

RESOLUTION 162 (REV. BUCHAREST, 2022)

Independent management advisory committee

The Plenipotentiary Conference of the International Telecommunication Union (Bucharest, 2022),

recalling

United Nations Joint Inspection Unit Report 2006/2: Oversight lacunae in the United Nations system, in particular recommendation 1 thereof on the establishment of an independent external oversight board,

reaffirming

its commitment to efficient, accountable and transparent management of the Union,

recognizing

- a)* that the establishment of an independent management advisory committee contributes to effective oversight and governance of an organization;
- b)* that an independent management advisory committee is a governance tool and does not duplicate the financial audit functions of either the internal or the external auditor;
- c)* that the established practice among international institutions is that an independent management advisory committee serves in an expert advisory capacity and assists the governing body and the management of the agency in fulfilling their oversight and governance responsibilities;

d) the valuable contribution of the Independent Management Advisory Committee (IMAC) in assisting the ITU Council and the Secretary-General in fulfilling their governance responsibilities, including ensuring the effectiveness of ITU's internal control systems, risk management and governance processes,

considering

the recommendation of the representatives of internal audit services of the United Nations organizations and multilateral financial institutions on the establishment of effective and independent audit committees,

noting

IMAC's annual reports to the Council, including its recommendations,

resolves

to establish IMAC on an ongoing basis according to the terms of reference contained in the annex to this resolution, and review and amend, if necessary, its terms of reference,

instructs the ITU Council

- 1 to consider IMAC's annual reports and its recommendations and take appropriate action;
- 2 to review the status of implementation of the IMAC recommendations;
- 3 to appoint the six independent experts as members of IMAC according to its terms of reference, taking into account equitable representation of the six regions,

instructs the Secretary-General

to publish, without delay, and provide public access to, the IMAC reports as presented to the Council, on a publicly accessible website,

instructs the Secretary-General, in collaboration with the Directors of the Bureaux

to engage with the auditors to perform satisfactory audit procedures in line with their terms of reference, including on the adequacy of the implementation of internal controls that have already been put in place,

invites the ITU Council

to report to the 2026 plenipotentiary conference on IMAC's activities and on the implementation of this resolution.

(Guadalajara, 2010) – (Rev. Busan, 2014) – (Rev. Bucharest, 2022)

ANNEX TO RESOLUTION 162 (REV. BUCHAREST, 2022)

Terms of reference for the ITU Independent Management Advisory Committee

Purpose

1 The Independent Management Advisory Committee (IMAC), as a subsidiary body of the ITU Council, serves in an expert advisory capacity and assists the Council and the Secretary-General in effectively fulfilling their governance responsibilities, including ensuring the functioning of ITU's internal control systems, risk management and governance processes, including human resources management. IMAC must assist in enhancing transparency, strengthening accountability and the governance functions of the Council and the Secretary-General.

- 2 IMAC will provide advice to the Council and ITU management, on:
- a) ways of improving the quality and the level of financial reporting, governance, risk management, including long-term liabilities, monitoring and internal controls in ITU;
 - b) the actions taken by ITU management on audit recommendations;
 - c) ensuring the independence, effectiveness and objectivity of the internal and external audit functions; and
 - d) how to strengthen communication among all stakeholders, the external and internal auditors, the Council and ITU management.

Responsibilities

- 3 The responsibilities of IMAC are:
- a) Internal audit function: To advise the Council on the staffing, resources and performance of the internal audit function and the appropriateness of the independence of the internal audit function in reviewing the scope of internal audit plans and work programmes, and to strengthen the effectiveness and independence of internal audit, ensuring that the resources available to the function are commensurate with its responsibilities.

- b) Risk management and internal controls: To advise the Council on the effectiveness of ITU's internal control systems, including ITU's risk-management and governance practices; advise the Council on risk-management and internal-control considerations; advise on internal controls and enterprise risk management; advise on deficiencies, irregularities and risk exposure owing to weaknesses in the internal control system; and advise on information technology (IT) and IT security best practices.
- c) Financial statements: To advise the Council on issues arising from the audited financial statements of ITU, letters to management and other reports produced by the external auditor and review of changes to the ITU Financial Regulations and Financial Rules.
- d) Accounting: To advise the Council on the appropriateness of accounting policies and disclosure practices and assess changes and risks in those policies.
- e) External audit: To advise the Council on the scope and approach of the external auditor's work by highlighting emerging risks from the external auditor's reports, reviewing the adequacy of the management response to the observations and recommendations issued and assisting in avoiding any overlaps between internal and external audit. IMAC may provide advice on the appointment of the external auditor, including the costs and scope of the services to be provided.
- f) Evaluation: To review and advise the Council on the staffing, resources and performance of ITU's evaluation function.
- g) Ethics: To review and advise on the ethics function and ITU's code of ethics, policy against fraud, corruption and other proscribed practices; and whistleblowing arrangements.
- h) Investigation: To review the independence and mandate of the internal investigation function; review its budget and staffing requirements; review its overall performance, investigation policies and guidelines; and issue related recommendations.

- i) Fraud prevention: To review and advise the Council on the systems established and measures taken by ITU to prevent fraud.
- j) Coordination of oversight activities: To strengthen communication and cooperation among stakeholders, external and internal auditors, management and the Council.

Authority

4 IMAC shall have all the necessary authority to fulfil its responsibilities, including free and unrestricted access to any information, records or staff (including the internal audit function) and the external auditor, or any business contracted by ITU.

5 The Head of the ITU internal audit function and the external auditor will have unrestricted and confidential access to IMAC, and vice versa.

6 These terms of reference (ToR) are to be reviewed periodically, as appropriate, by IMAC, and any proposed amendment submitted to the Council for approval.

7 IMAC, as an advisory body, has no management powers, executive authority or operational responsibilities.

Composition

8 IMAC shall comprise six independent expert members serving in their personal capacity.

9 Professional competence, integrity and ethics shall be of paramount consideration in the selection of members.

10 No more than one member of IMAC shall be a national of the same ITU Member State.

11 To the greatest extent possible:

- a) no more than one member of IMAC shall be from the same geographical region; and
- b) membership of IMAC shall be balanced, with individuals from developed and developing countries¹, in terms of public- and private-sector experience, and in terms of gender.

¹ These include the least developed countries, small island developing states, landlocked developing countries and countries with economies in transition.

12 At least one member shall be selected on the basis of his/her qualifications and experience as a senior oversight professional or senior financial manager, preferably in the United Nations system or in another international organization, to the greatest extent possible.

13 To undertake their role effectively, members of IMAC should collectively possess knowledge, skills and senior-level experience in the following areas:

- a) finance, audit and compliance;
- b) organization governance and accountability structure, including risk management;
- c) law;
- d) senior-level management;
- e) the organization, structure and functioning of the United Nations and/or other intergovernmental organizations;
- f) a general understanding of the telecommunication/information and communication technology (ICT) industry; and
- g) IT and IT security best practices and data-protection auditing expertise.

14 Members should ideally have or acquire rapidly a good understanding of ITU's objectives, governance structure, the relevant regulations and rules, and its organizational culture and control environment.

Independence

15 Since the role of IMAC is to provide objective advice, members shall remain independent of the ITU secretariat, the Council and the Plenipotentiary Conference, and shall be free of any real or perceived conflict of interest.

16 Members of IMAC shall:

- a) not hold a position or engage in any activity that could impair their independence from ITU or from companies that maintain a business relationship with ITU;

- b) not currently be, or have been within the five years prior to appointment on IMAC, employed or engaged in any capacity by ITU, a Sector Member, an Associate or a Member State delegation, or have an immediate family member (as defined by the ITU Staff Regulations and Staff Rules) working for or having a contractual relationship with ITU, a Sector Member, an Associate or a Member State delegation;
- c) be independent of the United Nations Panel of External Auditors and the United Nations Joint Inspection Unit; and
- d) not be eligible for any employment with ITU for at least five years immediately following the last day of their tenure on IMAC.

17 IMAC members shall serve in their personal capacity and shall not seek or accept instructions in regard to their performance on IMAC from any government or other authority internal or external to ITU.

18 Members of IMAC shall sign an annual declaration and statement of private, financial and other interests (Appendix A to these ToR). The Chairman of IMAC shall provide the completed and signed declaration and statement to the Chairman of the Council promptly after a member commences his/her term on IMAC, and thereafter on an annual basis.

Selection, appointment and term

19 The process for selection of members of IMAC is set out in Appendix B to these ToR. The process shall involve a selection panel comprising representatives of the Council on the basis of equitable geographical distribution.

20 The selection panel shall relay its recommendations to the Council. Members of IMAC shall be appointed by the Council.

21 Members of IMAC are appointed to serve for a term of four years, renewable for a second and final term of four years, which need not be consecutive. To ensure continuity of membership, the initial appointment of two of its five members shall be for one term of four years only, decided by the drawing of lots at IMAC's first meeting. The Chairman shall be selected by IMAC members from amongst their number and shall serve in this capacity for a term of two years.

22 A member of IMAC may resign his/her membership by notice in writing to the Chairman of the Council. A special appointment for the remainder of that member's term shall be made by the Chairman of the Council in accordance with the provisions set out in Appendix B to these ToR to cater for such a vacancy.

23 An appointment to IMAC may only be revoked by the Council, under conditions to be established by the Council.

24 New members of IMAC should undertake formal induction training to become familiar with the culture and objectives of ITU, as well as its operational activities.

Meetings

25 IMAC shall meet at least twice in an ITU financial year. The exact number of meetings per year will depend on the agreed workload for IMAC and the most appropriate timing for consideration of specific matters.

26 Subject to these ToR, IMAC will establish its own rules of procedure to assist its members in executing their responsibilities. The IMAC rules of procedure shall be communicated to the Council for its information.

27 The quorum for the committee is three members. As members serve in a personal capacity, alternates are not allowed.

28 The Secretary-General, the External Auditor, the Chief of the Financial Resources Management Department, the Chief of the Human Resources Management Department, the Head of the internal audit function and the Ethics Officer, or their representatives, shall attend meetings when invited by IMAC. Other ITU officials with functions relevant to the items on the agenda may likewise be invited.

29 If necessary, IMAC has the ability to obtain independent counsel or have recourse to other outside experts in order to advise the committee.

30 All confidential documents and information submitted to or obtained by IMAC remain confidential.

Reporting

31 The Chairman of IMAC will submit its findings to the Chairman of the Council and the Secretary-General after each meeting, and will present a comprehensive annual report, both in writing and in person, for consideration by the Council at its annual session.

32 The Chairman of IMAC may inform the Chairman of the Council, in between Council sessions, of a serious governance issue.

33 IMAC will conduct a self-assessment, on a yearly basis, based on best practice, and report on the results to the Council.

Administrative arrangements

34 Members of IMAC will provide services pro bono. In accordance with the procedures applying to appointed staff of ITU, members of IMAC:

- a) shall receive a daily subsistence allowance; and
- b) those not resident in the Canton of Geneva or neighbouring France shall be entitled to reimbursement of travel expenses, to attend IMAC sessions.

35 The ITU secretariat will provide secretariat support to IMAC.

APPENDIX A

International Telecommunication Union (ITU) Independent Management Advisory Committee (IMAC) Declaration & Statement of Private, Financial and Other Interests Form

1 Details		
<hr style="border: 0; border-top: 1px solid black; margin-bottom: 5px;"/> Name		
2 Private, financial or other Interests (tick appropriate box)		
<input type="checkbox"/> I have no personal, financial or other interests that could or could be seen to influence the decisions or actions I am taking or the advice I am giving in the course of my duties as a member of IMAC.		
<input type="checkbox"/> I have personal, financial or other interests that could or could be seen to influence the decisions or actions I am taking or the advice I am giving in the course of my duties as a member of IMAC.		
<input type="checkbox"/> I have no personal, financial or other interests that could or could be seen to influence the decisions or actions I am taking or the advice I am giving in the course of my duties as a member of IMAC. However, I have decided to provide my current personal, financial or other interests.		
3 Private, financial or other Interests of family members* (tick appropriate box)		
<input type="checkbox"/> To my knowledge, no member of my immediate family has personal, financial or other interests that could or could be seen to influence the decisions or actions I am taking or the advice I am giving in the course of my duties as a member of IMAC.		
<input type="checkbox"/> A member of my immediate family has personal, financial or other interests that could or could be seen to influence the decisions or actions I am taking or the advice I am giving in the course of my duties as a member of IMAC.		
<input type="checkbox"/> To my knowledge, no member of my immediate family has personal, financial or other interests that could or could be seen to influence the decisions or actions I am taking or the advice I am giving in the course of my duties as a member of IMAC. However, I have decided to provide my immediate family's current financial or other interests.		
(* NOTE: FOR THE PURPOSES OF THIS DECLARATION, 'FAMILY MEMBER' HAS THE SAME MEANING AS DEFINED IN THE ITU STAFF REGULATIONS AND STAFF RULES).		
<hr style="border: 0; border-top: 1px solid black; margin-bottom: 5px;"/> Signature	<hr style="border: 0; border-top: 1px solid black; margin-bottom: 5px;"/> Name	<hr style="border: 0; border-top: 1px solid black; margin-bottom: 5px;"/> Date

Declaration & Statement of Private, Financial and Other Interests Form (Appendix A, page 2/4)

4 Disclosure of relevant private, financial or other interests

If you ticked the first box at Item 2 and the first box at Item 3, skip this step and go to Item 5.

Please list your and/or your immediate family member's personal, financial or other interests that **could, or could be seen to, influence** the decisions or actions you take or the advice you provide in the course of your official duties. Please also state the reasons why you think these interests could or could be seen to influence the decisions or actions you take or the advice you provide in the course of your official duties.

The types of interests you may need to disclose include real-estate investments, shareholdings, trusts or nominee companies, company directorships or partnerships, relationships with lobbyists, other significant sources of income, significant liabilities, gifts, private business, employment, voluntary, social or personal relationships.

Signature

Name

Date

Declaration & Statement of Private, Financial and Other Interests Form (Appendix A, page 3/4)

5 Declaration

I declare that:

- As a member of the Independent Management Advisory Committee (IMAC), I am aware of my responsibilities under its Terms of Reference:
 - to disclose, and take reasonable steps to avoid, any conflict of interest (real or apparent) in connection with my membership of IMAC; and
 - not to make improper use of (a) inside information or (b) my duties, status, power or authority, in order to gain, or seek to gain, a benefit or advantage for myself or for any other person.

I declare that:

- I have read the IMAC Terms of Reference and understood the requirement for me to disclose any private, financial or other interests that could or could be seen to influence the decisions I am taking or the advice I am giving in the course of my duties as a member of IMAC.
- I undertake to immediately inform the Chairman of IMAC (who shall inform the Chairman of the Council) of any changes to my personal circumstances or work responsibilities that could affect the contents of this disclosure and to provide an amended disclosure/s using this pro forma.
- I undertake to disclose any private, financial or other interests of my immediate family that I am aware of, should circumstances arise in which I consider that they could or could be seen to influence the decisions I am taking or the advice I am giving in the course of my official duties.
- I understand that this would require the consent of the family member to the collection by ITU of personal information and a declaration that he/ she is aware of the purpose for which the personal information has been collected, the legislative requirements authorizing the collection and the third parties to whom the personal information may be disclosed, and consents.

_____ Signature	_____ Name	_____ Date
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Declaration & Statement of Private, Financial and Other Interests Form (Appendix A, page 4/4)

6 Declaration of consent by immediate family member to disclosure of their personal, financial and other interests

If you ticked the first box at Item 3, skip this step and go to Step 7.

This declaration is to be completed by the immediate family member/s of the IMAC member where the IMAC member considers that the personal, financial and other interests of the family member/s could or could be seen to influence the decisions or actions he/she is taking or the advice he/she is giving in the course of his/her membership of IMAC.

Family member name _____

Relationship to IMAC member _____

IMAC member name _____

Signature

Name

Date

7 Submit this form

Once completed and signed, this form should be sent to the Chairman of the ITU Council.

APPENDIX B

Proposed process for selection of members of the Independent Management Advisory Committee

When a vacancy on the Independent Management Advisory Committee (IMAC) occurs, it shall be filled in accordance with the process set out below:

- a) The Secretary-General:
 - i) shall invite ITU Member States to nominate individuals who are deemed to possess exceptional qualifications and experience;
 - ii) may place in international, reputable magazines and/or newspapers, and on the Internet, a call for expressions of interest from suitably qualified and experienced individuals,

to serve on IMAC.

A Member State nominating an individual under subparagraph a) i) shall provide the same information that the Secretary-General requests of applicants responding to the expression of interest under subparagraph a)ii), and within the same time-frame.

- b) A selection panel shall be formed comprising six ITU Council members representing the Americas, Europe, the Commonwealth of Independent States, Africa, Asia and Australasia and the Arab States.
- c) The selection panel shall, taking into account the IMAC terms of reference (ToR) and the confidential nature of the selection process, review and consider the applications received and create a shortlist of candidates whom it may wish to interview. The selection panel will be assisted, as required, by the ITU secretariat.
- d) The selection panel shall then propose to the Council a list of the best-qualified candidates, equal to the number of vacancies on IMAC. In the event a vote is taken by the selection panel on whether (a) candidate(s) shall be included in the list of candidates to be proposed to the Council and ends in an equal number of votes, the Chairman of the Council shall have the deciding vote.

The information to be provided by the selection panel to the Council shall consist of each candidate's name, gender, nationality, qualifications and professional experience. The selection panel shall provide a report to the Council on the candidates recommended for appointment to IMAC.

- e) The Council shall consider the recommendation to appoint the individuals to IMAC.
- f) The selection panel will also create and retain a pool of suitably qualified candidates for consideration by the Council if required in order to fill a vacancy arising for any reason (e.g. resignation, incapacity) during a term of IMAC.
- g) In order to observe the principle of rotation, the positions should be re-advertised every four years, if considered appropriate by the Council, using the selection process set out in this appendix. The pool of suitably qualified candidates referred to in subparagraph f) should also be refreshed using the same selection process.

APPENDIX C

Proposed collective professional requirements for members of the Independent Management Advisory Committee

- a) Expertise and experience in finance, accounting, risk management and auditing.
- b) Knowledge of the mandate, culture and legal framework of ITU and its external environment.
- c) Expertise in telecommunication/information and communication technology and information technology security best practices and data-protection auditing expertise.
- d) Ethics and compliance expertise.