

Terms of Reference for the SUN Movement Executive Committee

As approved by the SUN Movement Lead Group on 12 April 2024

Preamble

SUN 3.0 recognises the central role of the ExCom in the global governance of the SUN Movement to address all forms of malnutrition by bringing stakeholders together; by promoting country leadership; and aligning the resources of all Movement stakeholders behind country priorities.

These Terms of Reference have been developed as part of the work of the informal Operations Group and approved by the Lead Group during its session on 24th June 2021 and amendments were endorsed by the Executive Committee on 18 October 2021. They shall be applied together with the Rules of Procedures. The Terms of Reference enter into force on 1 October 2021. Substantive or strategic changes to the Terms of References and to the Rules of Procedure require the approval of the Lead Group.

1. Purpose of the Executive Committee:

- 1.1** To represent the structures and membership of the SUN Movement and to create an inclusive, trusting and safe space where all constituencies of the SUN Movement work together in an accountable way to address malnutrition in all its forms;
- 1.2** To act on behalf of the Lead Group to oversee the development and implementation of the Movement's strategy and its operating modalities;
- 1.3** To ensure that the SUN Movement is rooted in country structures, responsive to country needs and supported by a global system that is equally country-focused; special attention shall be paid to fragile and crisis-affected countries;
- 1.4** To value the contribution of all stakeholders to address all forms of malnutrition and to promote nutrition and food security as a shared responsibility of all stakeholders.
- 1.5** To stimulate safe, inclusive and ethical behaviour based on the Principles of Engagement within the SUN Movement and in relations with all stakeholders.

2. Roles and responsibilities:

On behalf of the membership of the SUN Movement, the Executive Committee:

- 2.1** Carries out its oversight and support functions in an impartial manner and towards the benefit of the Movement's goals and guided by the Movement's strategic framework;
- 2.2** Oversees efforts to align support for all SUN countries and the Global Support System (GSS)¹ to achieve results by ensuring that:
 - a)** Appropriate mechanisms are in place to track the impact and implementation of the strategy;

¹ This document uses the term «Global Support System» as defined in Strategy 3.0 (2020:33): "The GSS refers to the four SUN networks and the SUN Movement Secretariat in SUN 3.0. The GSS will work together as one to support optimal in-country nutrition impact".

b) The work of the GSS is aligned with the Movement's strategic objectives and the SUN support system is actively supported in fundraising²;

c) Country coordination and national multi-stakeholder networks/platforms/teams, are supported and equipped to finance country nutrition priorities and drive needs-based, context-appropriate, and evidence-based nutrition impact, at scale;

d) Regular assessments of capacities and risks of multi-stakeholder platforms/country coordination teams are carried out and the provision of capacity development and technical assistance is facilitated;

e) Review of SUN-relevant nutrition data and core indicators based on regular monitoring, evaluation, knowledge sharing, learning, and invigorate peer-to-peer and regional support.

2.3 Develops its expected deliverables, for approval by the Lead Group.

2.4 Provides guidance to the Coordinator to address all forms of malnutrition.

2.5 Approves the SUN relevant joint workplans and budgets of the Global Support System.

3. Executive Committee Members profile:

3.1 Members should be aligned to the aims of the SUN Movement, its values, ethical framework and principles;

3.2 Membership will represent, origin, gender, and diversity of the Movement, and the respective organizations and networks of the Movement;

3.3 Members should be senior persons within their own organizations and represent their country, Network or constituency, for the good of the Movement.

4. Composition and Size:

4.1 The Committee consists of a maximum of 18 members who represent the different constituencies of the SUN Movement, plus two ex-officio members and observers.

4.2 The members of the Executive Committee have voting rights and the allocation of seats are as follows:

- SUN Countries: 8 seats (proposed SUN Government Focal Points/country coordinators, each nominated to represent one of the 5 regions of the SUN Movement, 3 seats representing national, regional or sub-regional stakeholders, e.g. from CSN or parliaments or regional organizations)
- Networks: 4 seats (1 seat SDN, 1 seat SBN, 1 seat UNN, 1 seat CSN)

² See Strategy 3.0, Table 3: Roles, responsibilities and accountabilities of the SUN Movement members and structures stating the ExCom is "supporting SC, SMS and network leadership in fundraising for SUN support system" (2020:32).

- Co-Chairs: 2 seats (1 SUN country, 1 from among any other seat in the EXCOM membership)
- Youth: 1 seat
- Specialized experts: 3 seats (1 humanitarian expert, 1 climate and nutrition expert, 1 finance expert) with a possibility to reconsider competency profile of these expert roles and approve them in the Executive Committee accordingly.

4.3 Members serve on a voluntary basis for the good of the Movement, representing the SUN Country, network, organization, or specialized expert group rather than serving in a personal capacity. Members will be selected in an inclusive and transparent manner by members of each Network or constituency with an agreed process for representation and coordination within each Network or constituency, in accordance with the Rules of Procedures. The Lead Group shall confirm the membership of the Executive Committee through the Lead Group Chair.

4.4 The SUN Coordinator and the UNOPS as hosting organization are both non-voting ex-officio members of the Executive Committee with a standing invitation to participate in the sessions of the Executive Committee.

4.5 Observers may participate in the meetings upon invitation without voting rights. The Director or the designated representative of the SUN Secretariat serves as Secretary of the Executive Committee and as such has a standing, non-voting, invitation to the ExCom. Alternates to the Executive members are non-voting observers with a standing invitation to participate in all sessions.

4.6 Each member of the Executive Committee has an Alternate to replace him/her in case of absence as set out in [Section VIII.](#) of the Rules of Procedure. This is non-transferrable without express agreement of the Executive Committee.

4.7 The Executive Committee can appoint working groups or ad-hoc task forces as deemed appropriate upon receipt of a written proposal for a temporary period of time to examine specific issues, with the exception of a permanent task team on Finance.

5. Ways of working:

The members of the ExCom will work together as a team with global reach, in a trusting and transparent manner. Collaboration and behaviour will follow the values and principles of the SUN Movement. The ExCom should be considered a safe space for open dialogue and shared responsibility. All ExCom members shall consider cross-cutting issues in their deliberations, in particular applying a gender lens.

The conduct of work of the ExCom is described in the Rules of Procedures ([Annex 1](#)).

6. Reporting and Accountability:

6.1 The ExCom reports to the Lead Group through the Lead Group Chair. The Co-Chairs of the Executive Committee will be non-voting ex-officio members of the Lead Group. In case of conflict, the Lead Group is the overriding authority in decision-making.

- 6.2** The ExCom shall work within the parameters of a 360-degree accountability framework that is further described in the Rules of Procedures.
- 6.3** The ExCom oversees the delivery of the annual SUN Movement progress reports and provides feedback to SUN Countries of the support they provided to SUN Government Focal Points / Country Coordinators in achieving the national nutrition goals.
- 6.4** The ExCom has no legal status or binding obligations, and its members have no legal or fiduciary responsibility for the Movement.

ANNEX I: Rules of Procedures of the SUN Movement Executive Committee

Approved by the SUN Movement Lead Group on 12 April 2024

I. SCOPE

Rule 1

These rules of procedures shall apply for the composition and any session of the Executive Committee of the SUN Movement. They are issued under and complement the Terms of Reference of the Executive Committee.

II. DEFINITIONS

Rule 2

1. "Terms of Reference" means the Terms of Reference of the Executive Committee, as may be amended from time to time.
2. "Co-Chairs" means the Co-Chairs of the Executive Committee elected in accordance with [Section IX](#) of these Rules of Procedures.
3. "ExCom Members" means members of the Executive Committee nominated in accordance with the Terms of Reference and as specified in [Section V](#) of these Rules of Procedures.
4. "Alternates" means designated support to members of the Executive Committee. An Alternate is designated by the respective ExCom Members as specified in [Section VIII](#) of these Rules of Procedures.
5. "Observers" means participants in meetings upon invitation and without voting rights as specified in [Section VII](#) of these Rules of Procedures.
6. "Secretariat" means the secretariat to the Executive Committee designated in accordance with the Terms of Reference and as specified in [Section XI](#) of these Rules of Procedures.
7. "SMS" means the SUN Movement Secretariat.
8. Region(s) refers to the allocation of SUN Countries into regional groupings which aligns with the distribution of support to SUN Countries by the SUN Movement Secretariat and its hubs.

Anglophone Africa: Botswana, Ethiopia, Eswatini, Gambia, Ghana, Lesotho, Liberia, Kenya, Malawi, Namibia, Nigeria, Sierra Leone, Tanzania, Uganda, Zambia, and Zimbabwe.

Asia: Bangladesh, Cambodia, Indonesia, Lao PDR, Myanmar, Nepal, Pakistan, Philippines, Sri Lanka, Viet Nam, Timor-Leste) and four Indian states (Jharkhand, Uttar Pradesh, Maharashtra, Madhya Pradesh); Kyrgyzstan, Papua New Guinea, and Tajikistan.

Francophone Africa: Benin, Burkina Faso, Cameroon, Côte d'Ivoire, Djibouti, Chad, Comoros, Gabon, Guinea, Guinea-Bissau, Madagascar, Mali, Mauritania, Mozambique, Niger, Rwanda, Sao Tome, Senegal, Togo.

Latin America and the Caribbean: Costa Rica, Ecuador, El Salvador, Guatemala, Honduras, Peru and Panamá.

Humanitarian Settings: Afghanistan, Burundi, Central African Republic, Congo, Democratic Republic of Congo, Haiti, Somalia, South Sudan, Sudan, and Yemen.

9. SUN Country Focal Point refers to the government focal points nominated by the governments of SUN Movement Countries as part of their commitment to participate in the SUN Movement.
10. “GSS” means Global Support System as defined in Strategy 3.0³ and refers to the four SUN Networks and the SUN Movement Secretariat.
11. Network(s) refers to the four SUN Movement Networks: The SUN Civil Society Network, UN Nutrition, the SUN Donor Network and the SUN Business Network.
12. “Other stakeholder groups” refers to the demographics, groups or communities (of technical expertise) represented by the youth, and specialized experts through their respective seats at the ExCom.

III. PLACE OF SESSIONS

Rule 3

The sessions of the Executive Committee shall take place virtually or in-person, noting that at least one in-person session shall be held annually, unless the Executive Committee decides otherwise, and other appropriate arrangements are made by the Secretariat in consultation with the Executive Committee.

IV. DATES OF SESSIONS

Rule 4

1. Sessions shall be held four times per year, including one in-person session, if possible, linked to a SUN event, unless the Executive Committee decides otherwise.
2. Where possible, the Executive Committee shall decide on the date and duration of the sessions on an annual basis by the end of each calendar year for the following year.
3. The Executive Committee should endeavour to hold the sessions at times which would make the attendance of a maximum number of ExCom Members possible.
4. Extraordinary sessions shall be held at such times as may be deemed necessary by the Co-Chairs.

Rule 5

The Secretariat shall notify all ExCom Members, Alternates and Observers of the dates, and venue and/or login details of each session and provide background information as needed at least 14 days before the session is held.

³ Strategy 3.0 (2020:33) defines the Global Support System as follows: “The GSS refers to the four SUN networks and the SUN Movement Secretariat in SUN 3.0. The GSS will work together as one to support optimal in-country nutrition impact”.

V. EXCOM MEMBERS

Rule 6

1. The composition of the Executive Committee is specified in the Terms of Reference as follows:
 - SUN Countries: 8 seats (proposed 5 SUN Government Focal Points, each nominated to represent one of the 5 Regions and 23 for national, regional or sub-regional stakeholders from SUN countries)
 - Networks: 4 seats (1 seat SDN, 1 seat SBN, 1 seat UNN, 1 seat CSN)
 - Co-Chairs: 2 seats (1 SUN country, 1 from among any other seat in the EXCOM membership)
 - Youth: 1 seat
 - specialized experts: 3 seats (1 humanitarian expert, 1 climate and nutrition expert, 1 finance expert)
2. ExCom Members will serve initially a term of two years with the possibility of renewal for a second two-year term. In exceptional circumstances and based on a clear justification, an extension for a third two-year term may be possible if applying for a different seat and approved by the Lead Group Chair. In case an ExCom Member has left the Executive Committee and decides to apply for an ExCom Member position again, a minimum break of one ongoing term will be necessary. No ExCom Member shall serve longer than six years in total.
3. The Co-Chairs will inform each Region and Network of any vacancy in the membership of the Executive Committee. If an ExCom Member vacates their seat, the Co-Chairs shall issue a "Call for Nominations" in accordance with [Section XVII](#) of these Rules of Procedures.
4. The SUN Country representation consists of five seats allocated to SUN Government Focal Points, each nominated to represent one of the five regions of the SUN Movement, and three seats allocated to national or regional stakeholders from the SUN countries. They will be supported in the execution of their role by the regional representation of the GSS, including the SMS, as appropriate.
5. Each ExCom Member shall establish a process for systematically receiving input prior to sessions of the Executive Committee from its Region or Network and for systematically sharing information and decisions by the Executive Committee to its Region or Network.

VI. EX-OFFICIO MEMBERS

Rule 7

1. In accordance with the Joint Hosting Agreement with UNOPS for the SMS, UNOPS, as the host organization of the SMS, the delegate of the UNOPS Executive Director shall participate or be represented as a non-voting ex-officio ExCom Member in all sessions of the Executive Committee.
2. The SUN Movement Coordinator is a non-voting ex-officio ExCom Member with a standing invitation to participate in all sessions of the Executive Committee.

3. The Executive Committee may hold closed sessions without Alternates and Observers if deemed necessary and decided by the Co-Chairs or requested by members of the Executive Committee and agreed by a simple majority.

VII. OBSERVERS

Rule 8

1. Representatives of the SMS, support staff of ExCom Members, network facilitators, experts or other persons deemed necessary for the proceedings of the meeting shall be invited by the Co-Chairs to participate at sessions of the Executive Committee as Observers.
2. Such Observers may submit a request to the Co-Chairs to receive an invitation to all sessions. At the start of each meeting, the Co-Chairs shall ensure that there is no objection to the Observers' presence.
3. The Director of the SMS, the ExCom Secretariat and the Alternates shall have a standing invitation to attend all sessions of the Executive Committee as Observers.

VIII. ALTERNATES

Rule 9

1. ExCom Members shall designate an Alternate to support them in representing their region, network or stakeholder group. These alternates shall hold a position of authority within their respective organizations and be of sufficient seniority to act on behalf of the regular ExCom member as required.
2. Selection of Alternates will be valid for the full two-year term of the ExCom Member.

Rule 10

1. ExCom Members shall propose an Alternate when submitting their nomination, or shortly after selection.
2. In case of absence of an ExCom Member, the ExCom Member shall inform the Secretariat of his/her absence in advance and the Alternate shall replace him/her for this particular session and, if necessary, vote on the Member's behalf.

Rule 11

1. Alternates shall be entitled to participate in all sessions as Observers with a standing invitation to facilitate burden-sharing and foster the exchange among ExCom Members and Alternates.
2. The Secretariat shall maintain a registered list of Alternates and include them in all Executive Committee communications.

IX. CO-CHAIRS

Rule 12

1. Two Co-Chairs shall be elected for one two-year term from among the ExCom Members in accordance with the Terms of Reference and these Rules of Procedures, and consequently, proposed to the Lead Group for approval.
2. No Co-Chair may serve in that capacity for more than one term of two years and rotation of representation from different Regions and Networks will be strongly encouraged.
3. Both Co-Chairs shall be elected by secret ballot from among the ExCom Members as follows: one Co-Chair from among ExCom Members from SUN Country Representatives and one Co-Chair from among the other ExCom Members.
4. The ExCom Secretariat will provide all ExCom Members with a link to an online voting platform via email.
5. If in the first ballot, no candidate obtains a simple majority of the votes, a second ballot restricted to the two candidates obtaining the largest number of votes shall be taken. If in the second ballot the votes are equally divided, the Co-Chair presiding the session shall decide between the candidates by drawing lots.
6. Once the Co-Chairs are selected, the second strongest applicants from the preceding call for nomination will be invited to fill the seats for which the Co-Chairs were originally appointed. If there are no suitable applicants from the preceding call, a new call for nominations will be administered.
7. The Co-Chairs referred to in paragraph 1 above, shall be elected until their successors are elected at the next ordinary session and shall serve in that capacity at any intervening sessions.

Rule 13

1. The Co-Chairs shall participate in the sessions in their capacity as Co-Chairs and shall not have voting rights in order to maintain their independence.
2. In addition to exercising the powers conferred upon the Co-Chairs elsewhere by these Rules, the Co-Chairs carry the following responsibilities: they shall declare the opening and closing of the session, preside at the meetings of the sessions, ensure the observance of the rules of procedure, put questions to a vote and announce decisions. The Co-Chairs shall rule on points of order, and subject to these rules, shall have control of the proceedings and over the maintenance of order.
3. The Co-Chairs, in the exercise of their function, remain under the control of the Executive Committee. The Rules of Procedures are applicable to them in an equal way, in particular Rule 35.

4. The Co-Chairs shall jointly co-chair the sessions and shall agree among themselves any division of labour. They shall establish a dialogue with the SUN Movement Coordinator prior to each session as appropriate.

Rule 14

If one Co-Chair is absent from a session or any part thereof, the other Co-Chair shall chair the session or the remainder of that session alone.

X. WORKING GROUPS OR AD-HOC TASK FORCES

Rule 15

1. The Executive Committee may establish in accordance with the Terms of Reference, such working groups or ad-hoc task forces for the good of the SUN Movement with a specific goal of enhancing support or required response to SUN Countries' needs and after due consideration of its necessity within the Executive Committee.
2. Any member of the Executive Committee shall be able to submit a proposal to establish a Working Group or Ad-hoc task force to the Executive Committee for its consideration and decision making.
3. The Executive Committee shall decide on the duration of such working groups or ad-hoc task forces.
4. Unless the Executive Committee decides otherwise, a member of the Executive Committee shall serve as the chairperson of that Working Group or ad-hoc task force. The Chairperson of such working group or ad-hoc task force shall be elected with due regard to the expertise needed to chair that Working Group or ad-hoc task force.
5. Each Working Group or ad-hoc task force shall elect its own Vice-Chairperson if deemed necessary.
6. Each Working Group or ad-hoc task force shall appoint members with due regard to sufficient representation from SUN countries, networks, diversity, geographical representation. Members with special expertise can be co-opted by the working group or the ad-hoc task force into its membership.
7. Subject to the Terms of Reference, the Executive Committee shall determine the matters to be considered by each working group or ad-hoc task force and may authorise the Co-Chairs, upon request of the Chairperson of the Working group, to adjust the allocation of work.

Rule 16

1. A permanent task team on Finance⁴ shall be established in accordance with the Terms of Reference of the Executive Committee.

⁴ The terms of reference of the Finance Task Team were first drafted as part of the SUN Ops Group proposed recommendations to the Lead Group in September 2021 (see Annex 5) and then finalised and approved by the ExCom in December 2021 through a silent non-objection procedure. They can be found [here](#).

2. The permanent task team on Finance shall be led by the member of the Executive Committee with specialized expertise on Finance ('Finance seat') and report to the Co-Chairs on a quarterly basis.
3. The composition of the permanent task team shall include as a minimum two ExCom Members from the SUN Countries. Additional members with specialized expertise that can contribute to the deliberations of the task team can be co-opted to the membership, as deemed necessary by the membership of the task team.

XI. SECRETARIAT

Rule 17

1. The Director of the SUN Movement Secretariat (SMS), shall have responsibility to ensure sufficient Secretariat support to the Executive Committee and its working groups or ad-hoc task forces and shall also appoint a representative to serve as Secretary for the Working Groups or ad-hoc task forces.
2. In the absence of the SMS Director's position being filled, the responsibilities of the Director of the SMS, as outlined by this Rules of Procedure, will be temporarily delegated to the SUN Movement Coordinator.

Rule 18

In addition to the functions specified in the Terms of Reference, the Secretariat shall in accordance with these rules:

- a) Prepare the draft agenda for Co-Chairs' review and dissemination, ensuring any additional agenda items proposed by ExCom Members are incorporated.
- b) Arrange for interpretation at the sessions, whenever feasible within SMS time and resource constraints.
- c) Receive, translate and distribute the documents of the sessions, whenever feasible within SMS time and resource constraints.
- d) Prepare meeting summaries for approval of Co-Chairs.
- e) Publish and distribute the official documents of the sessions.
- f) Make and arrange for keeping of sound recordings and summary notes of the sessions.
- g) Arrange for the custody and preservation of the documents of the sessions for a period of 10 years; and
- h) Perform all other work that the Executive Committee may require in preparation, follow-up or during sessions.

XII. AGENDA

Rule 19

In consultation with the Coordinator and in agreement with the Co-Chairs, the Secretariat shall draft the provisional agenda of each session.

Rule 20

The provisional agenda for each session shall include, as appropriate:

- a) Items arising from the Terms of Reference, sections 1 (purpose) and 2 (roles and responsibilities);
- b) Items the inclusion of which has been decided at a previous session;
- c) Items referred to in Rule 25 of the present Rules of Procedure;
- d) Any item proposed by a member and received by the Secretariat before the provisional agenda is circulated;
- e) The proposed workplans and budgets of the SMS as well as all questions pertaining to the hosting of the SMS by UNOPS, as appropriate.

Rule 21

For each session, the provisional agenda, together with supporting documentation for decision, shall be distributed in English and whenever feasible within SMS time and resource constraints, in French and Spanish, by the Secretariat at least 14 days before the opening of the session.

Rule 22

The Secretariat shall, in agreement with the Co-Chairs, include any item which is proposed by a member and has been received by the Secretariat after the provisional agenda has been produced, but before the opening of the session, in a revised provisional agenda.

Rule 23

The Executive Committee when adopting the agenda may decide to add, delete, defer or amend items. Only items which are considered by the Executive Committee to be urgent and important may be added to the agenda, with priority given to items proposed by representatives from SUN Countries.

Rule 24

The provisional agenda for an extraordinary session shall consist only of those items proposed for consideration in the request for the holding of the extraordinary session. It shall be distributed to the members at the same time as the invitation to the extraordinary session.

Rule 25

All substantive agenda items submitted to the session impacting on the SUN relevant work plans and budgets of the GSS shall be reported to the Executive Committee with its associated administrative and financial implications.

Rule 26

All ExCom Members, including ex-officio members, Alternates, and support staff shall be included in all formal communication to members of the Executive Committee.

XIII. PARTICIPATION

An ExCom Member is deemed to have resigned if they miss two out of four sessions in a one-year period, with or without communication, unless there are extenuating circumstances. It is the responsibility of the Co-Chairs to take a final decision on the resignation and to notify the ExCom Member in writing.

XIV. CHANGE OF STATUS OR AFFILIATION

It is incumbent on any ExCom Member to inform the Co-Chairs and Secretariat of any change of status, which may include taking on a different position within the current organization, government, agency or institution, or change of affiliation to a different organization, governmental department / ministry, agency or institution, retirement, or change in the home organization's alignment with the SUN Movement, including funding if it may lead to a perceived conflict of interest. It is the responsibility of every ExCom member to proactively inform the Co-Chairs of any personal change and highlight how this change may or may not affect:

- individual willingness to continue to serve on the Executive Committee;
- ability to continue to dedicate adequate time to the Executive Committee;
- ability to convene and “reflect” points of view of region, network or area of thematic expertise from which the member originated;
- ability for home institution to continue to cover travel costs⁵;
- any factors which may adversely affect the member to carry out “ExCom functions in an impartial manner and towards the benefit of the Movement's goals.”

Based on this input, the Co-Chairs will consult with the Coordinator to determine if the ExCom Member should continue to serve on the Executive Committee and will propose a recommendation to the full membership.

XV. CONDUCT OF WORK

Rule 27

1. The Co-Chairs shall not declare a session of the Executive Committee open or permit a debate to proceed unless at least half of the ExCom Members (or their alternates) are present, representing a quorum. The presence of half of the members (or their Alternates as appropriate) of the Executive Committee shall be required for any decision to be taken.
2. In accordance with the Joint Hosting Agreement with UNOPS for the SMS, for the Executive Committee to have a quorum, UNOPS and the representative of UN Nutrition (or their approved proxy(ies)) must be represented at the meeting.

Rule 28

Written comments that are posted in the chat function during virtual meetings shall be discussed as deemed appropriate by Co-Chairs and included in the meeting documentation.

Rule 29

The Chairperson of a working group or ad-hoc task force may be accorded precedence for the purpose of explaining the conclusions arrived at by that working group or ad-hoc task force.

Rule 30

During the discussion of any matter, a full member may at any time raise a point of order which shall be decided immediately by the Co-Chair presiding the session in accordance with these rules. An ExCom member may appeal against the ruling of the Co-Chair presiding the session. The appeal shall be put to the vote immediately and the ruling shall stand unless overruled by

⁵ Cost of travel of SUN country representatives will be sustained by the SMS to the extent possible.

a majority of the members present. An ExCom member may not, in raising a point of order, speak on the substance of the matter under discussion.

Rule 31

1. ExCom Members, Co-Chairs, Alternates, Observers and invitees to the Executive Committee shall follow the Ethical Framework of the SUN Movement, including its Code of Conduct. The Code of Conduct describes the expected behaviour and ethical standards to be performed and promotes respect for diversity and inclusivity.
2. A point of order shall be raised in case a contradicting behaviour to paragraph 1 above of any ExCom Member, Co-Chair, Alternate, Observer, or other invitee occurs, and the Executive Committee shall decide upon further measures by consensus to ensure the orderly conduct in meetings.

XVI. VOTING

Rule 32

1. ExCom Members shall make every effort to reach agreement on all matters of substance by consensus. If all efforts to reach consensus have been exhausted and no agreement has been reached, the decision shall, as a last resort, be taken by a majority vote of the ExCom Members present.
2. Each ExCom Member shall have one vote, with the exception of the Co-Chairs who cannot vote and the non-voting ex-officio members.
3. Decisions of the Executive Committee on matters of procedure shall be taken by a majority vote of the ExCom members present.
4. If the question arises as to whether a matter is one of a procedural or substantive nature, the Co-Chairs presiding the session shall rule on the question. An appeal against this ruling shall be put to the vote immediately and the Co-Chair's ruling shall stand unless overruled by a majority of members present and voting.
5. If, on matters other than elections, a vote is equally divided, a second vote shall be taken. If this vote is also equally divided, the proposal shall be regarded as rejected.

Rule 33

Voting, except for elections, shall normally be by show of hands. However, if at any time, an ExCom member requests a secret ballot, that shall be the method of voting on the issue in question. The Secretariat will provide all ExCom Members or their designated Alternates with a link to an online voting platform via email.

Rule 34

After the Co-Chair presiding the session has announced the beginning of the voting, no ExCom Member shall interrupt the voting except on a point of order in connection with the actual conduct of the voting.

XVII. SELECTION PROCESS

Rule 35 - (Full Renewal Scenario)

In the event that the entire ExCom composition needs to be renewed (at the end of a two-year term for example), the renewal process should be led by an ExCom Renewal Committee in accordance with the Terms of Reference for the ExCom Full Renewal Committee attached to these rules of procedure.

Rule 36 (Limited Renewal Scenario)

1. In the event a limited number of ExCom members from SUN Movement need to be renewed or replaced, the Co-Chairs, through the SUN Movement Coordinator, shall issue a "Call for Nominations", specifying the particular criteria affiliated to the vacant seat. The Co-Chairs shall receive the nominations within a period of 14 days.
2. The Co-Chairs shall consult within the Executive Committee and in consultation with the SUN Movement Coordinator to agree which particular expertise, skills set, and other profile is needed in the Executive Committee to best complement the current membership and/or alternate profiles and to serve the Movement. Specific guidance resulting from these discussions shall be provided to the region, or other stakeholder group as part of the "Call for Nominations".
3. In regards to the event that a SUN Network seat needs to be renewed or replaced, each Network shall define an inclusive and transparent process to nominate and elect its representative and alternate within the agreed timeframe. Network seats should be filled by individuals who hold convening and decision-making authority within their Networks. A specific "Call for Nominations" within each Network shall be issued if deemed necessary by the Network. Information about the candidates shall be disclosed to the respective Network for decision-making, as well as the SMS for information.
4. Each Network shall propose up to three candidates, ranked in the order of preference, and shall provide sufficient background on the proposed candidates to facilitate deliberations in the Executive Committee. The list of candidates shall be submitted to the Co-Chairs and administered by the Secretariat of the Executive Committee. The Secretariat of the Executive Committee shall be able to request further information from the Network on the proposed candidates if deemed necessary to ensure an informed decision-making process.
5. The Executive Committee at its next ordinary session shall have a specific agenda item on the nomination of new ExCom Members and a secret ballot shall be held in session among the ExCom Member to select one ExCom Member from the list of proposed candidates.
6. The Co-Chairs shall communicate on behalf of the Executive Committee the results of the elections to the Network proposing the candidates and shall inform the candidate themselves, ask confirmation of acceptance of the role, and request the necessary documentation, including Declaration of Interest and Code of Conduct to be signed.

Rule 37

1. Representatives of the Executive Committee with no organised Network shall follow a complementary process whereas Rule 40 shall be applied as appropriate. This shall apply in particular to the following:
 - the eight seats for representatives from SUN Countries
 - the youth representative and alternate who shall be under the age of 30 years.
 - the specialized experts and alternates who shall have specific competency in Finance, Climate and Nutrition and Humanitarian Affairs respectively, with a possibility to reconsider competency profile of these expert roles and approve them in the Executive Committee accordingly.
2. The Co-Chairs, through the SUN Movement Coordinator, shall issue a “Call for Nominations” when seats within the Executive Committee membership are vacant, specifying the particular criteria affiliated to the vacant seat. This call shall be disseminated as widely as possible within the Movement actors, in particular to all Regions, Networks and other stakeholder groups—on the website of the SMS, and through any other channels as appropriate and with the furthest outreach possible within the SUN Movement.
3. A Nomination Committee shall be established on a temporary basis and solely for the purpose of electing the members as outlined in paragraph 1 of this Rule. The Nomination Committee shall consist of three members, with a minimum of one ExCom Member from SUN Countries, to receive the nominations for the vacant seats within a period of 14 days.
4. The Nomination Committee shall set up a list of criteria, in accordance with the “Call for Nominations”, against which the candidates shall be assessed. A short list of three candidates, ranked in the order of preference, shall be submitted to the Executive Committee for decision making following the procedures in Rule 36.
5. The Nomination Committee shall be dissolved once the candidate(s) are proposed to the Executive Committee, the results announced, and the candidates have accepted their membership.

Rule 38

The ExCom members shall consider all nominations for membership in accordance with already established procedures and the Co-Chairs shall send the names of the nominated ExCom Members to the Lead Group through the Lead Group Chair for approval.

XVIII. CONFLICT OF INTEREST

Rule 39

ExCom Members, the Co-Chairs and the Coordinator will recuse themselves from discussions and where applicable, abstain from any voting procedure where there is a potential conflict of interest that might inappropriately influence the Executive Committee's decisions. The recusal or abstention may be initiated by the relevant ExCom Member, or by the Co-Chairs.

XIX. 360 DEGREE ACCOUNTABILITY⁶

Rule 40

1. The performance of the Executive Committee shall be assessed within the parameters of a 360-degree accountability framework, based on, among others, mutual and shared accountability, feedback mechanisms, and self-assessment surveys, as outlined in the Accountability Framework⁷ and in accordance with its mandate and role as outlined in the Terms of Reference.
2. ExCom Members, the Co-Chairs, and the SUN Movement Coordinator as ex-officio member of the Executive Committee shall, among others, be assessed as follows:
 - (a) The ExCom Members assess the Co-Chairs in their role as Co-Chairs on an annual basis.
 - (b) The ExCom Members, including the Co-Chairs and the SUN Movement Coordinator, assess themselves through a self-assessment process, and assess each other.
3. The Co-Chairs shall provide feedback annually to the Lead Group on the performance of the Executive Committee and the SUN Movement Coordinator as part of the Executive Committee's guiding role with regards to the Coordinator.
4. The Coordinator shall provide annual feedback to the Lead Group on the performance of the Executive Committee.
5. The Executive Committee shall receive feedback from the Lead Group on its own performance.
6. The Executive Committee shall provide annual feedback on the support they provided to SUN Government Focal Points / Country Coordinators in achieving the national nutrition goals.
7. Other accountability mechanisms, such as the Joint Annual Assessment, the Networks performance review mechanisms, or other performance reviews, shall be considered complementary and are carried out for a different purpose.
8. In case of non-performance of an ExCom Member, including the Co-Chairs, a conversation shall be sought confidentially with the concerned member or Co-Chair to find the best solution forward by a designated ExCom Member or any other person deemed appropriate⁸.

⁶ The rules related to this section should be reviewed in light of the findings of the 2024 external evaluation of the SUN Movement to assess their feasibility and value in ensuring accountability across all parts of the Movement.

⁷ In September 2022, the ExCom adopted the MAF implementation plan and agreed that the pilot phase will be rolled out with results presented to the ExCom in 2023 (see [here](#)).

⁸ SUN Movement may consider having a "person of confidence".

XX. LANGUAGES

Rule 41

1. The working language of the Executive Committee shall be English, with French and Spanish interpretation and translation provided whenever feasible within SMS time and resource constraints.
2. Official documents of the sessions shall be drawn up in the working language and translated into French and Spanish if received 20 days in advance and whenever feasible within SMS time and resource constraints. If received within a shorter time frame, documentation shall be provided in English without translations.

XXI. SOUND RECORDS OF THE SESSIONS

Rule 42

1. Sessions of the Executive Committee shall be recorded for the purpose of documenting the proceedings.
2. Sound records of the sessions of the Executive Committee shall be kept by the Secretariat for a period of ten years.
3. Summary notes of the sessions of the Executive Committee shall be prepared by the Secretariat, submitted to the Co-Chairs for approval and thereafter published on the public website of the SUN Movement.

XXII. AMENDMENTS TO THE RULES OF PROCEDURE

Rule 43

1. Minor changes to these Rules of Procedure may be amended by consensus by the Executive Committee. Any substantive or strategic changes to these Rules of Procedure shall require approval of the Lead Group or if in doubt of the nature of the change approval of the Lead Group shall be required.
2. Paragraph 1 of this rule shall likewise apply in case the Executive Committee deletes an existing rule of procedure or adopts a new rule of procedure.

XXIII. OVERRIDING AUTHORITY

Rule 44

1. In the event of any conflict between any provision of these Rules and any provision of the Terms of Reference, the Terms of Reference shall prevail.
2. In case of conflict within the Executive Committee, the Lead Group is the overriding authority in decision-making.

ANNEX II: Terms of Reference SUN ExCom Full Renewal Committee

Approved by the SUN Movement Lead Group on 12 April 2024

Preamble

These Terms of Reference (TOR) of the **ExCom Full Renewal Committee (FRC)**, as established by the SUN Movement Secretariat (SMS), in consultation with the Executive Committee, and approved by the SUN Movement Lead Group Chair, shall be followed when the entire composition of the ExCom membership needs to be renewed under section XV. Rule 39 of the Rules of Procedures of the Executive Committee (the ExCom ROP). They build on the Terms of the Reference of the Executive Committee (the ExCom TOR) and the ExCom ROP and are meant to complement the ExCom TOR and ROP.

1. Role of the FRC

The FRC shall focus on two key tasks:

- a) Review and endorse any proposed changes to the ExCom TOR and ROP prior to the full renewal of the ExCom Members.
- b) Oversee the renewal of the composition of the ExCom membership to ensure that: a) the renewal process is done in accordance with the ExCom TOR, the ExCom ROP and these TORs; b) ensure that the new ExCom Members are selected according to an inclusive and transparent process and are qualified and skilled individuals capable of and committed to providing effective governance leadership to the SUN Movement; and c) safeguard an appropriate balance between key stakeholder groups and constituencies.

2. Composition

The FRC shall consist of six to eight persons selected as follows:

- up to four members of the Lead Group (nominated by the Lead Group Chair),
- the SUN Movement Coordinator, and
- up to three members of the ExCom who are not eligible and without intention to apply for renewal, including one of the Co-Chairs and where possible a representative from a SUN Country.

The FRC will be supported by the Governance Team of the SMS. In case any member of the FRC is interested in being nominated or wants to apply as an ExCom Member, he or she shall resign from FRC and shall be replaced accordingly. Observers are welcome to follow the proceedings of the FRC to ensure a transparent process.

3. Responsibilities of the FRC

The SUN Coordinator and the ExCom Members sitting on the FRC, with the support of the SMS Governance Team⁹, will be responsible for the preparation work for any proposed changes to the ExCom TOR and ROP, as well as the nomination of the new ExCom Members.

The preparation work for the nomination of the new ExCom members will include:

- Drafting the criteria for the new ExCom Members in line with the ExCom TOR and ROP;

⁹ The SMS has a facilitating and administrative role without decision making authority.

- Issuing an open call for nominations for the new ExCom members to all SUN Movement stakeholders, including through the SUN Movement's website, email lists and social media, and through SUN networks' outreach and other means as appropriate;
- Soliciting proposals of up to three candidates from each SUN Network, ensuring adequate decision-making and convening authority.
- Liaising with nominees as necessary to ensure names from the proposed list match established criteria and the networks' own decision-making processes;
- Ensure diversity of the ExCom membership (gender, age, professional backgrounds, organizational affiliations, technical and political representation);
- Soliciting proposals of up to three candidates for each of the eight country-based seats, the youth seat and the three specialized expert seats according to the criteria and procedures for nominations;
- Communicating directly with proposed candidates to discuss the roles, responsibilities and what is expected from ExCom Members, as appropriate and needed;
- Proposing a list of potential candidates to the FRC Lead Group members, together with the appropriate documentation for their consideration, for their review and endorsement;
- Submitting a list of the endorsed candidates with supporting documentation to the FRC and broader Lead Group as required for further review and endorsement.

The Lead Group Members sitting on the FRC will be responsible for reviewing and endorsing the proposed revisions to the ExCom TOR and ROP, as well as the proposed new ExCom Members before their endorsement by the broader Lead Group.

The responsibilities of the FRC Lead Group Members will include:

- Reviewing the shortlist of proposed candidates:
 - Carefully consider the composition of the renewed Executive Committee against the established criteria by ensuring:
 - balance between the different stakeholder groups;
 - adequate diversity in relation to gender, age, professional backgrounds and organizational affiliation;
 - ability and commitment of nominees to represent their own region, network or stakeholder group and to convene and represent their wider stakeholder group;
 - if possible, renewal of 20-30% of individuals to ensure a degree of continuity and institutional memory.
 - Provide guidance in case of disagreement on the shortlisted candidates on how to proceed.
- Selecting a final list of 16 ExCom candidates to present to the Lead Group Chair for endorsement as required by the ExCom TOR and ROP.

The FRC Lead Group Members will abstain from decision-making within the Lead Group endorsement process to avoid any conflict of interest.

The FRC Lead Group members' engagement is envisioned to provide guidance, good quality assurance and challenge constructively the preparatory work as needed.

The FRC Lead Group will receive preparatory documents to review in advance of their deliberations. They will be then asked to join a virtual meeting to discuss and agree among themselves the final options for the proposed Executive Committee composition before submitting for endorsement/decision to the entire Lead Group.

4. Term

Members of the FRC shall serve on the FRC during a limited period, for the sole purpose of ensuring the renewal of the Executive Committee. Once the Executive Committee has been renewed, the FRC shall be dissolved.

5. Chairperson

The Chairperson of the FRC shall be appointed among the members of the FRC Lead Group Members at its first meeting.

6. Conduct of Work

- 6.1 In accordance with the ExCom TOR, the FRC members shall work together as a team with global reach, in a trusting and transparent manner and in a voluntary capacity. The FRC members shall uphold the values and ethical standards of the SUN Movement and are committed to the implementation of SUN 3.0.
- 6.2 The FRC shall meet virtually as required. The FRC will conduct its business with open and respectful dialogue.
- 6.3 The FRC shall work with a majority quorum among the FRC Members from the Lead Group, i.e. half of the FRC Members from the Lead Group + 1, and decision-making takes place by consensus among the FRC Lead Group members.
- 6.4 The FRC will report to the FRC Lead Group members as necessary and all proceedings, focusing on decisions, shall be kept by the SMS.

7. Timeline

The SMS shall prepare a timeline for the ExCom renewal process for the review and approval of the FRC at its first meeting.

For more information:
www.scalingupnutrition.org

