

## **GIFCT Independent Advisory Committee:**

### **TERMS OF REFERENCE:**

#### **Purpose of the IAC**

The Global Internet Forum to Counter Terrorism (GIFCT) Independent Advisory Committee (“the IAC”) has been convened to guide the GIFCT Operating Board, including through an annual report advising on organizational priorities and reflecting on previous GIFCT performance. These draft Terms of Reference set out the IAC’s mandate, structure and operations and will be incorporated, as appropriate, into GIFCT’s other structures and processes. The intention is that while the IAC represents a small, international group, the IAC will supplement GIFCT’s broader multi-stakeholder engagement, while allowing for more focused discussion of key issues.

#### **Administrative support**

GIFCT will secure administrative support to the IAC via a secretariat. This secretariat will provide logistical assistance for IAC meetings, act as a conduit between the IAC, GIFCT and the Board, and procedurally support the IAC Chair to access and prepare relevant GIFCT materials and make recommendations to the Board. The secretariat will be employed by GIFCT but co-managed by GIFCT and the Chair in support of the IAC. GIFCT will manage the secretariat in terms of their compensation and related contracting needs such as tax filings as well as initial onboarding and introduction to GIFCT work and operations that the secretariat will support. When issues and needs arise from IAC members that relate to the secretariat’s work to provide administrative support to the IAC, those matters should be brought to the IAC Chair to resolve with the secretariat as part of their co-management responsibilities.

#### **Mandate of the IAC**

The IAC’s mandate is to identify and recommend priorities and key focus areas to further GIFCT’s mission and pillars of work, assess progress against these recommendations and GIFCT’s mission, and advise the Operating Board on strategic challenges and issues impacting the threat landscape, the GIFCT and its members.

#### **To fulfill this mandate, the IAC will:**

- Be chaired by an individual who is neither a representative of a GIFCT member company/platform nor Government;
- Elect the Chair by majority vote with all members represented, and in the event an elected Chair chooses to resign from their position, elect a new Chair no later than 30 days following confirmation of this resignation.
- Reflect the diverse range of stakeholders engaged in GIFCT’s work and those affected by terrorism and violent extremism (the IAC must consistently have 60% representation from non-governmental entities);
- Provide expertise and guidance on the evolution of the terrorist and violent extremist threat, and the varying global responses;
- In coordination with GIFCT and relevant legal advisors, ensure that GIFCT’s work is aligned with international human rights laws and principles, as respecting, promoting and defending human rights and a free, open and secure internet are essential to the furtherance of GIFCT’s work;
- Advise on the role and impact of GIFCT’s membership criteria;
- Promote transparency in GIFCT’s work;
- Provide accountability for GIFCT’s work in line with the IAC’s recommendations and GIFCT’s strategic pillars, including through the IAC’s annual report and ad-hoc recommendations to the



### Board

- Provide guidance and recommendations relating to the operation of GIFCT's working groups, including potential resource implications for participants;
- Produce an annual report at the end of Q3 to inform GIFCT's priorities for the following year, detailing:
  - The upcoming year's recommended strategic priorities for GIFCT
  - An assessment of GIFCT's progress in addressing the previous year's priorities
  - New potential key areas of focus that will advance GIFCT's mission, and
  - Highlights of the IAC's and individual members' involvement in the working groups (as applicable)
  - Identify potential new members of the IAC (as needed).

**NOTE:** While the general operating model of consensus is favored for the IAC (See, below), the IAC is not expected to produce unanimous recommendations or positions. Moreover, it is free to highlight varying perspectives of its membership, as appropriate.

### Meeting cadence and attendance

- **At a minimum**, the IAC will meet quarterly in advance of Operating Board meetings so that it can provide verbal and/or written feedback and input for the Operating Board's consideration at least 2 weeks in advance
- Virtual meetings will be used where appropriate and at least one IAC meeting will take place in-person, alongside the GIFCT Annual Global Summit
- IAC members are expected to attend and fully participate in all meetings. Those who fail to attend/participate in minimum of (3) three meetings per year will be removed from the Board
- A quorum of 60% of members is needed to be considered quorum and begin the meeting.
- In the event of an absence, IAC members are encouraged to identify a designee for listening and observation purposes only. The designee is expected to maintain confidentiality and report back to the IAC member only. Should any formal votes be taken, the IAC's member's designee is not permitted to vote. Proxy voting will be allowed at the Chair's discretion
- In scheduling meetings, IAC will take into account the various time zones of IAC members

### Responsibilities of the IAC Chair (and Vice-Chair)

- The Chair will provide leadership for the IAC and represent the IAC as a non-voting member of GIFCT's Operating Board
- Candidates for the IAC Chair role should have governance and administrative experience or demonstrated understanding of non-governmental organizations
- The Chair will serve a term of no more than two years or the amount of time remaining in the Chair's IAC membership, whichever is less
- The Chair is responsible for coordinating a process for the election of a Vice-Chair and informing the Operating Board
- The Chair's duties include: setting the agenda for IAC meetings and sharing this agenda with the IAC Members at least 5 business days in advance of meetings; facilitating decision-making where required; liaising with the Executive Director directly on behalf of the IAC; liaising with GIFCT member companies as appropriate; leading the production of the IAC's annual report, and any other duties outlined in this document or agreed to by the IAC
- The Chair will be responsible for managing membership vacancies, authoring the



- membership role description, managing the member rotation process, working with the secretariat and GIFCT, and communicating with the Board
- The Chair will be responsible for co-managing the secretariat and have specific responsibility for setting the expectations and deliverables for the secretariat in their capacity to provide administrative support to the IAC and its members, including materials, scheduling, and communications
- The Chair will be responsible for setting out the rotation process for membership and it will be managed by the IAC secretariat to ensure that there is a proportional degree of rotation every year, rather than wholesale rotation every three years<sup>1</sup>
- The Chair will also be responsible for ensuring that any potential workstreams or issues identified by the IAC are evaluated for their resource requirements to ensure appropriate resources are available
- The Chair will be a financially remunerated contractor of GIFCT, which allows the Chair to be compensated for the time required to complete the role's responsibilities
- Decisions by the IAC will be made by a majority vote, with dissenting views provided to show the diversity of perspectives that exist within the IAC. In the case of a tie, the Chair will cast the deciding vote
- A non-compensated Vice Chair<sup>2</sup> will assist the IAC Chair in facilitating meetings, running meetings in the Chair's absence, or speaking at events when the Chair is unable to attend. The Vice Chair creates a succession structure in the event that the Chair needs to vacate the role. The Vice Chair will be selected from amongst current IAC members

### **Conflicts of Interest:**

Transparency is the foundation of responsible management of actual or potential conflicts of interest, as well as circumstances that could create the appearance of a conflict of interest (hereafter, "Conflicts"). Because of the unique relationship between the IAC and the GIFCT it is particularly important that every IAC member be attentive to the issue of Conflicts. It is not the primary purpose of this Policy to create broad substantive rules, but rather to highlight particular circumstances that require close attention and disclosure.

First, individual IAC members presumptively should not seek funding or grant support from, or any other form of entanglement (for example, participation in a working group) with, GIFCT, as this could impact their independence and otherwise create a Conflict. Where an IAC member seeks a variance from this presumption, the issue must be disclosed to the IAC Chair and, if the Chair agrees, the issue will be presented to the IAC.

Second, entities that sponsor and/or employ IAC members may, under some circumstances, have additional interactions with GIFCT, whether that be through GIFCT governance, GNET, working groups, or otherwise (hereafter, "Other Activities"). Individual IAC members presumptively should not participate in Other Activities undertaken by their sponsoring and/or employing entity. There may be circumstances, however, where the specialized expertise of an individual or other considerations should override that presumption. Where an IAC member seeks a variance from this presumption, the issue must be disclosed to the IAC Chair and, if the Chair agrees, the issue will be presented to the IAC.

Third, individual IAC members should not take part in the discussion of matters that directly impact their

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<sup>1</sup> The IAC's recommendation will be sought to consider how best to provide for a staged rotation of members in the coming years which may result in some members serving marginally longer terms of membership.

<sup>2</sup> The Vice-Chair role will be a non-compensated role however they will be permitted to claim expenses for participation in the IAC.



financial interests or those, where applicable, of any entity with which they are affiliated. Where such a situation arises the member shall alert the Chair and recuse from consideration of the matter. This recusal shall be noted in the record of the IAC.

No Conflicts policy can anticipate the full range of circumstances that may arise. In cases of doubt every IAC member should raise any potential Conflicts with the Chair.

- IAC members will be required to sign a Conflict of Interest policy to prevent members or the organizations for which they work from benefiting financially from GIFCT or GIFCT member companies outside of those activities conducted by GNET.<sup>3</sup> The Conflict of Interest policy would not apply when a GIFCT member company initiates a specialized project that requires a contract relying on an IAC member's individual subject matter expertise. IAC members will be expected to sign the Conflict of Interest Policy within 30 days of becoming a member.
- There may be instances where the IAC discusses an issue in which IAC members or the organizations they represent have a direct or indirect financial interest or other significant interest. IAC members should declare this interest at the start of an IAC meeting and recuse themselves from discussion on any specific recommendations in which they have an interest. The individual's declaration and any recusal will be noted in the meeting minutes. In no event shall IAC members vote on recommendations in which they have a direct financial or other significant interests
- Active IAC members will refrain from direct participation in working groups. An entity may be part of both the IAC and working groups as long as the member of the IAC is not the same participant actively participating in the working group

### **Responsibilities of the GIFCT Operating Board with respect to the IAC:**

- The Operating Board will issue a formal response and structured feedback to the IAC's recommendations contained within the annual report and any ad hoc recommendations during the course of the year
- To promote mutual transparency, the Operating Board will provide summarized minutes of board meetings to the IAC. In turn, the IAC will provide summarized minutes of its meetings to the Operating Board
- The Operating Board will be responsible for ensuring that appropriate secretariat support is available to the Chair via a line item in GIFCT's annual budget. The IAC and GIFCT will agree upon the manner in which the secretariat support is provided
- GIFCT will cover the costs of participating in the IAC for non-Governmental members (including the Vice-Chair and any additional travel costs to the Chair), when formally requested by a member, via a budgetary line item in GIFCT's annual budget, approved by the Operating Board
- The Operating Board will provide time for IAC members to discuss the work of GIFCT directly with the Operating Board through the participation of the Operating Board Chair or the Chair's representative during quarterly IAC meetings
- The Operating Board will author the role description for the IAC Chair and seek approval from the IAC via the incumbent Chair
- The Operating Board will work with the IAC secretariat and GIFCT to publicly advertise the Chair role as needed and will seek a shortlist of preferred candidates on the advice of

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<sup>3</sup> The Conflict of Interest policy will take into account that there may be instances where it is necessary for GIFCT to partner with IAC member organizations on particular projects. Where this is the case, IAC members should take steps to recuse themselves from working on these projects directly.



- the IAC members
- The Operating Board will endorse the IAC chairpersonship elected by a majority vote of the IAC members. This will be on the advice provided by the IAC on the best approach related to candidate selection and their commitment to the IAC's Code of Conduct and Conflict of Interest Policy
- In the unlikely event the Chair fails to act in accordance with the Terms of reference, Code of Conduct or Conflict of Interest Policies, or the Board receives representations from the majority of the IAC Members, the Board will request that the Vice Chair assumes the Chair role temporarily until a replacement is in post
- Upon notification from the IAC Chair of members it wishes to appoint, the Board Chair (or Chair's representative) will communicate its endorsement of the IAC's recommended appointments in a timely manner

#### **Responsibilities of GIFCT Executive Director (and staff) with respect to the IAC:**

- GIFCT Executive Director and their staff are responsible for working with the IAC Secretariat and providing relevant materials to the IAC to enable them to offer guidance and recommendations to the Operating Board
- This includes sharing any relevant Board-related materials with the IAC in advance of IAC meetings to allow the IAC Chair the opportunity to provide any feedback ahead of Operating Board meetings
- To the extent it is possible, the Executive Director and their staff will respond to IAC requests for relevant information in a timely manner to inform ad hoc projects where GIFCT has sought the IAC's expert guidance or the IAC's annual report
- GIFCT will provide a platform for the IAC to advertise membership vacancies via GIFCT's website and additional means where applicable
- GIFCT will act as the sole manager responsible for the secretariat at any points where the Chair role is vacant or under consideration

#### **IAC membership:**

- IAC members will serve for a period of no more than three years<sup>4</sup>
- IAC members may be non-government representatives or representatives of a government entity
- Non-government IAC members may join in their individual or organizational capacity, however they must stipulate this when joining the IAC and inform the IAC Chair and GIFCT Executive Director alongside signing the Conflict of Interest Policy (see above). Where a seat attaches to an organization, an alternative or delegate may attend for the primary IAC contact. If a primary contact departs that organization, they do not retain their membership in their individual capacity. In the first instance the organization will be offered the opportunity to nominate a replacement. If they decline, a vacancy will be advertised in accordance with the recruitment process outlined in this document
- Where an IAC member wishes to no longer remain a member, he or she may resign from the IAC by notifying the Chair in writing
- The IAC must publish a job posting for any vacancies within two weeks of being notified of a member's intent to vacate the role
- Governmental IAC members must represent Governments that are members of the Freedom Online Coalition
- The IAC composition will be such that at no time will Government representative seats

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<sup>4</sup> IAC members will serve for a period of no more than three years. This process will be set out by the IAC Chair and managed by the IAC secretariat to ensure that there is a small degree of rotation every year, rather than wholesale rotation every three years. The IAC's recommendation will be sought to consider how best to provide for a staged rotation of members in the coming years which may result in some members serving marginally longer terms of membership.



- constitute a majority of total IAC member seats
- The IAC's membership, including governments and civil society organizations, must reflect global diversity in its representation
- The IAC will make recommendations in its first (and relevant subsequent) annual report on further criteria for membership of the IAC. In the interim, the Chair may, in agreement with the GIFCT Operating Board, appoint interim members for a period not to exceed 12 months

### **IAC Members will be expected to:**

- Support the mission of GIFCT in disrupting terrorists' and violent extremists' abuse of the internet
- Contribute to informing GIFCT's organizational priorities and advise on organizational performance
- Contribute to the IAC's written reports and inputs including IAC's annual report to the Operating Board
- Participate, support and substantively contribute to specific projects as outlined by the various GIFCT Working Groups, where appropriate
- Contribute to the Global Annual Summit's understanding of the global threat of terrorism and violent extremism both on and offline and what is needed for an effective, holistic, international response
- Participate in the GIFCT Global Annual Summit
- Attend and actively engage in IAC meetings

### **Code of Conduct**

IAC members will be expected to uphold a professional and personal code of conduct that is appropriate for the institution. In the event of an IAC member acting in such a way as to undermine the intentions of GIFCT and the IAC, or materially injure, tarnish, damage, or negatively affect the reputation and goodwill associated with the GIFCT and the IAC, the IAC Chair will notify the Board. At this point, the Chair may initiate a process to review the member's tenure and convene the IAC by exception. Determination to expel a Member may be made when two thirds of the IAC membership agree that the Member has acted contrary to the conduct expected and their position has become untenable.

Advisory made to the OB and GIFCT should be done in an official capacity and representing the IAC as a single voice, delivered by the IAC Chair or Secretariat. Individual members of the IAC who request to meet with GIFCT's ED directly or provide individual feedback or advice, do so separately from the collective IAC body. Individual outreach by IAC members to GIFCT's ED or OB Chair on matters related to IAC advisory should be made in writing and with the IAC Chair and Secretariat on cc to minimize confusion, ensure equity and cohesive advisory that is representative of the IAC.

### **Complaints Policy**

See IAC complaints policy for expectations and procedure to file.

### **Chatham House Rule**

Participants are free to use the information received at/from an IAC/Affiliate meeting, but neither the identity nor the affiliation of the speaker(s), nor that of any other participant, may be revealed.

### **Collaboration and Transparency**

- The IAC is grounded within a collaborative work culture, where all members commit to :
  - Ensure transparent communication among IAC members, including reporting back to IAC the outcomes of any bilateral communication with GIFCT and OB that is related or may impact IAC work.



- Ensure multidisciplinarity, collegiality and trust by placing the contribution of all its members at equal footage and encouraging different and at times even divergent viewpoints.

**The membership of the IAC will be composed of :**

- Six to eight Government Representatives
- Two to three Intergovernmental and/or international bodies (i.e. European Commission, The United Nations Counter Terrorism Executive Directorate)
- Twelve to fifteen Non-governmental and Civil Society Organizations and their representatives
  - Proportion of academic members must not exceed that of non-academic civil society members and organizations