PRME Regional Chapter MENA

Guidelines for Governance

June 2022
MENA Principles for Responsible Management Education

Guidelines for Governance

1.0 Background

The PRME Middle East and North Africa, or PRME Chapter MENA, was initially discussed at the 1st PRME MENA Regional Forum in 2011, hosted by the American University in Cairo School of Business (Egypt). In 2012, it was officially endorsed by participants at the 2nd PRME MENA Regional Forum, organised by USEK (Lebanon). Several MENA based signatories of UN-backed PRME made contact and met to explore the value and possible function of a MENA Chapter as part of the Global Compact’s PRME approach of establishing regional Chapters. The PRME Chapter MENA became formally established following the 4th PRME MENA Regional Forum, “Regional and Local Challenges for Responsible Management Education,” which took place at ESCA School of Management, in Casablanca, Morocco in November 2014.

A Provisional Committee has been formed in September 2021 to revitalise the PRME Middle East and North Africa - MENA Chapter. The Foundation Meeting for the regional PRME Chapter MENA was held on June 2022 virtually. Delegates of PRME signatory business and management schools from across the MENA came together to agree on the Bylaws and Steering Committee members. This document creates the constitution and sets out the basis upon which the MENA Chapter of UN-backed PRME will operate. It affirms its Purpose, Key Objectives, Key Principles and Governance and Management. As institutions of higher education involved in the development of current and future managers, and as members of the MENA Chapter we declare willingness to progress in the implementation, within institutions, of the following Principles, starting with those that are more relevant to our capacities and mission. We will report on progress to all our stakeholders and exchange effective practices related to these principles with other academic institutions:

Principle 1 | Purpose: We will develop the capabilities of students to be future generators of sustainable value for business and society at large and to work for an inclusive and sustainable global economy.

Principle 2 | Values: We will incorporate into our academic activities, curricula, and organisational practices the values of global social responsibility as portrayed in international initiatives such as the United Nations Global Compact.

Principle 3 | Method: We will create educational frameworks, materials, processes and environments that enable effective learning experiences for responsible leadership.

Principle 4 | Research: We will engage in conceptual and empirical research that advances our understanding about the role, dynamics, and impact of corporations in the creation of sustainable social, environmental and economic value.

Principle 5 | Partnership: We will interact with managers of business corporations to extend our knowledge of their challenges in meeting social and environmental responsibilities and to explore jointly effective approaches to meeting these challenges.

Principle 6 | Dialogue: We will facilitate and support dialog and debate among educators, students, business, government, consumers, media, civil society organisations and other interested groups and stakeholders on critical issues related to global social responsibility and sustainability.
These Principles (UN-backed PRME) should be placed in the context of the wider Global Compact which was launched in 2000 by the Secretary General of the United Nations, Kofi Annan, to harness the power of collective action in the promotion of responsible corporate citizenship. The Compact provides a framework of 10 principles within which companies are invited to manage their operations:

**Human Rights**

**Principle 1:** Businesses should support and respect the protection of internationally proclaimed human rights; and

**Principle 2:** make sure that they are not complicit in human rights abuses.

**Labour**

**Principle 3:** Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;

**Principle 4:** the elimination of all forms of forced and compulsory labour;

**Principle 5:** the effective abolition of child labour; and

**Principle 6:** the elimination of discrimination in respect of employment and occupation.

**Environment**

**Principle 7:** Businesses should support a precautionary approach to environmental challenges;

**Principle 8:** undertake initiatives to promote greater environmental responsibility; and

**Principle 9:** encourage the development and diffusion of environmentally friendly technologies.

**Anti-Corruption**

**Principle 10:** Businesses should work against corruption in all its forms, including extortion and bribery
Business and management schools as well as other management-related higher education institutions play a key role in shaping the mindsets and skills of future leaders and can be powerful drivers of corporate sustainability.

**PRME Vision**

PRME's vision is to realise the Sustainable Development Goals through responsible management education.

**PRME Mission**

Our mission is to transform business and management education and develop the responsible leaders of tomorrow.
2.0 Principles and Objectives

The MENA Chapter is a member-based organisation that serves as a focal point of coordination and communication for the MENA based signatories of the UN-backed PRME.

2.1 Key Principles

The activities of the MENA Chapter will take place within the following framework:

- It will work within the principles set out in the Memorandum of Understanding (MoU) between the PRME Secretariat and PRME Chapter MENA available [LINK](#);
- It will operate in accordance with the UN PRME Vision and Mission available [here](#);
- It will be an initiative led by the signatories to PRME;
- It will be the collective action of those signatories of the UN-backed PRME that are committed to playing an active part in achieving the objectives of the MENA Chapter;
- It will engage with other business associations, government, and civil society organisations and other PRME Chapters as well as Global Compact Local Networks in the promotion of the UN-backed PRME.

2.2 Key Objectives

The objectives of the Chapter are:

- To provide MENA signatories of the UN-backed PRME with a forum to consider and advance the Principles and issues of mutual interest and concern;
- To enable signatories to share and exchange practice and experience;
- To provide input to the Global Compact Office and Global Compact Local Networks on its future development and activity;
- To promote the UN PRME throughout the MENA business school community;
- To promote the UN PRME Initiative by advancing the Principles of Responsible Management Education and the United Nations Sustainable Development Goals (SDGs);
- To incorporate into our academic activities, curricula, and organisational practices the values of global social responsibility as portrayed in international initiatives such as the United Nations Global Compact.
- To support MENA PRME Signatories with production and development of UN PRME SIP reports;
- To support MENA PRME Signatories through appropriate consultancy, training and development activities designed to assist them in advancing PRME principles and the SDGs within their institutions;
- To develop strong and sustainable partnerships with appropriate external organisations and institutions;

2.3 To oversee the Steering committee and the annual MENA PRME Conference and AGM Annual General Meeting

- The Annual General Meeting (AGM) of the MENA Chapter shall be held every year normally during the Annual Conference, and shall be called at least four weeks prior to the date of the AGM;
- An Extraordinary General Meeting (EGM) may be held at the request of at least 25% of the members, who shall write to the Secretary with their names and specify the motion on which a vote should be taken. Members are to be given at least four weeks’ notice of any EGM;
The Day-to-Day business of the Chapter will be conducted by the Chair and the Steering Committee (SC), consisting of the Chair, Vice Chair, Secretary, Treasurer and Committee members;

The quorum for any AGM or EGM shall be as follows: for an election of an Officer requiring a simple majority, and for any decisions put to the vote requiring a simple majority, the quorum shall be representatives of 25% of the members, of which at least a third should be members of the Steering Committee.

2.4 Obligations on Signatories

To maintain good standing in the Chapter, members must fulfil the following obligations:

- Members are institutions that are signatories of the UN backed PRME based in the MENA that agree to participate in the MENA Chapter;
- Members should maintain their standing as an “active” participant in the UN-backed PRME as defined by the UN; this includes, but is not limited to, the timely submission of a Sharing Information on Progress (SIP) compliant with PRME rules. Any members that are in default of these obligations may have their membership suspended by the SC;
- Members should pay the appropriate fee, as determined by the SC, for participation in the MENA Chapter;
- Annual signatories fees are payable on April 1st of each year. Any members in default of this payment for longer than 8 weeks may have their Membership suspended by the SC until the payment is made.

3.0 Steering Committee Terms of Reference

3.1 Purpose

The Steering Committee of the MENA PRME Chapter is the main governance body of the Chapter. The role of the SC is to provide strategic leadership of the MENA Chapter in the interests of all MENA Chapter Signatories. Steering Committee members are expected to be employed by Advanced Signatories of the PRME initiative and have the expertise and time to contribute to the strategic development of the MENA Chapter.

3.2 Objectives

The SC is responsible for planning, coordinating and providing appropriate support and activities to further the aims of the UN PRME Initiative. Its primary functions will include:

- Provide strategic advice to the MENA PRME Chapter;
- Appoint, manage and evaluate the work of the Chapter Secretariat;
- Develop, review and approve the Chapter’s strategy on a 3-year rolling basis;
- Review and approve the annual budget, expenditure, and key objectives;
- Promote both the MENA PRME Chapter and UN PRME Initiative within signatory networks and daily activities;
- Ensure that governance principles and rules are properly applied;
- Organise the AGM or EGM in a way to maximise stakeholder engagement;
- Serve as ambassadors for the MENA PRME Chapter and contribute to advocacy efforts including through appropriate public opportunities (conferences, social media etc.).
Hold formal meetings no less than four times annually, some of which may be virtual in nature rather than face to face;

Exhibit impeccable moral character with a strong commitment to the core values of the UN (Integrity, Professionalism, Respect for Diversity);

SC members will always exercise independent judgement in the performance of office without any regard to any connection they may have with any signatory, person or organisation.

3.3 Composition of the Steering Committee

The SC will consist of up to 11 (or other such number as seems appropriate from time to time) members drawn from signatory organisations but requires a quorum of one third of members to make decisions.

The MENA PRME Chapter is committed to diversity principles and will take appropriate measures to ensure equality and equity of representation;

A fair geographic distribution will also be sought to represent the broad spectrum of signatories across all nations and regions of MENA;

SC members are expected to be employees of MENA PRME member organisations;

SC members are expected to have a deep understanding of the UN PRME Initiative and its Principles and are expected to commit to actively participate in the activities of the MENA Chapter;

Members of the SC act in an honorary and unpaid capacity;

At the discretion of the SC, additional ex-officio members may be co-opted to join the SC at any time. In this case, their continuing service will be ratified at the next AGM.

3.4 Steering Committee Nominations Criteria

Where vacancies arise on the SC nominations will be sought applying the following principles:

Nominations for SC membership will be processed by the SC;

The SC will then draw up a balanced shortlist for all open positions to ensure that the SC has the appropriate mix of skills, experience and diversity following which nominees will be presented for election at the AGM;

As evidence of expertise and experience, SC nominees would normally be expected to show a track record of involvement in Chapter working groups or projects over at least 12 months

SC members are appointed for a 2 year term, and at the end of their term may stand for re-election. SC members will usually serve for a maximum of 2 terms but may be invited to stand for a third term at the request of the SC;

Ex officio co-opted membership and continuation is subject to ratification at the AGM.

3.5 Steering Committee Office Holders

The SC will allocate officers to key roles within the committee including, but not limited to:

Chapter Chair
Chapter Vice-Chair
Chapter Secretary
Chapter Treasurer

The SC may create additional officer roles from time-to-time following consultation with committee members and agreement via a simple majority vote.
3.6 Temporary Taskforces
Temporary taskforces may be established by the SC to address specific tasks or issues and may be made up from Signatory institutions but also from external partner organisations, under the following principles:

- The SC will provide direction and guidance to the Taskforce subcommittees by issuing a Terms of Reference (ToR)
- The SC may each nominate officers to lead and/or participate in working groups
- Non-member organisations may participate in Taskforce subcommittees at the invitation of the SC.
- Taskforce subcommittees are normally accountable to the SC

3.7 Steering Committee Member Conduct
- A member of the Steering Committee may be removed before the expiration of his/her term of office only in exceptional circumstances;
- Examples of breach of commitment or misconduct may include (but are not limited to):
  - being absent without consent of the SC from all meetings of the SC held during a period of 9 months, or three (3) consecutive meetings;
  - Has an on-going and material conflict of interest, which cannot be managed or resolved by the normal conflict of interest processes and procedures agreed by the Steering Committee;
  - Is found to have brought the Chapter into disrepute;
- In the event of a breach of a SC member’s commitment or other misconduct the SC may ask a member to step down if a simple majority of SC members agree this should be the case;
- If SC members no longer meet the qualification for membership (e.g. they are no longer employed by a MENA PRME Signatory organisation) they may remain on the SC until the following AGM.

3.8 Termination of Office
- Any SC member may resign their office by written notice to the Chapter Secretary;
- Termination of office follows if any SC member is declared by the SC to have failed to fulfil or be incapable of fulfilling their proper functions as Chair, and/or have brought the Chapter into disrepute in line with guidance in section 3.7 and the SC Member Code of Conduct.

4.0 Chair Terms of Reference
The Chair of the MENA PRME Chapter is responsible for the leadership and facilitation of SC activities and performing a key strategic leadership and representation role for the Chapter.

4.1 Roles and Responsibilities
- Ensuring the SC provides vision and leadership for the Chapter;
- Chairing SC meetings and directing SC discussions to effectively use the time available to address issues facing the Chapter;
- Leading direction and oversight of the work of the Chapter Secretariat;
- Setting the SC agenda in partnership with the SC, and ensuring adequate time is available for discussion on all agenda items;
Chair will agree a set of responsibilities with each SC member and would hold at least an annual meeting with them to review the fulfilment of such;

- The promotion of a culture of openness and debate by facilitating the effective contribution of all SC members;
- Ensuring the SC adopts a prompt and constructive approach to decision making;
- Monitor progress towards the timely and effective achievement and implementation of the objectives, policies and strategies set by the SC;
- Ensure effective communication with Signatories on SC matters;
- Reporting on MENA PRME strategy through annual report and other communications;
- Chairing the AGM including reporting to signatories on work undertaken by the SC since the previous AGM;
- Oversight of responses to communications from Signatories to the SC;
- Oversee and ensure ongoing strong relationships and engagement with Signatories;
- Oversee and build relationships with other potential signatories and other key stakeholder organisations;
- Ensure appropriate representation of the MENA PRME Chapter in the public domain through appropriate outreach activities;
- Act as the primary contact with other UN partner organisations on SC matters.

4.2 Appointment of the Chair

- To be eligible to be nominated by members of the SC to be the Chair, an individual must have been a member of the SC for at least 12 months;
- The Chair will be appointed by the SC and must have their appointment as Chair ratified by approval of a simple majority of members present during the next appropriate AGM.

4.3 Term of Office

- The Chair will be appointed for a non-renewable term of two (2) years following which he or she will cease to serve as the Chair but may continue as a member of the SC.

5.0 Periodic Review of the Governance Document

The Guidelines for Governance will be amended by decision of the SC Members and fully reviewed every five years, or when the Steering Committee deems that circumstances require it.