

Rules of Procedure for the Independent Oversight Advisory Committee of the World Food Programme

Authority: Article 27 of the Terms of Reference (TOR) for the Independent Oversight Advisory Committee (IOAC) of the World Food Programme as approved by the Executive Board on 15 November 2011 and updated in June 2017.

- 27) Subject to these TOR, the IOAC shall establish its own rules of procedure to assist its members in executing their responsibilities. The IOAC rules of procedure shall be communicated to the Executive Board and the Executive Director for their information.

Procedure 1: Development, Review and Consultation of Rules of Procedure

- 1.1 The IOAC shall determine the necessity of rules of procedure, draft such procedure, and provide them for consultation to the Executive Board and Executive Director.
- 1.2 The Rules of Procedure shall be kept to the minimum level necessary.
- 1.3 Consultations shall consider inquiries regarding alignment of the procedure with the TOR as well as how the procedure furthers – in an efficient and effective manner – the mission of WFP and role of the IOAC to enhance the Governance, Risk, Control, and Compliance processes of WFP. As noted in the TOR, this includes “ensuring the effectiveness of WFP’s internal control systems, risk management, audit and oversight functions, and governance processes”. Except for extraordinary circumstances, the consultation period shall be a minimum of one month.
- 1.4 After the consultation period, the IOAC may officially adopt the procedure – with any appropriate modification – at the next regularly scheduled meeting.
- 1.5 Annually, the IOAC Secretariat shall place on the IOAC agenda a review of all rules of procedure – in addition to the TOR – to ensure they continue to be relevant and aligned to the needs of WFP and the IOAC.

Procedure 2: Appointment of the Chairperson

- 2.1 In order to ensure the independence of the IOAC, the Committee endeavours to have continuous leadership that can organize and speak for the Committee. The Committee members realize that – in the absence of a Chairperson – the Committee’s independence and ability to operate is impaired.
- 2.2 Selection of the Chairperson shall be in accordance with Article 23 of the TOR.
- 2.3 If there is an absence in the role of Chairperson between meetings due to resignation or expiration of the member’s term, an acting Chairperson shall be designated by the remaining members of the Committee and shall act in the capacity of the Chairperson until such time as the Committee is convened and selects a new Chairperson.
- 2.4 If the Chairperson is not available for requested meetings with management, Executive Board Bureau, or other official events, the Chairperson shall in consultation with the members

designate another member of the committee to represent the Committee in the same manner and capacity as the Chairperson.

Procedure 3: Observations of WFP Operations

- 3.1 The IOAC firmly believes the ability of the Committee members to optimize their role requires observation of WFP operations outside of formal IOAC meetings in accordance with the authority in the TOR article 4.
- 4) The IOAC shall have all the necessary authority to fulfil its responsibilities including access to WFP information, records, facilities and staff.
- 3.2 The purpose of observations shall be to further the comments and conclusions for the IOAC regarding the governance, risk, control, and compliance processes of the WFP.
- 3.3 The manner of observations may include site visits to WFP regional or country offices, site visits to partner offices or operations, inclusion in WFP staff meetings, attendance at consultation sessions, shadowing of internal audit staff during assignments or other events or activities which further the purpose of observations.
- 3.4 Considerations in determining the appropriateness of observations shall include but not be limited to:
- impact on WFP operations including but not limited to the ability to support Committee members in the field or in meeting locations, the impact Committee members may have on normal open dialogue among staff and ability to coordinate logistics and transportation;
 - safety and security of Committee members;
 - health care needs, restrictions and inoculations;
 - language requirements;
 - identification of and consultation with the WFP or partner leader who will host the observation;
 - overall cost of the observation effort including transportation, subsistence and support costs;
 - geographic and operational representation of the site to be visited to overall WFP operations;
 - new programmes and initiatives of WFP;
 - specific focus areas of interest by the IOAC members such as technology systems, human resources, procurement, logistics, partner operations, etc;
 - recent or current audits, evaluations, or other oversight activities of the office or programme;
 - expected insights that will inform the IOAC's recommendations and annual report; and
 - number and timing of observation missions in a given calendar year.
- 3.5 Observations shall require approval of the Executive Director, designee of the Executive Director or Executive Board Bureau.

- 3.6 Identification and scheduling of observations shall involve consultations with the Executive Director and his/her designee.
- 3.7 The IOAC Secretariat shall ensure that subsequent to any observation missions, that the IOAC agenda includes a discussion of the observation. The Committee shall discuss insights identified during the observation as well as lessons learned about the efficacy and efficiency of the observation mission. Such insights shall be used to:
- further additional agenda items of the IOAC as well as recommendations and the Annual Report of the IOAC; and
 - inform the nature, timing, efficiency and effectiveness for any future observations.
- 3.8 The IOAC shall note the highlights of all observations in its annual report to the Executive Board.

Procedure 4: Declaration of Independence and Statement of Financial Interests

- 4.1 The IOAC Secretariat shall ensure that annually all members of the IOAC are asked to acknowledge in writing their independence, statement of financial interests, and confidentiality requirements per the following TOR articles:
- 14) Since the role of the IOAC is to provide objective advice, members shall remain independent of the WFP Secretariat and the Executive Board, and shall be free of any real or perceived conflict of interest.
- 17) Members of the IOAC shall sign and submit to the President of the Executive Board an annual declaration of independence and statement of financial interests, following a process that the IOAC shall establish under its Rules of Procedure.
- 31) All confidential documents and information submitted to or obtained by the IOAC shall remain confidential unless otherwise determined. Members of the IOAC shall acknowledge this obligation in writing at the time of their appointment.
- 4.2 The manner and form of the acknowledgement shall be via Appendix A of the IOAC Rules of Procedure which shall be collected by the IOAC Secretariat and submitted to the President of the Executive Board with a copy to the Assistant Executive Director for Partnership, Governance and Advocacy.

Procedure 5: Approval of Minutes

- 5.1 The TOR of the Independent Oversight Advisory Committee specify that only in exceptional circumstances shall the IOAC meet in a manner other than in person. (See paragraph 26).
- 5.2 In order to expedite the distribution of the official minutes of the Independent Oversight Advisory Committee prior to the next scheduled meeting of the Independent Oversight Advisory Committee, there needs to be mechanisms to officially approve the minutes outside

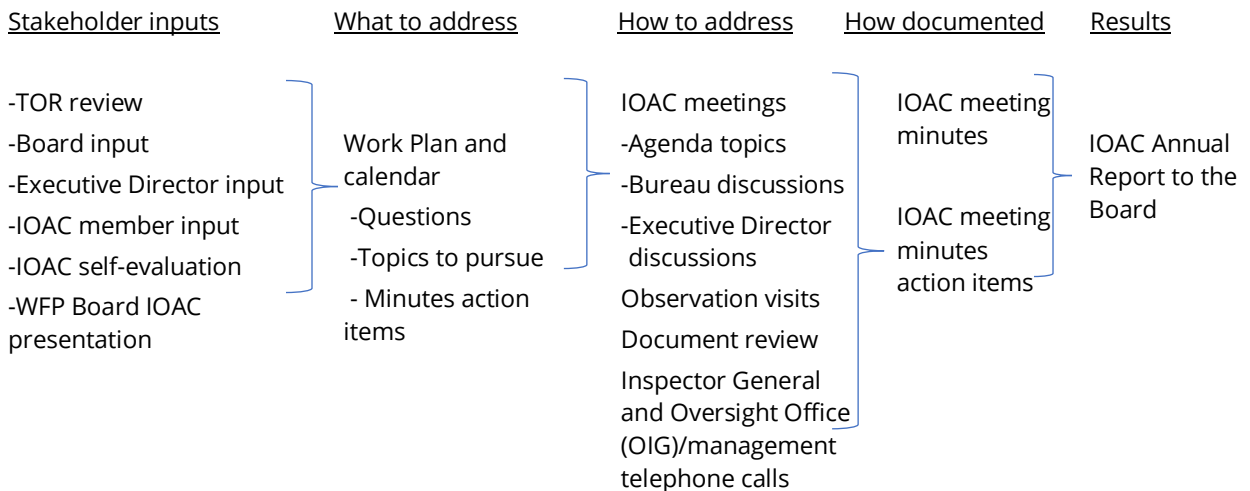
of in-person meetings. Otherwise, official adoption of the minutes can only occur only at the next scheduled meeting.

- 5.3 Accordingly, under authority of the TOR paragraph 26 allowing the IOAC to meet in other venues upon approval of the President of the Executive Board and the Executive Director and paragraph 27 allowing the IOAC to set its own Rules of Procedure, the IOAC may ask the Executive Board Secretariat to circulate final minutes for approval via email to IOAC members and request and receive a formal vote of approval from IOAC members via email. In accordance with the TOR paragraph 28, minutes shall be deemed approved upon affirmative vote of a majority of members that participated in the respective IOAC meeting for which the minutes are documenting.

Procedure 6: Independent Oversight Advisory Committee Work Plan

- 6.1 In accordance with the wishes of the Executive Board Bureau, the IOAC shall maintain with the help of the Executive Board Secretariat an IOAC work plan.
- 6.2 The work plan shall consider three complementary documents:
- An IOAC work plan aligned to the TOR and interests of the IOAC aligned to their obligations under the TOR.
 - An action items list maintained as an appendix to the minutes of the IOAC.
 - The annual IOAC Report to the Executive Board.
- 6.3 The IOAC work plan will take input from stakeholders, develop effective meeting agendas, and provide input to the overall Executive Board under the following framework:

Independent Oversight Advisory Committee Work Plan



Procedure 7: Oversight of the Office of the Inspector General.

- 7.1 In accordance with its Terms of Reference, the IOAC shall advise on the performance of the internal audit function and the Inspector General. The IOAC shall endeavour to understand the overall culture and work environment of OIG to the appropriate extent for a non-management Board or oversight entity. The following will be undertaken to assist in these efforts.
- 7.2 The IOAC shall hold periodic private and individual meetings with the Inspector General and her/his deputies for the Office of Internal Audit and the Office of Investigations. The IOAC shall also encourage OIG leadership to allow OIG managers and engagement leaders to present their work directly to the IOAC when appropriate.
- 7.3 To the extent that WFP conducts employee engagement surveys or other assessments of organizational culture, results related to the OIG shall be presented to the IOAC along with information on the context for these results.
- 7.4 The IOAC shall be provided with the results of OIG client assessment surveys completed at the end of engagements. If OIG is not performing such surveys, it shall inform the IOAC as to why.
- 7.5 The IOAC shall make periodic enquiries of management regarding the performance of the Inspector General and any concerns regarding her/his personal performance or that of the Inspector General function overall. Management shall proactively advise the IOAC of any concerns.

**Appendix A to Rules of Procedure for the Independent Oversight Advisory Committee
of the World Food Programme**

Declaration of Independence and Statement of Financial Interests

Article 17 of the Independent Oversight Advisory Committee (IOAC) Terms of Reference (TOR):
Members of the IOAC shall sign and submit to the President of the Executive Board an annual
declaration of independence and statement of financial interests, following a process that the
IOAC shall establish under its Rules of Procedure.

I, _____, a member of the IOAC of the World Food
Programme do affirm to the best of my knowledge the following:

- I do not hold positions with companies that maintain a business relationship with WFP.
- I have not and shall not engage in activities that might impair, or appear to impair, my independence in carrying out my duties as a member of the IOAC.
- I do not have financial interests which may impair, or appear to impair, my independence in carrying out my duties as a member of the IOAC.
- I continue to acknowledge my responsibility to maintain to the best of my ability the confidentiality of documents provided to me in the course of my work on the IOAC.
- I serve in my personal capacity and do not seek or accept instructions for my work on the IOAC from any governance or other authority internal or external to WFP.

(Additional Information I Wish to acknowledge – Optional)

Signature: _____

Date: _____