

TERMS OF REFERENCE (ToR)

1. INTRODUCTION

Family Planning Association of Nepal, established in 1959 and a member of International Planned Parenthood Federation (IPPF), is the pioneer leading national Non-Government Organization working in Sexual and Reproductive Health and Rights (SRHR). It has presence in 28 districts of Nepal with contribution up to 25 percent in family planning and reproductive health services. FPAN is governed through its Constitution, and IPPF strategic policy guidelines and code of good governance. FPAN's strategy, policy, plan and programme are approved by the Central Committee and endorsed by the Central Assembly. FPAN is seeking members for the Nominations and Governance Committee (NGC), each of whom will bring proven experience and expertise, and a strong track record of integrity and accountability.

The definition of "Nomination and Governance Committee (NGC)" shall mean the Nomination and Governance Committee set up as per the Statute and "Member of Nomination and Governance Committee" shall mean the coordinator and members of the Nomination and Governance Committee set up as per the Statute of FPAN. The central committee shall form the NGC which is subject to the approval from the Central Assembly and Central Assembly shall approve report prepared and presented by the NGC. The NGC has the mandate to recruit and evaluate the performance of members of the Central Committee.

The candidates to serve on the NGC includes who have strong expertise in the following areas are expected:

- Recruitment
- Byelaws
- Performance Assessments
- Leadership in SRHR
- Financial control and oversight
- Legal expertise

As an unremunerated and voluntary role, it will require time, commitment and effort throughout the year and members are expected to dedicate a minimum of 15-20 days a year.

2. PURPOSE

Provide overall leadership and direction to implement FPAN policy and program at multiple levels.

- Reporting to the General Assembly, the purpose of the Nominations and Governance Committee is to:
 - Recruit the members of the Central Committee in accordance with agreed guidelines¹, including succession planning.
 - Oversee an annual process for evaluating the effectiveness of the CC and its members.
 - Recruit the members of the standing committees of the CC in liaison with the FPAN President.
 - Oversee an evaluation of the effectiveness of standing committees, including a self-evaluation of the NGC.
 - Review periodically the Procedural by-laws and make recommendations to the CC.
 - Ensure that the Association adheres to and operates in accordance with best governance practices

¹Details on the composition and selection of the Central Committee is attached annex 1.

3. FUNCTIONS, RIGHTS AND DUTIES

3.1 Functions, rights and duties of the NGC shall be as follows:

- The Nominations and Governance Committee shall be a high-level Committee.
- The members of the NGC shall be individually and collectively responsible to attain the objectives of the Association.
- In order to attain the objectives of the Association, the NGC shall coordinate with the Central Committee.
- Oversee an annual process for evaluating the effectiveness of the CC and its members, of all Sub-committees and of itself.
- For the betterment of the Association and the attainment of the objectives, the NGC shall monitor the policies and programmes and prepare a report on the implementation and effectiveness of the matters set out.



- Periodically review the regulations and procedural by-laws and ensure that the CC complies and operates in accordance with governance best practices.
- The NGC shall prepare an annual report of its activities and submit it to the Central Assembly
- Launch a call for applications prior to the expiration of the terms of office of the serving CC officials for the election of the CC.
- Screen probable CC and other committee members in accordance with agreed clear guidelines as mentioned in Constitution.
- Present a list of potential candidates to the Central Assembly who would contest election to become officials of the Central Committee as per Constitution.

3.2 Functions, Duties and Rights of the NGC Coordinator and members

3.2.1 Functions, duties, and rights of the NGC Coordinator:

- To convene and chair meetings of the Committee.
- To supervise, coordinate, and control activities with regard to the implementation of the decisions of the Committee.
- To divide the work of the NGC amongst the Committee members and assign responsibilities to each of them.
- To preserve or cause to preserve the image and interest of the Association.
- In the absence of any officials or members, assign some or all work carried out by them to other officials or members.
- May delegate some or all rights to other officials of the Committee.
- To cast a casting vote in case the votes are equal.
- Submit the progress report of the activities carried out by the Committee to the Central Assembly.

3.2.2 Functions, Duties and Rights of the NGC members:

- To support to implement the decisions of the Central Assembly and Committees.
- To carry out assignments rendered by the Committee or the Coordinator.
- To monitor the effectiveness of the programme.
- To facilitate and coordinate the implementation of the programme.

4. MEMBERSHIP OF THE NOMINATIONS AND GOVERNANCE COMMITTEE

- 4.1 The Central Committee shall form a 5- members for three years and approved by the Central Assembly of which at least 50% shall be women and at least 20% young persons under the age of 25 at the time of their appointment.
- 4.2 The NGC shall comprise of three regular volunteers and two experts mandatorily.
- 4.3 Committee members shall meet required standards of expertise, skills and experience according to established criteria. Members shall be individuals with relevant experience.
- 4.4 The 5-member NGC shall appoint a Coordinator from amongst the members and shall form NGC as follows:
- Coordinator: 1 person
 - Members: 4 persons
- 4.5 Except for the Coordinator, two of the other four members shall rotate off in the second year and the remaining two members in the third year.
- 4.6 The vacant positions of members of NGC incurred as per Constitution.

5. TERMS OF OFFICE

- The total tenure of the members and officials of the NGC shall not be more than 6 years. Committee members serve for three-year terms, with the possibility of re- election once, i.e., a maximum of two



terms, or maximum six years, before a member must rotate off the CC. Committee members are ineligible to re-stand for the Committee at any time in the future after having served two terms.

- Committee members must meet the following criteria in order to be re-appointed regular attendance at meetings, participation and value contributions during meetings and contribution as an ambassador for FPAN. These criteria form the basis of an annual evaluation process.

6. COMMITTEE MEETINGS AND QUORUM

- The NGC shall hold at least 2 meetings a year on the date, time and location determined by the Committee. An interval between two meetings shall not exceed 6 months.
- The required quorum for the Committee shall be more than 50 percent of its total members.
- If the quorum in the first meeting is not met, the committee shall call the meeting for the second time by notifying its members three days in advance.

FPAN is committed to safeguarding and promoting the welfare of children, young people and vulnerable adults and expects all employees, volunteers, contractors and partners to share this commitment. Anyone employed with FPAN agrees to sign and adhere to FPAN's Code of Conduct and Safeguarding (Children and Vulnerable Adults) Policy.



Annex 1: Composition and selection of the Central Committee**1. Composition of the Central Committee**

The eleven-member Central Committee (CC) comprising of 7 (seven) volunteer members and 4 (four) experts recommended by the Nomination and Governance Committee (NGC) shall be elected by the Central Assembly for 3 (three) years to form the Central Committee. Candidates recommended by the NGC shall contest election to the Central Committee. All CC must meet minimum standards of expertise, skills and experience according to criteria established by the NGC. The CC shall have one President and one Treasurer and there shall be at least 50% women and 20% youth under 25 years old at the time of election. Among the youth members there shall be at least one female and all of them should be under 25 years of age at the time of the election. The CC shall nominate one of the three youth members as Youth Coordinator.

2. Staggering of Central Committee Members

Of the elected 11 CC members, except for the President and the Treasurer, 4 of the other 9 members will rotate off by a random drawing of lots in the second year and the remaining five members in the third year.

- The immediate past President shall remain as an ex-officio member of the Central Committee but s/he shall not have voting right. Explanation: If the President of the Central Committee is elected for the second time, the position of the outgoing President shall remain vacant.
- A representative of the Ministry of Health and Population shall be an ex-office member in the Central Committee but s/he shall not have voting right.
- The vacant positions of Central Committee members incurred as per Constitution.
- The Presidential candidate and volunteer members aspiring to get elected from among the volunteers must have been already current volunteers of the Association. However, they shall be screened and recommended by the NGC.
- The Central Committee may nominate professional and technical volunteers and engage them as advisers for the Association. Further, if necessary, a list of such volunteers shall be prepared and kept in the office.
- Potential candidates for Treasurer and subject matter specialists or experts do not have to have FPAN volunteer membership but they shall be screened and recommended by the NGC.

As adopted by Statute 1977 of Family Planning Association of Nepal 24th Amendment (Amendment approved on 12th April 2023 from District Administration Office, Kathmandu)

