

Terms of Reference for ICC Qatar Commissions

1. Objectives

- 1.1. The Commission endeavors to advance the purpose, mission, and values of the International Chamber of Commerce Qatar (ICC Qatar).
- 1.2. The Commission supports the development and implementation of high-quality and informed outputs and initiatives in line with the objectives of ICC Qatar.
- 1.3. The Commission ensures active engagement from all those involved in the activities, initiatives, work product, and organisation of the Commission including its members, attendees to meetings, invited guests, and the ICC Qatar Secretariat where appropriate.
- 1.4. The Commission ensures active engagement from businesses affiliated with ICC and ICC Qatar.
- 1.5. The Commission collaborates with the ICC Secretariat and ICC Commissions.

2. Mission

- 2.1 The mission of the specific Commission is expressly set out in the following appendices to this document:
 - a. Appendix A – Commission on Customs and Trade Facilitation

3. Overarching Principles

- 3.1. The Commission must act in accordance with the Constitution of ICC Qatar, the Constitution of ICC, and the principles and policies of ICC more broadly, as amended and introduced from time to time.
- 3.2. The actions and activities of the Commission and its and its participants must be performed in the best interests of ICC Qatar and ICC.

- 3.3. The Commission and its participants must act ethically, in accordance with the rule of law, and in a transparent way.
- 3.4. Conflicts of interest must be disclosed by participants. If necessary, participants should recuse themselves from Commission activities that give rise to a conflict of interest. ICC Qatar may recuse participants for any perceived, potential, or actual conflicts of interest.
- 3.5. The activities of the Commission and its participants must not be anti-competitive or lead to anti-competitive practices.
- 3.6. Participation in the activities, initiatives, work products, and meetings of the Commission does not create any entitlement to intellectual property rights. Participants are not entitled to use, reproduce, modify, or adapt intellectual property belonging to ICC Qatar without the approval of ICC Qatar.
- 3.7. Participants in the Commission must keep all information and documents of the Commission confidential unless otherwise approved by the ICC Qatar.

4. Membership

- 4.1. Members of the Commission must be based in Qatar.
- 4.2. Members of the Commission must be diverse, for instance in terms of gender, company size and industries.
- 4.3. Members of the Commission comprise:
 - a. duly appointed Members;
 - b. duly appointed delegates of the National Committeetogether, "**Commission Members**".
- 4.4. The appointment of Commission Members occurs every three years. The ICC Qatar Secretariat may object to any individual being appointed a Commission Member.

- 4.5. The term of Commission Members, excluding Commission Officers (as defined in Article 6.1.), is three years and may be renewed. The renewal of the Commission Member's term is subject to review and approval of ICC Qatar, taking into account:
- a. the Commission Member's active engagement and participation in activities, initiatives, and work products of the Commission;
 - b. the Commission Member's expertise;
 - c. change in the country of residence;
 - d. whether Commission Members identified in 4.3.b have the support of their National Committee (as the case may be); and
 - e. the diversity of the Commission.

In any case, the term of a Commission Member will end if the Commission is terminated in accordance with Article 12.1.

- 4.6. If a Commission Member is accepted in the role as a representative of a company, business, or other organisation, the Commission Member is removed from the Commission membership when that Commission Member leaves the company, business, or other organisation it is a representative of. That person may be accepted as a Commission Member as an individual or as a representative of another company, business, or other organization, however, that person is subject to the term limitations described in 4.4.
- 4.7. Rules in relation to the number of Commission Members and additional membership prerequisites must be defined by the Steering Committee (as defined in Article 8) subject to the approval of ICC Qatar.
- 4.8. ICC Qatar will review membership and participation regularly. Failure of a Commission Member to act in accordance with this document may result in removal or suspension. Commission Members may be removed or suspended by ICC Qatar. An appeal for the removal or suspension of a Commission Member may be made within 14 days of the decision of ICC Qatar. ICC Qatar must reconsider the removal or suspension and provide a final decision as soon as possible.

- 4.9. ICC Qatar and its Members should directly inform the Commission Secretary (as defined in Article 7.2.) of any appointment or removal of Commission Members for the purposes of accurately maintaining the Member Record.

5. Commission Member Responsibilities

- 5.1. Commission Members must:
- a. act in accordance with the overarching principles outlined in Article 3;
 - b. actively participate in Commission activities and initiatives;
 - c. provide thought-leadership and expertise related to Commission activities and initiatives;
 - d. support the selection, development, and implementation of Commission activities and initiatives;
 - e. prepare and finalize high-quality outputs and Commission Documents (as defined in Article 13) in line with the objectives of ICC Qatar and ICC; and
 - f. provide support to the Commission Officers and the Commission Secretary where necessary.
- 5.2. Activities carried out by Commission Members are not remunerated.

6. Commission Officers

- 6.1. ICC Qatar will appoint the Commission Chair and at least one Vice-Chair (together, "**Commission Officers**") selected upon recommendation by ICC Qatar from nominated candidates. If the Commission Chair has been appointed, the Commission Chair may be consulted on the selection of Commission Vice-Chairs.
- 6.2. ICC Qatar will request nominations for Commission Officer positions and will identify any prerequisites for a candidate to be considered and to be appointed. Nominations will be open for at least four weeks.
- 6.3. Commission Officers must be Commission Members, apart from exceptional cases.

6.4. The term of a Commission Officer is three years and may be renewed once at the discretion of ICC Qatar. A Commission Officer will be automatically terminated if the Commission is terminated in accordance with Article 12.1. The performance of Commission Officers is subject to an annual review by ICC Qatar.

6.5. The responsibilities of the Commission Chair include:

- a. chairing Commission meetings;
- b. chairing the Steering Committee;
- c. ensuring that communications with and between participants are inclusive and respectful;
- d. providing sign-off for final approval on the establishment of new Working Groups (as defined in Article 9) or initiatives;
- e. providing sign-off for final approval on the communication of Commission Documents;
- f. reporting on activities of the Commission to ICC Qatar, as required and at least once at the end of each calendar year, using the template in Appendix M.

6.6. If a Commission Chair is temporarily unable to discharge their duties, the Commission Chair must appoint a replacement among the Vice-Chairs. If the Commission Chair is not able to appoint a replacement, ICC Qatar must appoint a replacement. If a Commission Chair resigns, is definitively unable to discharge their duties, or the absence of the Commission Chair would substantially delay the work of the Commission, the process in Article 6.2. must be followed to appoint a replacement.

7. Role of the ICC Qatar Secretariat

7.1. The ICC Qatar Secretariat liaises with the governing bodies and ensures that the objectives outlined in Article 1 are appropriately reflected in the activities and initiatives of the Commission.

- 7.2. The ICC Qatar Secretariat must appoint appropriate support staff to oversee the management of the activities of the Commission and to assist on organizational matters as the secretary of the Commission (“**Commission Secretary**”).
- 7.3. The responsibilities of the Commission Secretary include:
- a. managing the work of the Commission to deliver initiatives in line with the institutional objectives of ICC Qatar and ICC;
 - b. driving business engagement and managing key stakeholder relationships;
 - c. managing outreach activities of the Commission;
 - d. ensuring collaboration with the work of other ICC Commissions;
 - e. reporting to the ICC Qatar on any financial costs and budgets;
 - f. managing the preparation of Commission meetings including the preparation of the agenda and executive summary if necessary;
 - g. maintaining an up-to-date record of Commission Members including Commission Member status (current or suspended) and attendance at meetings (the “**Member Record**”); and
 - h. providing information to Commission Members of the Member Record in, so far as the information relates to the Commission Member making the request.

8. Steering Committee

- 8.1. A **Steering Committee** must be established by ICC Qatar in consultation with the Commission Chair.
- 8.2. The Steering Committee comprises Commission Officers and the Commission Secretary. Upon recommendation of ICC Qatar, the Steering Committee may include Chairs and Presidents of ICC Qatar Working Bodies.
- 8.3. The Steering Committee is responsible for:
- a. oversight, planning, and implementation of the activities and initiatives of the Commission;
 - b. providing strategic guidance and direction for the activities of the Commission;
 - c. reviewing and providing quality assurance on the content of Commission outputs;

- d. collaborating with the Secretariat in determining and developing Commission priorities and activities in line with ICC Qatar's and ICC's objectives;
 - e. collaborating with other Commissions;
 - f. ensuring engagement with affiliated businesses and members in accordance with the principles of the Commission as outlined in Article 3 and the objectives of ICC Qatar and ICC;
 - g. driving outreach activities of the Commission; and
 - h. encouraging collaboration and partnerships with appropriate third-party organizations.
- 8.4. The Steering Committee must meet quarterly, or more frequently when convened by the Chair. Meetings must be documented for future reference.
- 8.5. For a Steering Committee vote to be taken, a quorum must be two-thirds of all Steering Committee members, including the Chair. Decisions are taken by a majority vote, with the Chair having a casting vote.
- 8.6. ICC Qatar may remove members of the Steering Committee.

9. Working Groups

- 9.1. The Steering Committee may establish working groups to undertake the activities and initiatives of the Commission ("**Working Groups**"), subject to the approval of the ICC Qatar management.
- 9.2. The Steering Committee is responsible for defining the purpose and terms of reference of the Working Groups using the template in Appendix N.
- 9.3. Commission Members wishing to participate in Working Groups must indicate their interest to the Steering Committee. Those Commission Members will be appointed by the Steering Committee as members of the Working Group subject to any objection of the ICC Qatar.
- 9.4. The Commission Chair may invite guests, as described in Article 10.5.c, to participate in Working Groups subject to any objection of the ICC Qatar, but those guests must not account for more than 15% of a Working Group's membership. In exceptional circumstances, ICC Qatar may allow more than 15% of a Working Group to comprise invited guests.

- 9.5. ICC Qatar may disband Working Groups that do not, or no longer comply with Articles 1,2, or 3.

10. Meetings

- 10.1. Commission meetings must be held with a view to encourage:

- a. Commission Member engagement;
- b. relevant content generation; and
- c. impact and effectiveness,

Which will be assessed by ICC Qatar throughout the term of the Commission as a measure of the performance of the Commission.

- 10.2. The Commission must meet regularly throughout the year to fulfill its mission as described in Appendix A, with a view to meet at least twice a year, or more frequently if requested by the Steering Committee. The Commission Chair must give at least four weeks' notice for a meeting to be held, where possible.

- 10.3. Commission Members and the Commission Secretary are expected to attend Commission meetings. Commission meetings may be held in person, by teleconference, or by videoconference.

- 10.4. If a Commission Member is unable to participate in two Commission meetings in a row, the Commission Member should consider removing themselves from the Commission.

- 10.5. The following may attend Commission meetings for observation and consultation:

- a. ICC Qatar staff members
- b. Invited guests of Commission Chairs to contribute expertise on particular projects.

- 10.6. The preliminary agenda for a Commission meeting must be prepared by the Commission Chair with input from the Steering Committee as appropriate and communicated to Commission Members and meeting participants at least one week

before the date of the Commission meeting. A final agenda and associated documents must be provided as early as possible, and no later than the start of the Commission meeting.

10.7. Within two weeks of the Commission meeting, the Commission Secretary must prepare a concise list of the main decisions and action items of the Commission meeting and circulate the list to the Commission Members and meeting participants.

10.8. The Commission Secretary will prepare an executive summary of the Commission meeting for approval by the Commission Chair and ICC Qatar. In exceptional circumstances, the executive summary may be prepared by the Commission Officers. The executive summary of the Commission meeting must be circulated to the Commission Members and meeting participants no later than four weeks after the date of the Commission meeting.

11. Voting

11.1. Decisions of the Commission are made by a majority of the votes validly cast. Decisions are to be taken by informal vote unless a request for a formal vote is made to the Steering Committee by the ICC Qatar, member/s of the Steering Committee, or 50% of the total members of the Commission. If a formal vote is requested, the Steering Committee will establish the appropriate procedure for casting and counting the formal vote.

11.2. For informal votes called during Commission meetings, only current Commission Members on the Member Record may vote. Any Commission Member that has been suspended is not entitled to vote, and any vote received by a suspended Commission Member will not be counted. Current Commission Members may cast one vote each, with equal weighting.

11.3. Votes may be cast in person, by teleconference or videoconference, or by any voting system made available by the ICC Qatar.

12. Terms and Status of the Commission

- 12.1. Any decision to establish, terminate, merge, or extend a Commission is made by ICC Qatar following a proposal or recommendation from the Secretariat. The ICC Qatar will annually review the performance of the Commission.
- 12.2. When a merger occurs of the Commission with another Commission, the terms of reference of the Commission must be redrafted.

13. Commission Documents

- 13.1. Documents prepared by the Commission include policy statements, recommendations, and technical documents (together, "Commission Documents"). Commission Documents must be prepared by the Commission in consultation with the ICC Qatar.
- 13.2. Commission Documents must be submitted to ICC Qatar for review and approval (as appropriate).
- 13.3. Policy Position documents are additionally subject to review and approval by a majority vote from the Commission prior to the review and recommendation of the Secretariat for submission to the ICC Qatar (as appropriate).
- 13.4. Working Papers are subject to review by the Commission and final approval from the Secretariat, and are not required to be approved by the ICC Qatar (as appropriate) as Working papers are not considered to be final policy statements.
- 13.5. All submissions must be accompanied by a one-page explanatory cover note using the template in Appendix O describing the purpose of the Commission Document, the consultative process that was taken in its development, its intended use, how the Commission Document is aligned with the objects of ICC Qatar and ICC, and any other relevant information. All submissions must be made in advance of any relevant deadline of the ICC Qatar with sufficient time for the review and recommendation of the Secretariat.
- 13.6. If approved, the Commission Document is published or distributed by the ICC Secretariat.

14. Terms of Reference

14.1. ICC Qatar may amend this document from time to time at its discretion.