



Agenda item 2 (a)(i): Virtual Regular Annual Meeting Governance Requirements

Proposed Recommendations:

The Board is invited to **consider** the proposal to amend the Constitution and Rules of Procedure to accommodate hosting Virtual Regular Annual Meetings.

Purpose

This paper seeks to identify governance requirements relating to hosting Virtual Regular Annual Meetings to accommodate Member's inability to travel to regional and international forums due to the ongoing closure of international borders.

Background

2. At the first Board meeting for the 2020/21 financial year in November 2020, the Board had:
 - **noted** the uncertainty regarding the reopening of international borders and travel in 2021 and its possible impact on the scheduling of the next PIDC Regular Annual Meeting;
 - **noted** the low likelihood of hosting the 2021 Regular Annual Meeting in a member country due to the lack of definitive advice on the reopening of international borders and people movement across the region and internationally; and
 - **agreed** to host the 2021 Regular Annual Meeting through a virtual platform should international borders remain closed by the second Board meeting in March 2021.
3. Consequently, the Board had tasked the Secretariat to:
 - (a) **Identify** the procedural requirements of virtually hosting the Regular Annual Meeting and the appropriate amendments to the Constitution to enable this new meeting platform; and
 - (b) **table** intersessional constitutional amendments for hosting a Regular Annual Meeting virtually if required.

Analysis

- **Do the foundation documents (Constitution, Regulations and Rules of Procedure) give any specific instructions or references to hosting a Virtual Regular Annual Meeting?**
4. To identify procedural requirements of hosting a virtual RAM, it is necessary to review its applicability against PIDC's foundation documents particularly with the PIDC Constitution. Consequently, Annex 1 provides an interpretation of specific paragraphs relating to hosting RAMs based on PIDC's foundation documents and also proposes specific text to be amended.
 5. However, the only guidance we have is based on the Constitution and Rules of Procedure's references to "Special General Meetings" where the following is noted:
 - (a) Although lacking clear specifications on Virtual RAM, 'other meetings' referenced in article 16.2 of the Constitution provides some general coverage of "Virtual Regular Annual Meetings"; and
 - (b) While "Special General Meeting" instructions are also covered in the Rules of Procedure, the non-specificity to 'Virtual Meetings' infers that we are required to interpret the definitions of "other meetings" quite flexibly to justify and accommodate our need to hosting a Virtual RAM

if we are to avoid addressing any governance processes of amending our foundation documents.

- ***Is it necessary to amend the PIDC Constitution to reflect specific references to Virtual Regular Annual Meetings?***

6. The Constitution doesn't provide any specific instructions to hosting a Virtual RAM while providing general references around 'other meetings' which potentially accommodates hosting of Virtual Regular Annual Meetings. However, the lack of specificity to Virtual Regular Annual Meetings exposes the organisation to risks around the mandate Members have to make decisions in Virtual RAM meetings.

7. While no one ever expected or foresaw the new reality of international border closures, this provides an opportunity to amend the Constitution to provide specific references to hosting virtual Regular Annual Meetings. Amendment to the Constitution for the purposes of hosting Virtual RAMs would protect the organisation from governance risks that may emerge when the validity of Virtual RAM decisions is potentially challenged by members or stakeholders in relation to generalised constitutional references being used to justify Virtual RAM decisions.

8. Virtual meetings are the new reality and specific references to videoconference RAMs in PIDC's foundation documents avoids any possible mandate questions that may emerge from hosting more of these regional or international meeting platforms in the future.

Resource Implications

9. There are no expected resource implications or associated costs to amending the PIDC foundation documents. In this regard, Board Members are invited to consider endorsing the proposal to amend the "Constitution" and "Rules of Procedure" for definitive guidance in hosting Virtual Regular Annual Meetings.

Recommended Text Insertion for the Constitution and Rules of Procedure

Amendments are to be made to the "Constitution" and consequently to the "Rules of Procedure" to correctly instruct Members towards hosting Virtual Regular Annual Meetings when operational realities don't permit face-to-face meetings in any host member country.

(a) *The following text (highlighted) is to be inserted into Article 16.1 of the PIDC Constitution:*

*"The PIDC shall hold a regular annual meeting **in a member country or through a virtual platform, whichever is acceptable by Members** at which the election of officers, and the Board, shall occur. "*

(b) *The following text (highlighted) is proposed to be inserted in Rule 3.1 of the Rules of Procedure:*

*3.1 "The PIDC shall hold a Regular Annual Meeting in a member country **or through a virtual platform, whichever is acceptable by Members** each calendar year. Before the end of each Regular Annual Meeting, the Secretariat, in consultation with PIDC members, shall decide the date and approximate duration of the next Regular Annual Meeting."*

ANNEX 1: Table 1 – Discussion of specific paragraphs in PIDC’s Foundation Documents relating to hosting of Virtual Regular Annual Meetings.

Document	Article/Section	Comment
PIDC Constitution	16.1: “The PIDC shall hold a regular annual meeting at which the election of officers, and the Board, shall occur. “	- Article 16.1 instructs that PIDC should always hold a Regular Annual Meeting with no reference to virtual RAMS.
	16.2: “The PIDC shall hold such other meetings as may be necessary to carry out its functions under this constitution	- Article 16.2 instructs on “such other meetings” with direct reference to a RAM that can be convened at any other time. - While “other meetings’ isn’t defined in the constitution, it can be assumed that “Virtual Regular Annual Meetings” could fall under this “Other Meetings” category as instructed in article 16.2 - In other words, Article 16.2’s reference to ‘such other meetings’ could possibly accommodate ‘virtual meetings”
	16.7: “The principle of cost-effectiveness shall apply to the frequency, duration and scheduling of meetings of the PIDC and its subsidiary bodies.”	- While 16.7 doesn’t make any reference to ‘virtual meetings’ the principle of cost-effectiveness determining the scheduling of meetings, is a criteria that ‘virtual meetings’ potentially meets.
	23.2: “PIDC members shall commit to engage in PIDC meetings, discussions and decision-making processes in a timely manner and in a way that achieves the objectives of the PIDC as set out in Articles 3 and 8 of this Constitution”	- Article 23.2’s general reference to the type or form of meeting through the specific text: “ <u>in a way that achieves the objectives of PIDC.</u> ” possibly accommodates “virtual Regular Annual Meeting’
Financial Regulations -Regulation 2 -Financial Year	1.2 “The PIDC Regular Annual Meeting will be scheduled for the last quarter of the financial year to enable the upcoming financial year’s revenue and expenditure budget and work programme to be discussed and agreed by consensus.” (Financial Regs: 2.2)	- The financial regs like the Constitution only makes reference to “Regular Annual Meetings” and no specific reference is provided for “Virtual Regular Annual Meeting”.
Rules of Procedure -Rule 3: Regular Annual Meetings	RULE 3: Regular Annual Meetings 3.1 “The PIDC shall hold a Regular Annual meeting in a member country each calendar year...”	- 3.1 specifically limits RAMs to annually being held in a member host country.
-Rule 4: Special Meetings	RULE 4: Special Meetings 4.1: In exceptional circumstances, any PIDC Member may request to hold a Special Meeting with invitation to all PIDC Members.	- Rule 4 covers the procedural requirements to host “other meeting” requirement in article 16.2 of the constitution. - The Rules of Procedure doesn’t provide a definition on the text: “Other Meeting”

Document	Article/Section	Comment
	<p><i>Such a request must be made to the Head of Secretariat. The Head of Secretariat shall immediately inform all PIDC members of the request and its purpose, and inquire whether they concur with it. If within 30 days a majority of PIDC members agree with the request, a Special Meeting shall be convened.</i></p> <p><i>4.2: The Head of Secretariat, in consultation with the Chairperson, shall identify the most effective way to convene the Special Meeting, having proper regard to cost and the PIDC's ability to meet relevant associated expenses from its annual budget.</i></p>	<p>- <i>However, the Virtual Regular Annual Meeting potentially falls within the category of "Special Meetings" provided the Board where the Chair sends in a formal request to hold a Virtual Regular Annual Meeting, which consequently activates the formalisation process of hosting a Virtual RAM under Rule 4 on 'Special Meetings'.</i></p>