

Terms of Reference of the World Organisation for Animal Health (WOAH) Governance Review Committee

Background

Following an external review of WOAH's institutional, technical and financial governance,¹ the Assembly decided at its 91st General Session, on the recommendation of the Council, to set up a "dedicated group on governance to carry out further work to revise the Basic Texts."²

The group will operate under the title "Governance Review Committee" (also "Committee") and is established to serve in an advisory, consensus-building capacity and will report to the Assembly. The Committee will update and, as it deems appropriate, consult with the Council on its work.

The Governance Review Committee will operate under these Terms of Reference.

1. Mandate and scope of activities

- 1.1 The Governance Review Committee will review the "*Report on the analysis and evaluation of the institutional, technical and financial governance of WOAH*" (the Consultants' Report) with a view to presenting to the Assembly consensus positions on each of the recommendations of the Report and any other recommendations the Committee may deem appropriate to improve WOAH's governance structures and processes.
- 1.2 The Assembly requested that the Governance Review Committee develop a "holistic programme of multi-year activities" for Assembly consideration at its General Session in 2025.
- 1.3 Following the adoption of the "holistic programme", the work of the Governance Review Committee would be expected to be divided into two substantive phases. First, the Committee will assess any changes to WOAH's governance arrangements it considers appropriate and helpful to the organisation (Phase 1). Once prospective changes are identified, the second phase will involve the preparation of any revisions to the Basic Texts to be made (Phase 2). It is expected that Phase 1 will be concluded at the General Session of the Assembly in 2026 and Phase 2 at the following General Session in 2027.
- 1.4 Upon completion of its review of the recommendations in the Consultants' Report and based on the action proposed on each of them, the Governance Review Committee will consider options for the revision of WOAH's Basic Texts and make recommendations thereon to the Assembly.
- 1.5 The Governance Review Committee will engage in the following activities (as may be adjusted by the Assembly at its next General Session when it considers the Committee's proposed detailed work programme):
 - 1.5.1 Conduct a thorough review of all recommendations contained in the Consultants' Report and suggest any additional recommendations stemming from the Committee's work or other governance initiatives at WOAH;

¹ The consultants that conducted the external review prepared a report entitled "*Analysis and evaluation the institutional, technical, and financial governance of the World Organisation for Animal Health*" ("Consultants' Report") (2024), available at <<https://www.woah.org/app/uploads/2024/03/91gs-2024-wd-adm-13-basic-texts-en-1.pdf>>.

² Resolution No. 12 of 2024 (Appendix A). Based on the definition provided in Article 15 of the Organic Statutes, Basic Texts encompass all instruments and decisions adopted by the Assembly since the Organisation's inception that govern the structure and functioning of the various organs comprising WOAH's governance that have not been formally abrogated, replaced or incorporated in subsequent instruments or decisions.

- 1.5.2 Establish a holistic work programme of the Governance Review Committee's multi-year activities (to be presented for adoption at the Assembly's General Session in May 2025);
- 1.5.3 Present any initial recommendations for adjustments to WOA's governance processes that could be implemented immediately without revisions to the Basic Texts (to be presented for adoption at the Assembly's General Session in May 2025); and
- 1.5.4 Prepare an implementation plan for the recommendations to be taken forward (in addition to those flagged for immediate implementation) that includes specific actions to be undertaken, a timeline, and any budgetary requirements. This plan will include possibilities for adjusting relevant WOA legal texts.

2. Composition

2.1 The Governance Review Committee will be composed of sixteen (16) WOA Members to be identified by the five Regional Commissions³ (based on the number of WOA Members in each region) as follows:

- Africa: four (4) members.
- Americas: three (3) members.
- Asia and the Pacific: three (3) members.
- Europe: four (4) members.
- Middle East: two (2) members.

2.2 Regional Commissions are invited to consider the following criteria in identifying WOA Members for the Governance Review Committee, that members of the Committee:

- Were eligible to vote in the 91st General Session of the Assembly;
- Have the capacity to commit for the duration of the work and the necessary time to participate in Committee meetings and consider and contribute meaningfully to the work of the Committee, including preparatory work for Committee meetings;
- Are able to represent effectively the Regional Commission, taking into account any sub-regional groupings, and will have the capacity to contribute the necessary time to engage with WOA Members from the Regional Commission regarding the work of the Committee;
- Have a strong commitment and dedication to improving the governance of WOA and optimising the governance arrangements for WOA to deliver on the expectations of its Members; and,
- Have good knowledge of and experience in governance issues.

2.3 The membership of the Governance Review Committee will be subject to approval by the Council (Resolution No. 12 of 2024).

2.4 Each WOA Member that is a part of the Governance Review Committee will be expected to observe the criteria in article 2.2 throughout their term.

³ Where a Regional Commission is mentioned in the Terms of Reference, communications will be channelled through the respective Bureau.

- 2.5 The Delegate of each WOA Member that is a part of the Governance Review Committee will designate its representative to the Committee which may be, but does not have to be, the Delegate. In selecting their representatives, the Delegates of members of the Committee should have regard to the criteria listed in article 2.2 of these Terms of Reference and are also expected to coordinate on a regional basis to ensure that the Committee's composition has an appropriate gender balance.
- 2.6 If the representative of a member of the Committee vacates their position, the Committee member will consult their Regional Commission as to whether the Regional Commission wishes to nominate a new member of the Committee or whether the current Committee member can appoint a new representative.
- 2.7 To facilitate appropriate coverage of the broad range of issues within the Committee's mandate, each Committee member's representative may be accompanied at each meeting by up to two designated advisers to support the work of the Committee. Members of the Committee may invite advisers from other WOA Members from the same region. No more than one speaker per member of the Committee may take the floor on each agenda item.
- 2.8 The members of the Committee will be appointed for the duration of its work. Should a WOA Member step down from membership in the Committee, the Regional Commission concerned will identify a replacement without delay, consistent with articles 2.1 to 2.3 of these Terms of Reference.

3. Leadership

- 3.1 The Governance Review Committee will appoint a Chairperson from among its members' representatives. The Chairperson, as appropriate, in consultation with and supported by the Secretary to the Committee,⁴ is expected to:
- Manage the affairs of the Governance Review Committee and ensure the Committee is organised properly and functions effectively, including by setting the calendar, dates, and times of Committee meetings and developing meeting agendas and other tasks to ensure the Committee meets its responsibilities;
 - Preside over meetings of the Governance Review Committee, including by steering the discussions, forging and identifying consensus, and summarising Committee proposals and recommendations for recording in the meeting minutes; and,
 - Report the outcome of the Committee's work to the Council and the Assembly.
- 3.2 To deliver on the above responsibilities, the Chairperson will be expected to have the following skills and experience:
- Experienced in managing multilateral processes and forging compromises in sensitive multilateral and political settings;
 - The ability to foster constructive relationships across the members of the Governance Review Committee and a willingness to participate in robust and rigorous debate and then work with others to develop solutions;
 - Knowledgeable in international organisational governance, particularly WOA's governance;
 - A strong international perspective and an understanding of the issues and perspectives across the WOA Membership; and,
 - The capacity and time to facilitate the work of the Governance Review Committee for the duration of the work.

⁴ Article 3.5 of these Terms of Reference.

- 3.3 The Governance Review Committee will appoint a Vice-Chairperson, who will deputise in the Chairperson's absence. When the Vice-Chairperson deputises for the Chairperson, they will have all the roles and responsibilities of the Chairperson. Accordingly, the Committee should take into account the criteria in article 3.2 in appointing a Vice-Chairperson.
- 3.4 If the Chairperson vacates their position, the Governance Review Committee will as soon as feasible elect a new Chairperson from among its members' representatives.
- 3.5 The Chairperson, and as relevant the Vice-Chairperson, will be assisted by an external expert with knowledge of WOAHA and its governance as Secretary to the Committee. The Secretary will be appointed by the Director General. The Secretary will:
- Provide support and advice to the Chairperson by working closely with the Chairperson in support of their overall leadership of the Committee and associated roles and responsibilities;
 - Liaise with the Secretariat on the preparation of papers and information to be provided to the Committee as well as otherwise support the Committee's work and generating records thereof; and,
 - Have the capacity and time to devote to the role.
- 3.6 To deliver on the above responsibilities, the Secretary will be expected to have the following skills and experience:
- The knowledge of and experience in WOAHA governance processes needed to provide substantive guidance to the Chairperson and the flexibility to develop options for solutions that will assist in updated WOAHA governance arrangements to optimise its ability to deliver for its Members;
 - Ideally, previous experience in a leadership role in one or more of WOAHA's governance bodies;
 - A strong international perspective and an understanding of the issues and perspectives across the WOAHA Membership; and,
 - An ability to formulate a balanced view independent of any existing affiliations and bringing unquestionable integrity and diplomacy.

4. Meetings

- 4.1 Provision will be made for the Governance Review Committee to meet as frequently as required to deliver on its mandate. It is expected that the Committee will meet once every six (6) to eight (8) weeks, taking into account the WOAHA governance calendar.
- 4.2 Subject to available funding, the aim is for one (1) or two (2) of the Governance Review Committee's meeting each year to be in person, with one (1) of them being held at the time of the General Session of the WOAHA Assembly. All other meetings will be through remote participation.
- 4.3 Attendance of advisers will be by remote participation only.
- 4.4 Unless the Governance Review Committee agrees to work in English only, or in two (2) of WOAHA's working languages, provision will be made for translation and interpretation in the three (3) working languages. The Committee will take into account available funding for its work, which may in practice mean that some documentation, such as meeting minutes, may only be made available in English.
- 4.5 A quorum for a Governance Review Committee meeting is reached when:

- (a) more than half of the members are represented either in person or via remote participation by their representative or a designated adviser from the relevant Committee member;

and,

- (b) one Committee member from each region is represented.

For the purposes of quorum, advisers from other WOAHA Members from the same region will not be taken into account.

- 4.6 The Governance Review Committee may decide to invite representatives of relevant international organisations and other WOAHA bodies to attend its meetings.

5. Working methods

- 5.1 Recommendations and proposals of the Governance Review Committee will be taken by consensus and its consensual recommendations will be submitted to the Assembly for decision and follow-up action, as required.
- 5.2 The Governance Review Committee may establish subgroups consisting of Committee Member representatives and/or designated advisers to consider and report back to the Committee on specific subjects requiring special attention or further discussion to achieve consensus. Meetings of any such subgroup will be conducted in one language through remote participation. To the extent relevant, these Terms of Reference apply to any such subgroup established by the Committee.
- 5.3 Where it is not possible to reach consensus on a specific issue, the Chairperson of the Governance Review Committee will indicate in the Committee's report to the Assembly that no consensus was possible, describing the majority and minority positions.
- 5.4 The WOAHA Secretariat will provide the Governance Review Committee with the necessary administrative and substantive support and, subject to available funding, any external expertise necessary for the Committee's work.

6. Review of the Terms of Reference

- 6.1 The Assembly will monitor the progress and functioning of the Governance Review Committee, taking into account any advice of the Committee, and, as appropriate, request the Director General to amend these Terms of Reference. The Assembly may also decide on other options as required in the light of work progress and experience.

Appendix A – Resolution No. 12 of 2024

RESOLUTION No. 12

Revision of the WOAAH Basic Texts

CONSIDERING

1. The document 91GS Admin-13 introduces the external and independent review of the WOAAH Basic Texts titled 'Report on the analysis and evaluation of the legal framework and the institutional, technical and financial governance of the World Organisation for Animal Health'. The document includes input from Council, elected bodies, and selected delegates.
2. The insights and discussions from the Forum titled "Is WOAAH ready for the future?" held during the 91st General Session, which explored future scenarios and their implications for WOAAH's governance structures and processes, emphasizing the need for agility, resilience, and future-readiness in the revision of the Basic Texts.
3. That any revisions to the WOAAH Basic Texts will not apply retroactively.

THE ASSEMBLY, ON A PROPOSAL BY THE COUNCIL

RECOMMENDS THAT

1. WOAAH Members recognise the importance of a robust legal framework and the need to revise its Basic Texts to secure the organisation's ability to deliver its mandate efficiently, effectively, and sustainably into the future.
2. WOAAH Members recognise the 'Report on the analysis and evaluation of the legal framework and the institutional, technical and financial governance of the World Organisation for Animal Health' including the recommendations as the basis for further work to revise the Basic Texts.

DECIDES THAT

1. The Director General establish a dedicated group on governance to carry out further work to revise the WOAAH Basic Texts.
2. The Director General, in collaboration with the Council, develop Terms of Reference to provide the structure, composition, and modalities of work for the dedicated group. The group will be inclusive of the Membership with representatives from each region. The membership of the group will be approved by Council.
3. The Director General secure the necessary funds for the work of the dedicated group from within existing budgets and contribution mechanisms.
4. Following the validation of its outputs by the Council, the dedicated group on governance report to the 2025 General Session of the Assembly with the objective of providing a holistic work programme of multi-year activities and any initial recommendations (as appropriate) to support revisions to the Basic Texts.

(Adopted by the World Assembly of Delegates on 30 May 2024
in view of an entry into force on 31 May 2024)