs, unless the CCC decides otherwise. Candidates for Vice-Chair must state their candidacy for this role ahead of a Chair election they may also be running in.

If voting is conducted online, voting shall be open for at least three working days.

Quorum: At least two-thirds of the CCC members must vote themselves or by proxy for the results to be valid.

Where there is only one candidate for a position, the ballot should give voters the choice between the options () approve and () not approve. If more than 50% of the CCC members participating in the voting do not approve of a candidate (by abstaining or not approving), the invitation will be made for a further round of nominations unless the CCC decides in the

case of a non-mandatory SEO position, to leave it vacant.

Where there are two or more candidates for a single position, voting is to take place using preferential voting. The winner is determined by using the Borda count.¹⁵

If several candidates run for two available Vice-Chair seats, Single Transferable Vote (STV) will be used; For counting, the Droop quota will be applied.¹⁶

Voters have to rank all may abstain from ranking some of the candidates.

Voting will be by secret ballot.

Breaking of a tie vote

If two or more candidates for a single SEO tie for first place or if three or more candidates for two Vice-Chair positions tie for first or second place, the Election Commissioner or the person administering the election will hold a rerun up to three (3) times to determine the winner. If there is still a tie, the CCC shall decide on how to proceed and can consider the option of a coin toss to choose the winner.

Announcement of results

The results of SEO elections shall be announced to the CCC immediately if the voting takes place at the in-person meeting or within 48 hours of the online voting deadline for each round in case of remote voting. Thereafter, the results shall be promptly announced to the membership.

Recalling an SEO

In exceptional cases and with well-founded justification, the CCC, based on the motion introduced by any CCC member, can decide to hold a new vote for an SEO position. Following a discussion of the motion, a $\frac{2}{3}$ majority of a quorum of CCC members present at a meeting (whereby a minimum of 5 board members are required to vote in favour) can decide to hold a new election for an SEO role for the remainder of the term, using the

¹⁵ Points are given to each candidate in reverse proportion to their ranking (starting with one point for the least preferred candidate). If there are four candidates in an election, candidates receive four points for every time they are ranked first, three points for every time they are ranked second, two points for every time they are ranked third, and one point for every time they are ranked last (or are left unranked). When all votes have been counted, and the points added up, the candidate with the most points wins. See: https://en.wikipedia.org/wiki/Borda_count

¹⁶ See: <https://electionbuddy.com/features/voting-systems/stv-voting>;
https://en.wikipedia.org/wiki/Droop_quota

regular procedure for elections. The CCC member who has held office until then is able to be a candidate in this election.

Vacancies prior to the end of an SEO term

If an SEO role is vacated and is to be filled through a secret ballot, the process shall use secure online voting and follow the regular election procedures for SEO positions.

Ends.