



**Myanmar Extractive Industries Transparency Initiative (MEITI)**  
**Multi-Stakeholder Group (MEITI-MSG)**  
**Terms of Reference**

**1. Introduction**

In the Republic of the Union of Myanmar, the Framework for Economic and Social Reforms (FESR) is being adopted and practiced for the achievement of the reforms process in the nation. The implementation of the Extractive Industries Transparency Initiative (EITI) is one of the reforms included in the good governance and transparency reforms. The President's Office issued Presidential Decree No. 99/2012 which established the Extractive Industries Transparency Initiative for the better governance of the extractive industries and for the transparent and accountable management of all material revenues generated by these sectors. The Decree also appointed the government Leading Authority to oversee the successful implementation of EITI, as per EITI Requirement 1.1(b).

The Myanmar Extractive Industries Transparency Initiative (MEITI) process shall be implemented by the Multi-Stakeholder Group (MSG) comprised of stakeholders from the government, private companies and civil society organizations in the Republic of the Union of Myanmar. According to Requirement 1.4 (a) of the 2016 EITI Standard, the MEITI-MSG is formed as per Notification No.24/2017 of Myanmar EITI's Leading Authority.

In conformity with the International EITI Standard, this Terms of Reference is hereby promulgated for the demarcation of the roles and responsibilities of the MEITI-MSG and for the smooth and sustainable functioning of the tasks of MEITI in a timely manner.

**2. Vision and Mission of Myanmar EITI**

The Vision of Myanmar EITI

“To realize the good governance and sustainable development of the extractive industries for the long-term interest of the people and nation”

The Mission of Myanmar EITI:

“To promote transparency and accountability in the extractive industries and material revenue management of the Union of Myanmar”

### **3. Objectives of Myanmar EITI**

The Objectives of Myanmar EITI are: 1) To acquire accurate, correct and up-to-date information regarding the management of natural resources and associated material revenues in a timely manner and to make the information publicly available 2) To create an enabling environment for the effective implementation of the EITI Standard 3) To support implementation of sustainable development and natural resource governance reforms through the successful execution of EITI.

### **4. Basic Principles of the MEITI-MSG**

In performing the tasks of realizing transparency and accountability of extractive industries and material revenue management, the MSG members shall adhere to the following basic principles in their interactions with other MSG members and with other EITI-related stakeholders. These principles are in line with the 12 EITI Principles:

- 1 Transparency
- 2 Accountability
- 3 Integrity
- 4 National interest
- 5 People-centred
- 6 Sustainability
- 7 Free, prior and informed consent (FPIC)
- 8 Genuine participation and all-inclusiveness
- 9 Realistic and workable approach

### **5. Establishment of the MEITI-MSG**

The MEITI-MSG comprises (23) member representatives. They are:

- Six (7) representatives from the government;
- Six (7) representatives from private companies; and
- Nine (9) representatives from civil society organizations (CSOs).

**5.1** For the smooth and convenient running of MEITI-MSG's activities, Myanmar EITI's Leading Authority has appointed 1 Chair and 1 Vice-Chair of the MSG. The Leading Authority has also appointed a national MEITI Secretariat, which is led by the National Coordinator. {The Name of the MEITI-MSG members and their representing organizations are described in ANNEX 1}

**5.2** In order to participate as a member of the MSG, each representative can be freely and fairly elected within their respective constituency group according to their own criteria

**5.3** In case of a vacancy during the MSG term, this vacancy shall be filled by the resigning MSG member's alternate, with the concerned constituency nominating a new alternate. Alternatively, the concerned constituency may nominate a new MSG member. The Chair of the MSG shall endorse any replacement.

**5.4** If an MSG Member is absent from a MSG meeting, that MSG member's alternate may attend, participate in discussions, contribute to decision-making and generally perform all the functions of that MSG member during the MSG meeting. However, only primary MSG members can make specific decisions regarding the MEITI Work plan, MSG Terms of Reference, EITI Reports and annual activity reports. Notwithstanding the foregoing, any alternate member representing a Private Company may make any decisions on behalf of such Private Company provided that (i) such alternate member has been given prior authorization by the primary member of the relevant MSG member and (ii) such authorization has been disclosed to the MSG

**5.5** The tenure of office for (duration of) the primary MSG members is stipulated for 5 years, in line with the term of the government and they have the right to be re-elected in the MSG's next term of office. In the MSG's new term, it is recommended that at least one third (1/3) of primary members from each constituency group shall be included in the MSG.

**5.6** In MSG meetings, a maximum of 5 observers from each constituency are eligible to attend. The list of observers from each constituency shall be sent to the MEITI Secretariat (Myanmar EITI National Coordination Office) at least 3 days in advance before commencing the meeting. The observers have no right to discuss

or make decisions, but may be invited to express their views on specific matters by agreement of the Chair. Observers may also participate in MSG discussions through their constituency representatives. Observers shall also abide by the MSG Code of Conduct.

## **6. Roles and Responsibilities of MEITI-MSG and MEITI Secretariat (Myanmar EITI National Coordination Office)**

### **6.1 Roles and Responsibilities of MEITI-MSG members**

The Roles and Responsibilities of the MEITI-MSG are as follows:

- (a) To develop a fully-costed work plan for MEITI. MSG members must ensure that the work plan is in line with the EITI Standard 2016 and its Principles' requirements
- (b) With the assistance of technical experts, the MSG shall determine the scope and materiality threshold of MEITI, and shall obtain the required facts and figures for producing the EITI Report
- (c) The role of an independent Administrator is crucial for the EITI process. The MSG shall agree the Terms of Reference and lead the procurement of the independent administrator
- (d) Oversee the EITI Report preparation process, review the draft EITI Report, approve the final EITI Report and publicly launch it, in accordance with the time schedule fixed by the International EITI Board
- (e) Shall review annual progress against workplan, produce annual activity/progress reports and send to International Secretariat
- (f) Shall engage in validation, review and approval of validation report
- (g) Shall review and amend the organizational structure, roles and responsibilities of the MSG if all members agree this is required
- (h) As and when needed, the MSG shall supervise, monitor, evaluate and amend the MEITI process to be successfully implemented in a timely manner
- (i) Shall supervise policy development, approval and the use of funds for the MEITI process.
- (j) Shall perform coordination between MEITI-NCS and members of MSG in implementing of the EITI process. (Referring description in 6.5)

- (k) MSG shall select one or two representatives from each constituency group as focal person of respective group. But for the private companies, 4 representatives should be selected, meaning one from each industry. Focal persons are entitled to attend the meetings of the Working Committee and Leading Committee.

## **6.2 Responsibilities of the Chair of the MEITI-MSG**

The Responsibilities of the Chair of the MSG are as follows:

- (a) To preside over MSG meetings
- (b) To liaise with the MEITI Leading Authority and MEITI Working Committee
- (c) To endorse MSG meeting invitations, agendas, minutes and decisions
- (d) To facilitate MSG consensus and decision-making
- (e) To communicate with the International EITI Board, International EITI Secretariat and other International Organizations related to EITI
- (f) To follow up with the national EITI Secretariat regarding the implementation of MSG decisions.

## **6.3 Responsibilities of the Vice-Chair of the MEITI-MSG**

The responsibilities of the Vice Chair of the MSG are as follows:

- (a) To act as Vice Chair of MEITI-MSG meetings
- (b) To help the Chair perform their duties
- (c) To undertake the responsibilities of the Chair as assigned by the Chair if necessary.

## **6.4 Responsibilities of MEITI-MSG representatives from each constituency group**

- (a) Members of the multi-stakeholder group should have the capacity to carry out their duties
- (b) Members of the MSG should provide regular updates to the MSG regarding work and decisions carried out within their respective constituencies.

### **6.4.1 Government representatives have the following responsibilities:**

- (a) Be actively engaged and committed to the MEITI implementation process
- (b) Coordinate with Region/State Governments in order to implement clear EITI policies and procedures at both local and national level

- (c) Cooperate fully and work together with CSO and private company representatives in the MSG
- (d) Find solutions to overcome obstacles to the EITI implementation process in collaboration with other MSG members
- (e) Correctly disclose material revenue data and all necessary contextual information on time and in accordance with the scope and reporting templates approved by the MSG, and in line with the EITI 2013 Standard.

**6.4.2 Civil Society Organization (CSO) Representatives have the following responsibilities:**

- (a) Cooperate fully and work together with government and private company representatives in the MSG
- (b) Strengthen the capacity of other CSOs and the general public involved in the EITI process
- (c) Timely and extensive dissemination of information contained in the MEITI Reports to the general public and ensure it contributes to public debate
- (d) Share information approved by the MSG with other CSOs and the general public, and take action where necessary
- (e) Find solutions to overcome obstacles to the EITI implementation process and the principles in collaboration with other MSG members.

**6.4.3 Private Sector Representatives have the following responsibilities:**

- (a) Cooperate fully and work together with government and CSO representatives in the MSG
- (b) Work with other private sector members in their respective industries to correctly disclose material payments data and all necessary contextual information on time and in accordance with the scope and reporting templates approved by the MSG, and in line with the EITI 2013 Standard
- (c) Share information approved by the MSG with other private company representatives, and take follow-up action where necessary
- (d) Find solutions to overcome obstacles to the EITI implementation process in collaboration with other MSG members.

## **6.5 Responsibilities of the MEITI Secretariat (Myanmar EITI National Coordination Office)**

The responsibilities of the MEITI Secretariat are as follows:

- (a) To support the Chair, Vice-Chair, members of MSG, Sub-Committees and Task Forces
- (b) To organize and convene MSG meetings, prepare meeting agendas, minutes and publish the minutes after obtaining approval of MSG
- (c) To support the MSG by procuring assistance from technical experts in extractive industries governance and revenue management where necessary
- (d) To provide support and advice to the MSG on technical matters relating to EITI, and carry out relevant technical research as appropriate
- (e) To disseminate information about the International EITI Standard, process and international experiences to the public, by agreement with the MSG
- (f) To provide the MSG with an MEITI Secretariat performance report including budget and financial statements and expenses once every four months
- (g) To communicate with the International EITI Board, International EITI Secretariat and other International Organizations related to EITI
- (h) To systematically manage MEITI's funds and expenses and ensure they are officially auditable.

## **7. Operating Rules and Procedures for holding MEITI-MSG Meetings**

### **7.1 Meeting Frequency, Invitation, Notification and Amendment**

- (a) MEITI-MSG meetings will be held at least once every two months
- (b) MSG meeting invitations approved by the MSG Chair will be sent by the MEITI Secretariat 14 days prior to a meeting
- (c) Draft meeting agendas and any issues or documents to be discussed shall be sent at least 14 days prior to a meeting. Final meeting agendas will be sent 3 days in advance. If MSG members would like to discuss any urgent issue during an MSG meeting that is not on the agenda, they may do so by agreement with the Chair
- (d) Meetings can be held alternately in Nay Pyi Taw and in Yangon. Video Conferencing can also be used at meetings
- (e) If the date of a meeting needs to be changed, the MEITI Secretariat must give MSG members 7 days prior notice

If any constituency group wants to call an extra-ordinary MSG meeting, such a meeting can be held with the approval of the MSG Chair and with at least 3 days prior notice to the meeting.

## **7.2 Procedures for Holding Meetings and for Decision-Making**

- (a) Meetings are held in accordance with the 'Chatham House Rule', meeting minutes must be made available after review and approval by the MEITI-MSG
- (b) Quorum for the meeting shall be at least 50% of the total MSG members and over 50% of representatives from each constituency group
- (c) In making decisions, the MSG will strive to reach consensus. If consensus is not possible, each constituency group will discuss the matter within 14 days after which an extra -ordinary meeting will be held. A special task force can be formed for this purpose

## **7.3. Publishing Meeting Minutes**

The MEITI Secretariat shall prepare draft minutes of MEITI-MSG meetings and send these to MSG members for review and approval within 7 days of holding of a meeting. MSG members must acknowledge receipt of the draft minutes by phone or email and send any comments to the MEITI Secretariat within 7 days. After 7 days, if there is no feedback, the minutes will be considered formally approved. Minutes will be published on the MEITI website within 1 month of meeting holding.

## **8. Formation of MEITI-MSG Sub-Committees and Special Task Forces**

MSG members can agree to establish sub-committees and special task forces on an ad hoc basis as necessary for the speedy and effective implementation of EITI. Such subcommittees and task forces must be led by at least one member of MEITI-MSG. MSG members shall decide the composition and TOR of such sub-committees and task forces, which may include non-MSG members and experts as necessary. Such committees must present progress reports and updates to MSG members at MSG meetings.

## **9. Code of Conduct**

To carry out their duties, MSG members agree to adhere to the international EITI Code of Conduct (The EITI Code of Conduct is attached to this TOR as an Annex 2)



ANNEX 1: The Name of the MEITI-MSG members and their representing organizations

| No | Name                   | Title/                       | Organization      |
|----|------------------------|------------------------------|-------------------|
| 1  | U Maung Maung Win      | Deputy Minister/MSG Chairman | MOPF              |
| 2  | U Win Htein            | DG(Retd)/MSG Vice Chairman   | DOM               |
| 3  | U Tin Myint            | DG/MSG (Gov)                 | GAD               |
| 6  | U Kyaw Thet            | DDG/MSG (Gov)                | DOM               |
| 4  | U Than Htay Aung       | Adviser/MSG (Gov)            | MOGE              |
| 5  | Daw Htar Ye            | Director/MSG (Gov)           | OAG               |
| 7  | U Min Thu              | Director/MSG (Gov)           | MGE               |
| 8  | U Kyaw Thein           | Director/MSG (Gov)           | IRD               |
| 9  | U Soe Yee              | AGM/MSG (Gov)                | MTE               |
| 10 | U Khin Maung Han       | Chairman/MSG (Private)       | MFMA              |
| 11 | Mr. Dong Yunfei        | Director/MSG (Private)       | Myanmar Yangtse   |
| 12 | U Zaw Bo Khant         | Vice Chairman/MSG (Private)  | MGJEA             |
| 13 | U Nan Win              | Secretary/MSG (Private)      | MGJEA             |
| 14 | Dr. Sein Win           | Chairman/MSG (Private)       | MFPMPF            |
| 15 | Mr. Romaric Roignan    | GM/MSG (Private)             | Total E&P Myanmar |
| 16 | U Myo Zaw Oo           | SSEO/MSG (Private)           | MPRL E&P Pte Ltd. |
| 17 | U Win Myo Thu          | MSG (CSO)                    | MATA              |
| 18 | U Kyaw Thu             | MSG (CSO)                    | MATA              |
| 19 | Daw Moe Moe Tun        | MSG (CSO)                    | MATA              |
| 20 | U Aung Phyoo Kyaw      | MSG (CSO)                    | MATA              |
| 21 | U Thant Zin            | MSG (CSO)                    | MATA              |
| 22 | U Aung Kyaw Moe        | MSG (CSO)                    | MATA              |
| 23 | U Saw Mi Bway Doh Htun | MSG (CSO)                    | MATA              |
| 24 | U Naing Lin Htut       | MSG (CSO)                    | MATA              |
| 25 | U Maung Dan            | MSG (CSO)                    | MATA              |

## EITI ASSOCIATION CODE OF CONDUCT

### **1. Scope**

All EITI Board Members, their alternates, Members of the EITI Association, secretariat staff (national and international), and members of multi--stakeholder groups (below referred to as “EITI Office Holders”) shall abide by this Code of Conduct.

### **2. Personal behaviour, integrity and values**

EITI Office Holders shall observe the highest standards of integrity and ethical conduct and shall act with honesty and propriety. The personal and professional conduct of EITI Office Holders should, at all times, command respect and confidence in their status as Office Holders of an association that promotes an international standard for transparency and accountability and should contribute to the good governance of the EITI.

EITI Office Holders should dedicate themselves to be leading by example and should represent the interests and mission of the EITI in good faith and with honesty, integrity, due diligence and reasonable competence in a manner that preserves and enhances public confidence in their integrity and the integrity of the EITI, and ensuring that his or her association with the EITI remains in good standing at all times.

### **3. Compliance**

EITI Office Holders shall discharge their duties to the EITI in compliance with applicable national laws and regulations and with the EITI Rules, interests and objectives.

### **4. Respect for others**

EITI Office Holders will respect the dignity, EITI---related needs and private lives of others and exercise proper authority and good judgment in their dealings with colleagues, members of the other EITI bodies, staff members, the general public and anyone whom they come in contact with during the discharge of their duties to the EITI.

### **5. Professionalism**

EITI Office Holders should perform his or her assigned duties in a professional and timely manner and should use his or her best efforts to regularly participate in professional development activities.

## **6. Discrimination**

EITI Office Holders shall not engage in or facilitate any discriminatory or harassing behaviour directed toward anyone whom they come in contact with during the discharge of their duties to the EITI.

## **7. Confidentiality**

EITI Office Holders shall not use any information that is provided in his or her role as EITI Office Holder and which is not already in the public domain in any manner other than in furtherance of his or her duties. EITI Office Holders continue to be bound by this obligation for two years after termination of their mandate.

## **8. Expenditure of EITI resources and use of EITI property**

EITI Office Holders shall respect the principle of value---for---money and be responsible in the use of funds dedicated to the EITI. No EITI Office Holder shall misuse EITI property or resources and will at all times keep EITI property secure and not allow any person not appropriately authorised to have or use such property.

EITI Office Holders shall only bill at actual cost travel, operational or other costs related to the fulfilment of duty as an EITI Office Holder. EITI Office Holders shall provide goods or services to the EITI as a paid vendor to the EITI only after full disclosure to, and advance approval by the EITI Board or EITI multi---stakeholder group.

## **9. Conflict of interest and abuse of position**

EITI Office Holders shall at all times act in the best interest of the EITI and not for interests such as personal and private benefits or financial enrichment.

EITI Office Holders shall avoid conflicts of private interest. For the purposes of this code, a conflict of interest is a situation or circumstance in which interests of EITI Office Holders influence or may influence the objective and impartial performance of their official EITI duties. In this regard, private interests include any advantage for themselves, their families or personal acquaintances.

EITI Office Holders finding themselves in such a situation must recuse themselves and inform the EITI Board or multi---stakeholder group of such recusal. For EITI Board Members the rules established in Article 5.6 of the EITI Articles of Association apply.

Specifically, EITI Office Holders shall follow these guidelines:

- o Avoid placing (and avoid the appearance of placing) one's own self---interest or any third---party interest above that of the EITI; while the

receipt of incidental personal or third-party benefit may necessarily flow from certain EITI-related activities, such benefit must be merely incidental to the primary benefit to the EITI and its purposes. Any per diems set, paid or obtained should be based on reasonable actual costs and good international practice.<sup>1</sup>

- o Refrain from overstepping the conferred powers. Office Holders shall not abuse EITI office by improperly using the EITI Association or the EITI's staff, services, equipment, resources, or property for personal or third-party gain or pleasure; EITI Office Holders shall not represent to third parties that their authority as an EITI Office Holder extends any further than that which it actually extends.
- o Do not engage in any outside personal activities that could, directly or indirectly, materially adversely affect the EITI.

## **10. Gifts, trips and entertainment**

EITI Office Holders shall not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity that are intended to be, or that can reasonably be perceived to be, a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the EITI.

<sup>1</sup> In establishing reasonable actual costs and good international practice, stakeholder may wish to consult the practices of the International Secretariat. When the Secretariat provides per diems (which it does not do to its staff), it often follows US Department of State's foreign per diem rates ([http://aoprals.state.gov/content.asp?content\\_id=184&menu\\_id=81](http://aoprals.state.gov/content.asp?content_id=184&menu_id=81)). In establishing per diems, national laws and regulations should of course be adhered to.

Any offering or receiving of gifts, free trips or other compensation over the value of USD 100 directly or indirectly related to the discharge of EITI responsibilities should be declared to the EITI Board or the respective EITI multi-stakeholder group (through the international or national secretariats). Any offering or receiving of gifts considered excessive should be refused. In case of doubt whether a gift is excessive, the EITI Secretariat or multi-stakeholder group should be consulted. Should it be inappropriate to refuse an offering, notably because such refusal could prove embarrassing to the donor, the gift is to be surrendered to the EITI Secretariat or the multi-stakeholder group.

## **11. Implementation**

The EITI Board, the respective EITI multi-stakeholder groups, the international or national secretariats are responsible for making EITI Office Holders familiar with this Code of Conduct and for providing advice and, if required, training on the

interpretation and implementation thereof. Those, including EITI multi-stakeholder groups, responsible for making the EITI Office Holders familiar with this Code should annually confirm that EITI Office Holders are familiar with the Code and report on its implementation to the Board through the International Secretariat.

## **12. Reporting**

EITI Office Holders with a concern related to the interpretation, implementation or potential violation of this Code of Conduct shall bring such issues to the attention to the immediate EITI body. Where matters are brought to the attention of the EITI Board, the Board will consider the circumstances and consider whether action is necessary in accordance with the EITI Principles, the EITI Standard and the Articles of Association. Anybody who is uncomfortable to raise any such concerns with the immediate EITI body may bring their concerns to the attention to the EITI Board through its Governance Committee and its chair.