



AUDIT COMMITTEE

Terms of Reference

Membership:	<p>The Audit Committee shall be comprised of a minimum of four (4) to a maximum of six (6) voting members (including the Chairperson) with appropriate knowledge, skills, and competencies necessary [See Annex A] to carry forth the duties of the Committee.</p> <p>Standing Committee Members are appointed by the WSC Chairperson on the nomination of the Chairperson of the Standing Committee, with the approval of their Region and NSO, where applicable, and taking into account insofar as possible:</p> <ul style="list-style-type: none">• Regional diversity• Gender balance (50-50)• 40% of appointees below the age of 30 <p>The composition of the Audit Committee shall include the following:</p> <p>A. <u>Voting Members</u></p> <ol style="list-style-type: none">1. The Chairperson of the Standing Committee, acting in a voting capacity2. Up to five (5) other members, acting in a voting capacity. <p>Voting members should be volunteers from the Movement, with the exception that one of the five members beyond the chairperson may be appointed from outside of the Movement to provide the benefit of cross-organizational learning.</p> <p>B. <u>Ex-Officio Members</u></p> <ol style="list-style-type: none">1. The Secretary General, in an ex-officio non-voting capacity2. The Treasurer of the World Scout Committee in an ex-officio non-voting capacity <p>It should be noted that Audit Committee will not have a World Scout Committee (WSC) voting member as a liaison person (including the WSC Chairperson) within the Audit Committee itself in order to allow it to function independently. However, the Audit Committee's performance will be overseen by the Steering Committee of the WSC.</p> <p>C. <u>Staff/Support Roles</u></p> <ol style="list-style-type: none">1. A designated member of the WSB staff to provide support and act as Secretary of the Committee2. A designated volunteer member chosen at the discretion of the Audit Committee Chairperson to provide administrative support to the Committee. <p>D. <u>Other Roles</u></p> <p>The Chairperson of the Standing Committee, at his/her discretion, may invite relevant experts outside of the membership of the Standing Committee to:</p> <ol style="list-style-type: none">1. Inform discussions/decisions as and when necessary2. Form special task forces to study and advise on special projects <p>Ex-Officio Roles (apart from the Secretary General and WSC Chairperson), Staff/Support Roles, and Other Roles are assigned as relevant and per the needs of the Committee.</p>
Term of office:	Voting Members of the Audit Committee are appointed for the Triennium . However, appointments are annually reviewed in line with the Adults in Scouting Policy.

Performance:	Standing Committee performance will be evaluated annually by the Chairperson of the World Scout Committee, in close coordination with the Chairperson of the Standing Committee and the designated World Scout Bureau staff member, as appropriate. Outcomes of the individual voting member performance evaluation will determine continuation of appointed term.
Vacancies:	Should a vacancy arise at any point in the Triennium resulting in the membership composition falling below the minimum four voting members, a new voting member will be appointed to replace the vacant position by the Chairperson of the WSC, chosen in close coordination with the Chairperson of the Standing Committee and in line with the general appointment principle , until the conclusion of the Triennium.
Frequency:	<p>The Audit Committee will, if the WSB budget permits, meet physically or virtually twice per fiscal year with additional virtual meetings taking place based on the workload and reporting requirements.</p> <p>The meeting frequency of the Audit Committee is left to the discretion of the Standing Committee Chairperson, but should be arranged in a manner such that the Committee is able to adequately perform its duties and responsibilities. Ad hoc meetings may also be arranged if circumstances so warrant.</p>
Quorum:	<p>The presence of more than half of the appointed members (50% +1) with voting rights shall constitute a quorum.</p> <p>Where a meeting is not quorate, the meeting may still proceed. However, all decisions must be ratified after the meeting by electronic communication by a majority of Voting Members.</p>
Attendance:	<p>Apart from the Voting Members, the following have right of attendance in a non-voting capacity:</p> <ol style="list-style-type: none"> 1. Ex-officio members, as outlined in the aforementioned Membership section 2. Designated staff and support team members, assigned at the discretion of the Standing Committee Chair and outlined in the aforementioned Membership section 3. Other roles, assigned at the discretion of the Standing Committee Chair and outlined in the aforementioned Membership section.
Purpose:	<p>The purpose of the Audit Committee is to assist the WSC to fulfil its responsibilities by:</p> <ol style="list-style-type: none"> 1. Reviewing the financial information that will be provided to stakeholders and the public 2. Reviewing systems of internal financial controls through ICS that the WSC and WSB have established, 3. Reviewing WOSM's auditing, accounting, and financial reporting processes
Remit:	<p>In line with the Constitution, the WSC Standing Orders, Triennial Plan 2021-2024, the Strategy for Scouting (Vision 2023), and the scope of work approved by the WSC, the Audit Committee will:</p> <p>A. <u>Financial reporting and internal financial controls</u></p> <ol style="list-style-type: none"> 1. Review with the management and the external auditors WOSM's annual financial statements 2. Review with the management and the external auditors the accounting policies and practices adopted by the WSB and their compliance with accounting standards and relevant legislation 3. Discuss with the management and the external auditors, the management's choice of accounting principles and material judgments, including whether they are aggressive or conservative and whether they are common or minority practices 4. Recommend to the WSC that the annual financial statements reviewed by the Committee (or the Audit Committee Chairperson representing the Committee for this purpose) be adopted by the WSC 5. Review the regular reports prepared by the internal auditor including the effectiveness of the internal financial controls of the WSB and the Regional Support Centres

	<p>6. Ensure that the WSB publishes a timely annual report and that a schedule is in place for the completion of the annual external audit</p> <p>B. External Auditors</p> <ol style="list-style-type: none"> 1. Review with the external auditors the planned scope of their audit and subsequently their audit findings including any internal control recommendations 2. Periodically consult with the external auditors out of the presence of the management about the quality of WOSM's accounting principles, material judgments and any other matters that the committee deems appropriate 3. Review the performance of the external auditors and the effectiveness of the audit process, taking into consideration relevant professional and regulatory requirements 4. Review and approve fees and other compensation to be paid to external auditors and recommend to the WSC/WSB Inc. their appointment or reappointment 5. Ensure that internal audit exceptions are resolved <p>C. Internal Auditor</p> <ol style="list-style-type: none"> 1. Review the qualifications, organization, strategic focus, and resourcing of internal audit 2. Review the internal audit plans 3. Periodically consult privately with the internal auditor about any significant difficulties encountered including restrictions on scope of work, access to required information or any other matters that the committee deem appropriate <p>D. Risk Management</p> <ol style="list-style-type: none"> 1. Review and evaluate the internal processes for determining and managing key risk areas 2. Ensure that all support centres of the WSB have an effective risk management system and that macro risks are reported at least annually to the WSC 3. Require periodic reports from nominated senior managers confirming the operation of the risk management system including advice that accountable management have confirmed the proper operation of agreed risk mitigation strategies and controls, and detailing material risks 4. Address the effectiveness of all support centres of the WSB internal control system with the management and the internal and external auditors 5. Evaluate the process in place for assessing and continuously improving internal controls, particularly those related to areas of material risk <p>E. Other Matters</p> <ol style="list-style-type: none"> 1. Perform any other activities consistent with this Terms of Reference that the Committee or the WSC deem appropriate. This will include but not be limited to: <ol style="list-style-type: none"> a. Reviewing of the corporate governance practices of WOSM sponsored pension funds b. Reviewing of insurance cover c. Reviewing of taxation practices d. Ensuring that legal requirements are met in each WSB support centres e. Minimizing risk of oversight on tax exemptions of incomes and donations f. Ensuring that proper Human Resource policies, procedures and practices are in place for employees of the WSB
Authority:	<p>The Audit Committee has delegated authority from the WSC to:</p> <ol style="list-style-type: none"> 1. Investigate all matters that fall within the Terms of Reference 2. Obtain independent professional advice in the satisfaction of its duties at the cost of WSB, 3. Have such direct access to the resources of the WSB as it may reasonably require, including the external and internal auditor(s)
Practicalities:	<p>The following practicalities will apply to the work of the Audit Committee:</p>

	<p>General Practicalities:</p> <ul style="list-style-type: none"> • The Audit Committee reports directly to the Steering Committee • The Global Director, Finance and Administration will coordinate staff support and serve as the Secretary of the Audit Committee • An agenda and accompanying papers will be circulated to members 7 days in advance of a meeting taking place • The minutes and actions of a meeting will be circulated to members within 30 days after a meeting takes place • Progress updates on the work of the Audit Committee as well as the minutes from Audit Committee meetings (redacted where appropriate in the case of confidential items) can be shared openly with interested parties, at the request of the World Scout Committee Chair • The Audit Committee, where applicable, shall endeavour to plan meetings and the work of the Standing Committee in accordance with the policies adopted by the WSC • Further rules governing the functioning of the Audit Committee shall be decided by the Committee itself and advised to the Secretary General. • Terms of Reference of the Audit Committee may be amended at any time under the advisement of the World Scout Committee Chair and by subsequent vote of the World Scout Committee <p>Audit Committee Specific Practicalities:</p> <ul style="list-style-type: none"> • The WSB's senior financial management, external auditors and internal auditor shall be available to participate in all meetings. • As part of its responsibility to foster open communication, the Committee should provide the opportunity for the management, the external auditors and the internal auditor, at least annually, to discuss any matters that are best dealt with privately.
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Document date:	December 2017
Document review:	March 2022
Document owner(s):	Global Director, Finance and Administration
Annex A- Knowledge, Skills, and Competencies List	<p>The profile of the different members of the Audit Committee will aim to cover the following skills and expertise:</p> <ol style="list-style-type: none"> 1. All members of the Committee shall have a working knowledge of basic finance and accounting practices 2. At least one member of the Committee will have accounting or related financial management expertise

FINANCE COMMITTEE

Terms of Reference

Membership: The **Finance Committee** shall be comprised of a **minimum of four (4) to a maximum of six (6) voting members** (including the Chairperson) with appropriate knowledge, skills, and competencies necessary [**See Annex A**] to carry forth the duties of the Committee.

Standing Committee Members are appointed by the WSC Chairperson on the nomination of the Chairperson of the Standing Committee, with the approval of their Region and NSO, **where applicable**, and taking into account insofar as possible:

- Regional diversity
- Gender balance (50-50)
- 40% of appointees below the age of 30

The composition of the **Finance Committee** shall include the following:

A. Voting Members

1. The Chairperson of the Standing Committee, acting in a voting capacity
2. Up to **five (5)** other members, acting in a voting capacity

Voting members should be volunteers from the Movement, with the exception that **one of the five members beyond the chairperson** may be appointed from outside of the Movement to provide the benefit of cross-organizational learning.

B. Ex-Officio Members

1. The Chairperson of the World Scout Committee, in an ex-officio non-voting capacity
2. The Secretary General, in an ex-officio non-voting capacity
3. A designated Youth Advisor to the World Scout Committee, in an ex-officio non-voting capacity
4. A designated member of the World Scout Committee, in an ex-officio non-voting capacity
5. The Treasurer of the World Scout Committee in an ex-officio non-voting capacity
6. A representative of the World Scout Foundation, in an ex-officio non-voting capacity
7. The Chairperson of the Audit Committee, in an ex-officio non-voting capacity

C. Staff/Support Roles

1. A designated member of the WSB staff to provide support and act as Secretary of the Committee
2. A designated volunteer member chosen at the discretion of the Finance Committee Chairperson to provide administrative support to the Committee

D. Other Roles

The Chairperson of the Standing Committee, at his/her discretion, may invite relevant experts **outside of the membership** of the Standing Committee to:

1. Inform discussions/decisions as and when necessary
2. Form special task forces to study and advise on special projects

The Chairperson of the Standing Committee, at his/her discretion, may invite each Region to **designate a representative** to attend and participate in a committee meeting.

Representatives **should be volunteers** who have responsibilities in the regional budget process and have been approved by the respective Regional Scout Committee

	Ex-Officio Roles (apart from the Secretary General and WSC Chairperson), Staff/Support Roles, and Other Roles are assigned as relevant per the needs of the Committee.
Term of office:	Voting Members of the Finance Committee are appointed for the Triennium. However, appointments are annually reviewed in line with the Adults in Scouting Policy.
Performance:	Standing Committee performance will be evaluated annually by the Chairperson of the World Scout Committee, in close coordination with the Chairperson of the Standing Committee and the designated World Scout Bureau staff member, as appropriate. Outcomes of the individual voting member performance evaluation will determine continuation of appointed term.
Vacancies:	Should a vacancy arise at any point in the Triennium resulting in the membership composition falling below the minimum four voting members, a new voting member will be appointed to replace the vacant position by the Chairperson of the WSC, chosen in close coordination with the Chairperson of the Standing Committee and in line with the general appointment principle, until the conclusion of the Triennium.
Frequency:	The Finance Committee will, if the WSB budget permits, meet physically once per fiscal year (see practicalities section) with additional virtual meetings taking place based on the workload and reporting requirements. The meeting frequency of the Finance Committee is left to the discretion of the Standing Committee Chairperson, but should be arranged in a manner such that the Committee is able to adequately perform its duties and responsibilities. Ad hoc meetings may also be arranged if circumstances so warrant.
Quorum:	The presence of more than half of the appointed members (50% +1) with voting rights shall constitute a quorum. Where a meeting is not quorate, the meeting may still proceed. However, all decisions must be ratified after the meeting by electronic communication by a majority of Voting Members.
Attendance:	Apart from the Voting Members, the following have right of attendance in a non-voting capacity: <ol style="list-style-type: none"> 1. Ex-officio members, as outlined in the aforementioned Membership section 2. Designated staff and support team members, assigned at the discretion of the Standing Committee Chair and outlined in the aforementioned Membership section 3. Other roles, assigned at the discretion of the Standing Committee Chair and outlined in the aforementioned Membership section
Purpose:	The purpose of the Finance Committee is to: <ol style="list-style-type: none"> 1. Provide financial analysis, advice, and oversight of the organization's budget 2. Ensure the organization is operating with the financial resources it needs to provide programmatic and direct support to member organizations 3. Provide fiscal oversight and accountability of the funding generated through resource mobilization efforts
Remit:	In line with the Constitution, the WSC Standing Orders, Triennial Plan 2021-2024, the Strategy for Scouting (Vision 2023), and the scope of work approved by the WSC, the Finance Committee will: <ol style="list-style-type: none"> 1. Mobilize financial resources for WOSM 2. Oversee the WOSM registration fee policy and its implementation, notably on fee collection through the World Scout Bureau relations with the World Scout Foundation on fundraising and use of funds 3. Collaborate with the WSB's Business Development Unit, on conforming strategies and plans for WOSM's own fundraising efforts

	<ol style="list-style-type: none"> 4. Prepare the annual budget based on a Yearly Operational Plan, and the implementation of that budget the accounts and treasury management (particularly through the Treasurer) 5. Advise on matters related to other means and services necessary to achieve WOSM's objectives such as: <ol style="list-style-type: none"> a. property, premises, and supplies b. licenses granted by World Scout Bureau and relations with Scout Shops Limited c. World Badge sales d. sponsorship 6. Consult with the Regional finance groups 7. Review of the Audit report each year 8. Address any other matters specifically delegated by the World Scout Committee
Authority:	<p>The Finance Committee has delegated authority from the WSC to:</p> <ol style="list-style-type: none"> 1. Propose to the World Scout Committee policies relating to the procurement, management and use of the various means and services necessary to support the activities of the World Organization of the Scout Movement 2. Evaluate the implementation of those policies by the World Scout Bureau once adopted
Practicalities:	<p>The following practicalities will apply to the work of the Finance Committee:</p> <p>General Practicalities:</p> <ul style="list-style-type: none"> • The Finance Committee reports directly to the World Scout Committee • The Global Director, Finance and Administration will coordinate staff support and serve as the Secretary of the Finance Committee • An agenda and accompanying papers will be circulated to members 7 days in advance of a meeting taking place • The minutes and actions of a meeting will be circulated to members within 30 days after a meeting takes place • Progress updates on the work of the Finance Committee as well as the minutes from Finance Committee meetings (redacted where appropriate in the case of confidential items) can be shared openly with interested parties • The Finance Committee, where applicable, shall endeavour to plan meetings and the work of the Standing Committee in accordance with the policies adopted by the WSC • Further rules governing the functioning of the Finance Committee shall be decided by the Committee itself and advised to the WSC Chairperson • The Terms of Reference of the Finance Committee may be amended at any time under the advisement of the World Scout Committee Chair and by subsequent vote of the World Scout Committee <p>Finance Committee Specific Practicalities:</p> <ul style="list-style-type: none"> • At least once a year, prior to the meeting of the World Scout Committee which will consider the Budget prepared by the World Scout Bureau for its next fiscal year, the Finance Committee will meet to review the draft yearly operational plan and budget prepared by the World Scout Bureau, to determine any changes that may be required, and prepare for the World Scout Committee a final proposed budget that the Finance Committee proposes to be approved.
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Document date:	December 2017
Document review:	March 2022
Document owner(s):	Global Director, Finance and Administration
Annex A- Knowledge, Skills, and	The profile of the different members of the Finance Committee will aim to cover the following skills and expertise:

Competencies List	<ol style="list-style-type: none">1. All members of the Committee shall have a working knowledge of Scouting Finance2. At least one member of the Committee will have a background in resource mobilization, including fundraising, management, and administration
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CONSTITUTIONS COMMITTEE

Terms of Reference

Membership:	<p>The Constitutions Committee shall be comprised of a minimum of four (4) to a maximum of six (6) voting members (including the Chairperson) with appropriate knowledge, skills, and competencies necessary [See Annex A] to carry forth the duties of the Committee.</p> <p>Standing Committee Members are appointed by the WSC Chairperson on the nomination of the Chairperson of the Standing Committee, with the approval of their Region and NSO, where applicable, and taking into account insofar as possible:</p> <ul style="list-style-type: none">• Regional diversity• Gender balance (50-50)• 40% of appointees below the age of 30 <p>The composition of the Constitutions Committee shall include the following:</p> <p>A. <u>Voting Members</u></p> <ol style="list-style-type: none">1. The Chairperson of the Standing Committee, acting in a voting capacity2. Up to five (5) other members, acting in a voting capacity <p>Voting members should be volunteers from the Movement, with the exception that one of the five members beyond the chairperson <u>may be</u> appointed from outside of the Movement to provide the benefit of cross-organizational learning.</p> <p>B. <u>Ex-Officio Members</u></p> <ol style="list-style-type: none">1. The Chairperson of the World Scout Committee, in an ex-officio non-voting capacity2. The Secretary General, in an ex-officio non-voting capacity <p>C. <u>Staff/Support Roles</u></p> <ol style="list-style-type: none">1. A designated member of the WSB staff to provide support and act as Secretary of the Committee2. The Global Director, Organisational Development3. A designated volunteer member chosen at the discretion of the Constitutions Committee Chairperson to provide administrative support to the Committee <p>D. <u>Other Roles</u></p> <p>The Chairperson of the Standing Committee, at his/her discretion, may invite relevant experts outside of the membership of the Standing Committee to:</p> <ol style="list-style-type: none">1. Inform discussions/decisions as and when necessary2. Form special task forces to study and advise on special projects <p>Ex-Officio Roles (apart from the Secretary General and WSC Chairperson), Staff/Support Roles, and Other Roles are assigned as relevant and per the needs of the Committee.</p>
Term of office:	Voting Members of the Constitutions Committee are appointed for the Triennium . However, appointments are annually reviewed in line with the Adults in Scouting Policy.
Performance:	Standing Committee performance will be evaluated annually by the Chairperson of the World Scout Committee, in close coordination with the Chairperson of the Standing Committee and the designated World Scout Bureau staff member, as appropriate. Outcomes of the individual voting member performance evaluation will determine continuation of appointed term.

Vacancies:	Should a vacancy arise at any point in the Triennium resulting in the membership composition falling below the minimum four voting members, a new voting member will be appointed to replace the vacant position by the Chairperson of the WSC, chosen in close coordination with the Chairperson of the Standing Committee and in line with the general appointment principle , until the conclusion of the Triennium.
Frequency:	<p>The Constitutions Committee will, if the WSB budget permits, meet physically once per fiscal year with additional virtual meetings taking place based on the workload and reporting requirements.</p> <p>The meeting frequency of the Constitutions Committee is left to the discretion of the Standing Committee Chairperson, but should be arranged in a manner such that the Committee is able to adequately perform its duties and responsibilities. Ad hoc meetings may also be arranged if circumstances so warrant.</p>
Quorum:	<p>The presence of more than half of the appointed members (50% +1) with voting rights shall constitute a quorum.</p> <p>Where a meeting is not quorate, the meeting may still proceed. However, all decisions must be ratified after the meeting by electronic communication by a majority of Voting Members.</p>
Attendance:	<p>Apart from the Voting Members, the following have right of attendance in a non-voting capacity:</p> <ol style="list-style-type: none"> 1. Ex-officio members, as outlined in the aforementioned Membership section 2. Designated staff and support team members, assigned at the discretion of the Standing Committee Chair and outlined in the aforementioned Membership section 3. Other roles, assigned at the discretion of the Standing Committee Chair and outlined in the aforementioned Membership section
Purpose:	<p>The purpose of the Constitutions Committee is to:</p> <ol style="list-style-type: none"> 1. advise and assist the WSC on constitutional matters, institutional procedures and structures
Remit:	<p>In line with the Constitution, the WSC Standing Orders, Triennial Plan 2021-2024, the Strategy for Scouting (Vision 2023), and the scope of work approved by the WSC, the Constitutions Committee will:</p> <ol style="list-style-type: none"> 1. Provide an opinion on proposed amendments to the WSC's Standing Orders 2. Consider proposed amendments to the constitutions or bylaws governing Regions and to make recommendations to the WSC 3. Review the constitutions of National Scout Organizations (NSOs) applying for membership of WOSM and make recommendations about the admissibility of their constitution to the WSC 4. Review proposed amendments to the constitutions of existing Member Organizations (MOs) in accordance with the procedure laid down in the Practicalities section below 5. Carry out, at the request of the WSC, studies on subjects related to the general policy and structure of WOSM 6. Work, as appropriate, in close cooperation with the other Standing Committees, Work Streams, Task Forces, etc. of the WSC
Authority:	<p>The Constitutions Committee has delegated authority from the WSC to:</p> <ol style="list-style-type: none"> 1. Receive, in the first instance, all questions relating to the approval or amendments of constitutions of Regions and MOs 2. Approve the constitution or amendments proposed by MOs that are clearly and unequivocally consistent with the constitutional requirements of WOSM 3. Provide advice on any aspects of a Region's or NSO's constitution or any proposed amendments to the existing constitution which the Constitutions Committee feels might be helpful <p>The WSC receives reports and recommendations from the Constitutions Committee and will make final decisions on:</p> <ol style="list-style-type: none"> 1. The approval of changes to a Region's constitution after reviewing the recommendations made by its Constitutions Committee

	<ol style="list-style-type: none"> 2. A recommendation of WOSM membership of a NSO, in line with Article VI of the WOSM Constitution and after reviewing the recommendations on its constitution made by its Constitutions Committee 3. Any matter brought to its attention by the Constitutions Committee regarding amendments to a MO's constitution which, in the opinion of the Constitutions Committee, are in breach of or in possible conflict with the WOSM Constitution, or appear to be incomprehensible, unclear or contradictory. Such escalation to the WSC will only be made after the MO has been advised of such concerns and if those concerns are subsequently not resolved in the view of the Constitutions Committee. The Constitutions Committee will keep the WSC informed of any known potential escalations which could require a future decision of the WSC.
Practicalities:	<p>The following practicalities will apply to the work of the Constitutions Committee:</p> <p>General Practicalities:</p> <ul style="list-style-type: none"> • The Constitutions Committee reports directly to the World Scout Committee. • The Senior Manager, Constitutions & Legal GRC will coordinate staff support and serve as the Secretary of the Constitutions Committee. • An agenda and accompanying papers will be circulated to members 7 days in advance of a meeting taking place. • The minutes and actions of a meeting will be circulated to members within 7 days after a meeting takes place. • Progress updates on the work of the Constitutions Committee as well as the minutes from Constitutions Committee meetings (redacted where appropriate in the case of confidential items) can be shared openly with interested parties. • The Constitutions Committee., where applicable, shall endeavor to plan meetings and the work of the Standing Committee in accordance with the policies adopted by the WSC. • Further rules governing the functioning of the Constitutions Committee shall be decided by the Committee itself and advised to the WSC Chairperson. • Terms of Reference of the Constitutions Committee may be amended at any time under the advisement of the World Scout Committee Chair and by subsequent vote of the World Scout Committee. <p>Constitutions Committee Specific Practicalities:</p> <ul style="list-style-type: none"> • In the event of the establishment, by the WSC, of special task forces or other bodies with subjects which have, in whole or in part, a constitutional impact, the Constitutions Committee will be expected to work in close cooperation with such task forces or bodies. • The Constitutions Committee may raise with a Region, or MO, or NSOs applying for membership of WOSM, for its consideration, any aspects of its constitution, or proposed amendments to an existing constitution, it feels might be helpful. • Any Regional Committee which initiates a review of its Regional Constitution is expected to involve a member of the Constitutions Committee in the review process, so ensuring alignment with the WOSM Constitution of any potential changes.
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Document review:	March 2022
Document owner(s):	Senior Manager, Constitutions & Legal GRC
Annex A- Knowledge, Skills, and	<p>The profile of the different members of the Constitutions Committee will aim to cover the following skills and expertise:</p> <ol style="list-style-type: none"> 1. Experience in a National Scout Organization (NSO) at the national level

Competencies List	<ol style="list-style-type: none">2. Experience in WOSM structures, either as an appointed or elected member3. Experience in negotiation or mediation4. Legal or governance background
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ETHICS COMMITTEE

Terms of Reference

Membership:	<p>The Ethics Committee shall be comprised of a minimum of four (4) to a maximum of six (6) voting members (including the Chairperson) with appropriate knowledge, skills, and competencies necessary [See Annex A] to carry forth the duties of the Committee.</p> <p>Standing Committee Members are appointed by the WSC Chairperson on the nomination of the Chairperson of the Standing Committee, with the approval of their Region and NSO, where applicable, and taking into account insofar as possible:</p> <ol style="list-style-type: none">1. Regional diversity2. Gender balance (50-50)3. 40% of appointees below the age of 30 <p>The composition of the Ethics Committee shall include the following:</p> <p>A. <u>Voting Members</u></p> <ol style="list-style-type: none">1. The Chairperson of the Standing Committee, acting in a voting capacity2. Up to five (5) other members, acting in a voting capacity. <p>Voting members should be volunteers from the Movement, with the exception that one of the five members beyond the chairperson may be appointed from outside of the Movement to provide the benefit of cross-organizational learning.</p> <p>B. <u>Ex-Officio Members</u></p> <ol style="list-style-type: none">1. The Chairperson of the World Scout Committee, in an ex-officio non-voting capacity2. The Secretary General, in an ex-officio non-voting capacity <p>C. <u>Staff/Support Roles</u></p> <ol style="list-style-type: none">1. A designated member of the WSB staff to provide support and act as Secretary of the Committee2. A designated volunteer member chosen at the discretion of the Ethics Committee Chairperson to provide administrative support to the Committee. <p>D. <u>Other Roles</u></p> <p>The Chairperson of the Standing Committee, at his/her discretion, may invite relevant experts outside of the membership of the Standing Committee to:</p> <ol style="list-style-type: none">1. Inform discussions/decisions as and when necessary2. Form special task forces to study and advise on special projects <p>Ex-Officio Roles (apart from the Secretary General and WSC Chairperson), Staff/Support Roles, and Other Roles are assigned as relevant and per the needs of the Committee.</p>
Term of office:	Voting Members of the Ethics Committee are appointed for the Triennium . However, appointments are annually reviewed in line with the Adults in Scouting Policy.
Performance:	Standing Committee performance will be evaluated annually by the Chairperson of the World Scout Committee, in close coordination with the Chairperson of the Standing Committee and the designated World Scout Bureau staff member, as appropriate. Outcomes of the individual voting member performance evaluation will determine continuation of appointed term.
Vacancies:	Should a vacancy arise at any point in the Triennium resulting in the membership composition falling below the minimum four voting members, a new voting member

	will be appointed to replace the vacant position by the Chairperson of the WSC, chosen in close coordination with the Chairperson of the Standing Committee and in line with the general appointment principle , until the conclusion of the Triennium.
Frequency:	<p>The Ethics Committee will, if the WSB budget permits, meet physically once per fiscal year with additional virtual meetings taking place based on the workload and reporting requirements.</p> <p>The meeting frequency of the Ethics Committee is left to the discretion of the Standing Committee Chairperson, but should be arranged in a manner such that the Committee is able to adequately perform its duties and responsibilities. Ad hoc meetings may also be arranged if circumstances so warrant.</p>
Quorum:	<p>The presence of more than half of the appointed members (50% +1) with voting rights shall constitute a quorum.</p> <p>Where a meeting is not quorate, the meeting may still proceed. However, all decisions must be ratified after the meeting by electronic communication by a majority of Voting Members.</p>
Attendance:	<p>Apart from the Voting Members, the following have right of attendance in a non-voting capacity:</p> <ol style="list-style-type: none"> 1. Ex-officio members, as outlined in the aforementioned Membership section 2. Designated staff and support team members, assigned at the discretion of the Standing Committee Chair and outlined in the aforementioned Membership section 3. Other roles, assigned at the discretion of the Standing Committee Chair and outlined in the aforementioned Membership section
Purpose:	<p>The purpose of the Ethics Committee is to:</p> <ol style="list-style-type: none"> 1. Advise and assist the WSC on ethical matters, including the enforcement of the WOSM Code of Conduct according to the process and procedural requirements established in WOSM's Complaints Policy 2. Support the adopted Code of Conduct for Elections (CoCE) and Code of Conduct for Bidding for Events (CoCB) 3. Provide assistance in mediation of ethical and leadership conflicts to World, Regional, National, and Zonal levels where requested
Remit:	<p>In line with the Constitution, the WSC Standing Orders, Triennial Plan 2021-2024, the Strategy for Scouting (Vision 2023), and the scope of work approved by the WSC, the Ethics Committee will:</p> <ol style="list-style-type: none"> 1. Receive and review potential breaches against the WOSM Code of Conduct, WOSM Code of Conduct for Elections and WOSM Code of Conduct for Bidders for Events and recommend appropriate sanctioning to the WSC and follow up within the authority of the WOSM Constitution and the relevant WOSM policies whenever they are proven to its satisfaction 2. Facilitate information and training to relevant stakeholders in the organisation and provide the necessary training resources 3. Provide mediation, training and consultation services to World, Regional, Zonal, and National levels where requested 4. Propose amendments of documents and procedures related to its remit to the World Scout Committee for approval
Authority:	<p>The Ethics Committee has delegated authority from the WSC to:</p> <ol style="list-style-type: none"> 1. Enforce the WOSM Code of Conduct, CoCE and the CoCB by investigating potential breaches of individuals and Member Organizations and proposing sanctions 2. Follow up on any perceived breaches to the WOSM Code of Conduct at any time 3. Review from time to time the WSB's administrative handling and reviewing of incoming complaints, based on the WOSM Complaints Policy 4. Receive and review such complaints that fulfil the below criteria: <ol style="list-style-type: none"> a. Adhering to the basic principles outlined in the WOSM b. Considered as not being vexatious c. Pertain to a potential breach of the WOSM Code of Conduct 5. Review complaints received as follows: <ol style="list-style-type: none"> a. Through the WSB

	<p>b. Raised directly by the WSC or the Chairpersons of other Standing Committee</p> <p>c. Addressed directly to the Chairperson of the Ethics Committee (EC) (without intervention of the WSB) if the complaint pertains directly to members of the World or Regional Scout Committees (including ex-officio members that are not WSB staff). WSB staff, except for the WOSM Secretary General, is not included here, as they are subject to the WSB's internal Code of Conduct</p> <p>6. Review the complaint as appropriate using reasonable resources, in accordance with the Complaints Policy. In case the EC deems that there might be a requirement to refer the case to appropriate legal authorities, it will immediately consult on the case with the legal counsel of the WSB for appropriate action</p>
Practicalities:	<p>The following practicalities will apply to the work of the Ethics Committee:</p> <p>General Practicalities:</p> <ul style="list-style-type: none"> • The Ethics Committee reports directly to the World Scout Committee. • The Senior Manager, Constitutions & Legal GRC will coordinate staff support and serve as the Secretary of the Ethics Committee. • An agenda and accompanying papers will be circulated to members 7 days in advance of a meeting taking place. • The minutes and actions of a meeting will be circulated to members within 7 days after a meeting takes place. • Progress updates on the work of the Ethics Committee as well as the minutes from Ethics Committee meetings (redacted where appropriate in the case of confidential items) can be shared openly with interested parties, at the request of the World Scout Committee Chair. • The Ethics Committee, where applicable, shall endeavour to plan meetings and the work of the Standing Committee in accordance with the policies adopted by the WSC. • Further rules governing the functioning of the Ethics Committee shall be decided by the Committee itself and advised to the WSC Chairperson. • Terms of Reference of the Ethics Committee may be amended at any time under the advisement of the World Scout Committee Chair and by subsequent vote of the World Scout Committee. <p>Ethics Committee Specific Practicalities:</p> <ul style="list-style-type: none"> • The WOSM Conflict of Interest Policy, as adopted by the WSC, will be adopted by the Ethics Committee. • The Conflict of Interest Policy will include a specific provision stating that, if a complaint pertains directly to a member of the Ethics Committee, the member will be provisionally suspended from the Committee for the duration of the investigation. • The Conflict of Interest Policy will also include a specific provision stating that if a complaint pertains to individuals from an Ethics Committee member's NSO, such member should not be involved in the investigation of the respective complaint. • In the event of the establishment, by the WSC, of special task forces or other bodies with subjects which have, in whole or in part, an ethical impact, the Ethics Committee will be expected to work in close cooperation with such task forces or bodies.
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Document date:	February 2019
Document review:	March 2022
Document owner(s):	Senior Manager, Constitutions & Legal GRC
Annex A-Knowledge, Skills, and	<p>The profile of the different members of the Ethics Committee will aim to cover the following skills and expertise:</p> <ol style="list-style-type: none"> 1. Experience in a National Scout Organization (NSO) at the national level 2. Experience in WOSM structures, either as an appointed or elected member

**Competencies
List**

3. Experience in handling ethical and harassment cases
4. Experience in mediation and/or business (financial) ethics
5. Legal background

The profile of each member of the Ethics Committee must possess the following characteristics to be assessed by the respective endorsing NSO, World Scout Bureau (WSB), and the WSC during the appointment process:

1. Exemplify the highest ethical standards
2. Be completely independent and not hold a volunteer position within any other substructure at the World, Regional, or Zonal levels of WOSM

WORLD HONOURS AND AWARDS COMMITTEE

Terms of Reference

Membership:	<p>The World Honours and Awards Committee (WHAC) shall be comprised of a minimum of four (4) to a maximum of six (6) voting members (including the Chairperson with appropriate knowledge, skills, and competencies necessary [See Annex A] to carry forth the duties of the Committee.</p> <p>Standing Committee Members are appointed by the World Scout Committee (WSC) Chairperson on the nomination of the Chairperson of the Standing Committee, with the approval of their Region and NSO, where applicable, and taking into account insofar as possible:</p> <ol style="list-style-type: none">1. Regional diversity2. Gender balance (50-50)3. 40% of appointees below the age of 30 <p>The composition of the WHAC shall include the following:</p> <p>A. <u>Voting Members</u></p> <ol style="list-style-type: none">1. The Chairperson of WHAC who is a Bronze Wolf Holder, acting in a voting capacity2. Up to four (4) other Bronze Wolf (BW) Holders acting in a voting capacity3. The Secretary General (SG) of the World Organization of the Scout Movement (WOSM), acting in a voting capacity <p>B. <u>Ex-Officio Members</u></p> <p>It should be noted that given that the Chairperson of the World Scout Committee may be eligible for nomination of the Bronze Wolf Award, the Chairperson will be excluded from participation in the meeting proceedings of the World Honours and Awards Committee to allow the Committee to function independently and impartially.</p> <p>C. <u>Staff/Support Roles</u></p> <ol style="list-style-type: none">1. A designated member of the World Scout Bureau (WSB) staff to provide support and act as Secretary of the Committee2. A designated volunteer member chosen at the discretion of the WHAC Committee Chairperson to provide administrative support to the Committee. This role should not attend the WHAC meetings <p>D. <u>Other Roles</u></p> <p>The Chairperson of the Standing Committee, at his/her discretion, may invite relevant experts outside of the membership of the Standing Committee to:</p> <ol style="list-style-type: none">1. Inform discussions/decisions as and when necessary2. Form special task forces to study and advise on special projects <p>Staff/Support Roles, and Other Roles are assigned as relevant and per the needs of the Committee.</p>
Term of office:	Voting Members of the WHAC are appointed for the Triennium . However, appointments are annually reviewed in line with the Adults in Scouting Policy.
Performance:	Standing Committee performance will be evaluated annually by the Chairperson of the WSC, in close coordination with the Chairperson of the Standing Committee and the designated WSB staff member, as appropriate. Outcomes of the individual voting member performance evaluation will determine continuation of appointed term.
Vacancies:	Should a vacancy arise at any point in the Triennium resulting in the membership composition falling below the minimum four voting members, a new voting member will be appointed to replace the vacant position by the Chairperson of the WSC,

	<p>chosen in close coordination with the Chairperson of the Standing Committee and in line with the general appointment principle, until the conclusion of the Triennium.</p> <p>If the Chairperson of WHAC becomes vacant, an acting Chairperson shall be appointed by the Chairperson of the WSC from amongst the current members of WHAC to serve for the balance of the term.</p>
Frequency:	<p>The WHAC will meet virtually approximately four times per fiscal year with an option of a physical meeting (if it is needed and the WSB budget permits). Meetings are taking place based on the workload and reporting requirements.</p> <p>The meeting frequency of the WHAC is left to the discretion of the WHAC Chairperson, but should be arranged in a manner such that the Committee is able to adequately perform its duties and responsibilities. Ad hoc meetings may also be arranged if circumstances so warrant.</p>
Quorum:	<p>The presence of more than half of the appointed members (50% +1) with voting rights shall constitute a quorum.</p> <p>Where a meeting is not quorate, the meeting may still proceed. However, all decisions must be ratified after the meeting by electronic communication by a majority of Voting Members.</p>
Attendance:	<p>Apart from the Voting Members, the following have right of attendance in a non-voting capacity:</p> <ol style="list-style-type: none"> 1. Ex-officio members, as outlined in the aforementioned Membership section 2. Designated staff and support team members, assigned at the discretion of the Standing Committee Chairperson and outlined in the aforementioned Membership section 3. Other roles, assigned at the discretion of the Standing Committee Chairperson and outlined in the aforementioned Membership section
Purpose:	<p>The purpose of the World Honours and Awards Committee is to:</p> <ol style="list-style-type: none"> 1. Act as an advisory body to the WSC in all matters concerning honours and awards 2. Act as the nominating committee to the WSC for the award of the Bronze Wolf (BW)
Remit:	<p>In line with the Constitution, the WSC Standing Orders, Triennial Plan 2021-2024, the Strategy for Scouting (Vision 2023), and the scope of work approved by the WSC, the WHAC will:</p> <ol style="list-style-type: none"> 1. Approve or disapprove recommendations regarding BW and other honours and awards matters 2. Review from time to time the procedures regarding eligibility, nomination and awarding for the Bronze Wolf as set out in the "Regulations governing the Award of the Bronze Wolf" and bring forward any changes for approval by the WSC
Authority:	<p>The WHAC has delegated authority from the WSC to:</p> <ol style="list-style-type: none"> 1. Promptly and objectively review nominations for the awarding of the Bronze Wolf when received and make appropriate recommendations to the WSC 2. Continuously promote the nomination of the Bronze Wolf among the eligible nominators
Practicalities:	<p>The following practicalities will apply to the work of the WHAC:</p> <p>General Practicalities:</p> <ul style="list-style-type: none"> • The WHAC reports directly to the World Scout Committee • The Global Director, Scouting Development will coordinate staff support and serve as the Secretary of the WHAC • An agenda and accompanying papers will be circulated to members 7 days in advance of a meeting taking place • The minutes and actions of a meeting and BW citations will be circulated to members within 7 days after a meeting takes place

	<ul style="list-style-type: none"> • Progress updates on the work of the WHAC as well as the minutes from WHAC meetings (redacted where appropriate in the case of confidential items) can be shared openly with interested parties • WHAC, where applicable, shall endeavour to plan meetings and the work of the Standing Committee in accordance with the policies adopted by the WSC • Further rules governing the functioning of the WHAC shall be decided by the Standing Committee itself and advised to the WSC Chairperson • Terms of Reference of the WHAC may be amended at any time under the advisement of the WSC Chairperson and by subsequent vote of the WSC <p>Standing Committee Specific Practicalities:</p> <ul style="list-style-type: none"> • The procedures regarding eligibility, nomination and awarding for the Bronze Wolf are set out in the "Regulations Governing the Award of the Bronze Wolf", approved by the WSC • The Nominations of the BW are open at any time in the year. Once the nomination received, the WHAC Chairperson and Secretary call for a meeting to discuss it • The WHAC will align with the WSB to make announcements of the BW awardees up to 4 times a year (March, June, September and December)
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Document owner(s):	Global Director, Scouting Development
Annex A- Knowledge, Skills, and Competencies List	<p>The profile of the different members of the World Honours and Awards Committee will aim to cover the following skills and expertise:</p> <ol style="list-style-type: none"> 1. Experience with the Bronze wolf awarding process (as a BW holder) 2. Experience in either national level and/or regional level relevant to honours and awards in Scouting 3. Experience in WOSM structures, either as an appointed or elected member 4. Good knowledge about the Movement's history 5. Exemplify the highest ethical, honesty and confidentiality standards

STEERING COMMITTEE

Terms of Reference

Membership:	<p>The Steering Committee shall be comprised of four (4) statutory members, per the World Scout Committee Standing Orders.</p> <p>The composition of the Steering Committee shall include the following:</p> <p>A. <u>Statutory Members</u></p> <ol style="list-style-type: none">1. The Chairperson of the World Scout Committee2. The two (2) Vice-Chairpersons of the World Scout Committee3. The Secretary General (SG) of the World Organization of the Scout Movement (WOSM) <p>B. <u>Non-Statutory Members</u></p> <ol style="list-style-type: none">1. A Youth Advisor to the World Scout Committee <p>C. <u>Staff/Support Roles</u></p> <ol style="list-style-type: none">1. A designated member of the WSB staff to provide support and act as Secretary of the Committee <p>D. <u>Other Roles:</u></p> <p>The Chairperson of the Standing Committee, at his/her discretion, may invite relevant experts outside of the membership of the Standing Committee to:</p> <ol style="list-style-type: none">1. Inform discussions/decisions as and when necessary2. Form special task forces or working groups to study and advise on special projects <p>Relevant experts to the Steering Committee may include:</p> <ol style="list-style-type: none">1. Other WSC members2. Members from the Senior Management Team of the WSB Global Support Centre3. Representatives from the Standing Committees invited as subject matter experts <p>Staff/Support Roles, and Other Roles are assigned as relevant and per the needs of the Committee.</p>
Term of office:	The term of office for the Steering Committee shall be for the triennium between meetings of the World Scout Conference.
Performance:	Performance of the Steering Committee will be reviewed annually by the World Scout Committee.
Vacancies:	Vacancies that arise in the Steering Committee from the Chair or Vice-Chair roles will be addressed by: <ol style="list-style-type: none">1. Following the process to fill the vacant Voting Member role as stipulated by the WSC Standing Orders2. Should a vacancy arise from the Youth Advisor role, the Steering Committee will select a new representative from among the remaining Youth Advisors.
Frequency:	<p>The Steering Committee will meet physically once per fiscal year with regular virtual meetings to ensure on-going exchanges using electronic means or on the occasion of other Scout events and gatherings that the SC members may be attending.</p> <p>Additionally, the Steering Committee will meet on the eve of each WSC meeting, to finalise necessary arrangements and to discuss any other relevant matters.</p>

Quorum:	<p>The presence of more than half of the appointed members (50% +1) shall constitute a quorum.</p> <p>Where a meeting is not quorate, the meeting may still proceed. However, all decisions must be ratified after the meeting by electronic communication by a majority of Statutory and Non-Statutory Members.</p>
Attendance:	<p>Apart from the Statutory Members, the following have right of attendance:</p> <ol style="list-style-type: none"> 1. Designated staff and support team members, assigned at the discretion of the World Scout Committee Chair/ Secretary General and outlined in the aforementioned Membership section 2. Other roles, assigned at the discretion of the World Scout Committee Chair and outlined in the aforementioned Membership section
Purpose:	<p>The purpose of the Steering Committee is to:</p> <ol style="list-style-type: none"> 1. Provide leadership for the World Scout Committee and support in its decision-making processes
Remit:	<p>In line with the Constitution, the WSC Standing Orders, Triennial Plan 2021-2024, the Strategy for Scouting (Vision 2023), and the scope of work approved by the WSC, the Steering Committee will:</p> <ol style="list-style-type: none"> 1. Provide leadership to the WSC and support to the Chairperson 2. Handle major executive matters in-between WSC meetings and keep the WSC informed 3. Identify issues of sensitive/strategic nature and refer them to the WSC, as appropriate 4. Prepare, in close collaboration with the Secretary General and the World Scout Bureau (WSB), matters for submission to the WSC which are within the SC's competence 5. Plan the agenda of World Scout Committee meetings, ensuring contributions of all WSC members, and to follow up, where necessary, on decisions taken by the World Scout Committee 6. Oversee and monitor the implementation of the Triennial Plan 7. Advise the Secretary General - at his request, or at the request of one of the members of the Steering Committee - on matters which are within the Secretary General's mandate 8. Maintain regular contact with Regional Scout Committees and/or Regional Chairpersons 9. Ensures the WSC is represented at important global and regional events and as provided by the approved annual operation budget
Authority:	<p>The Steering Committee has delegated authority to:</p> <ol style="list-style-type: none"> 3. take decisions within its scope of action as defined in the functions (remit) above.
Practicalities:	<p>The following practicalities will apply to the work of the Steering Committee:</p> <p>General Practicalities:</p> <ul style="list-style-type: none"> • The Steering Committee is accountable to the World Scout Committee • The Steering Committee is led by the Chairperson of the WSC with the support of the Secretary General • The Senior Manager, Governance and Board Relations will coordinate staff support and serve as the Secretary of the Steering Committee • The minutes and actions of a meeting will be circulated to the WSC members within 14 days after a meeting takes place • The Steering Committee, where applicable, shall endeavor to plan meetings and the work of the Standing Committee in accordance with the policies adopted by the WSC • Further rules governing the functioning of the Steering Committee shall be decided by the Committee itself and advised to the WSC Chairperson • Terms of Reference of the Steering Committee may be amended at any time under the advisement of the World Scout Committee Chair and by subsequent vote of the World Scout Committee <p>Steering Committee Specific Practicalities:</p>

	<ul style="list-style-type: none"> • The Chairperson and the Secretary General can delegate to another member of the WSC any such functions such as external representations that they are unable to attend personally but deem important to have a high-level representation from WOSM/WSC • In addition to their responsibilities as members of the Steering Committee, each member may contribute to other areas of work in WOSM substructures • The SC (as a group and/or as individuals in the SC) maintains regular communication with WSC members through electronic or other means. • Briefing meetings delving into specific topics in details may be organized as needed • The SC, where applicable, shall endeavour to plan meetings and the work of the World Scout Committee in accordance with the policies adopted by the WSC • The SC ensures induction of WSC, including onboarding and offboarding of Regional Chairpersons • The SC makes recommendations to the WSC for WSC appointments, including to the Operational Framework • The SC reviews its performance frequently to evaluate opportunities for continuous improvement • Provide oversight to ensure diversity and competency goals are focused on with volunteer appointments to the Operational Framework
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Document owner(s):	Senior Manager, Governance and Board Relations
Annex A- Knowledge, Skills, and Competencies List	N/A