



ARISE - PHILIPPINES TERMS OF REFERENCE

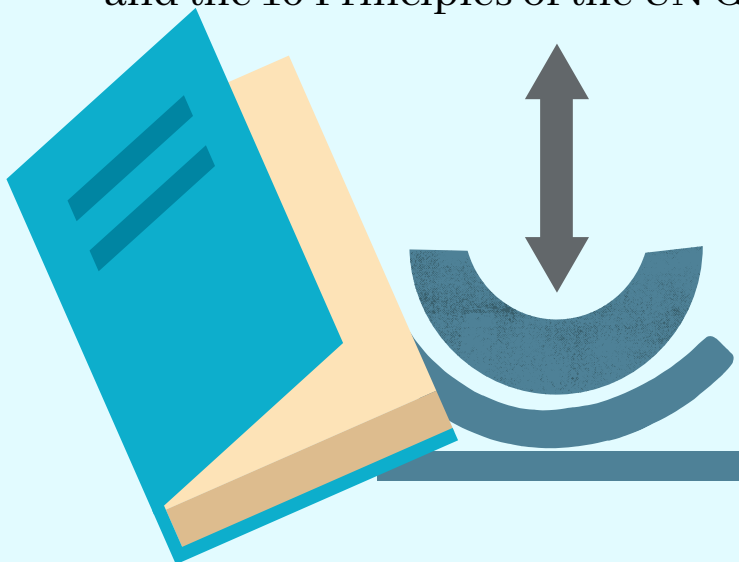
UNITED NATIONS DISASTER RISK REDUCTION
PRIVATE SECTOR ALLIANCE FOR DISASTER RESILIENT SOCIETIES (ARISE)

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I. PURPOSE

These Terms of Reference (TOR), upon approval of the UNDRR Regional Office, shall be the fundamental document to convoke, organize, govern, and guide the operations and conduct of ARISE-Philippines, which is a Private Sector Alliance for Disaster Resilient Societies composed of a network of private sector entities, and the national network of the UNDRR ARISE in the Philippines. These TOR are likewise in accord with and shall be compliant with the UNDRR ARISE Terms of Reference, particularly with regard to its applicable and relevant provisions that may not have been included in the provisions of these TOR. By agreeing to and continuing to be a member of ARISE-Philippines, members shall abide by the provisions of these TOR and voluntarily commit to support and implement the Sendai Framework, aligned with the 2030 Agenda for Sustainable Development and its Sustainable Development Goals (SDGs), Paris Climate Agreement, New Urban Agenda and Agenda for Humanity. ARISE-Philippines members shall likewise adhere to the ARISE Five Commitments, the ARISE Guiding Principles, and the 10 Principles of the UN Global Compact.



II. MISSION

The mission of ARISE Philippines shall be in accord with the mission of UNDRR ARISE that is “To create risk-resilient societies by energising the private sector in collaboration with the public sector and other stakeholders to achieve the outcome and goal of the Sendai Framework in a transparent and inclusive way that delivers local and measurable impact.”



III. OBJECTIVES

ARISE Philippines shall bring together private sector companies in the Philippines for the purpose of implementing the Sendai Framework and building resilient societies by changing the behaviors of stakeholders from the public and private sector in the country through the conduct of specific activities, programs and projects, consistent with ARISE policies, goals and objectives. With the private sector acting as the catalyst and a critical partner, ARISE Philippines members shall focus on risk-informed business investment in order to achieve coherent approaches to the reduction of disaster and climate risks for sustainable development and long-term economic growth.



IV. ACTIVITIES

A. The Five Commitments of ARISE:

The activities of ARISE-Philippines must be aligned with the five commitments of ARISE:



1. Raise Awareness: Awareness raising with respect to disaster risk and mobilization of the private sector;



2. Influence: Exercising influence in respective spheres of expertise;



3. Share Knowledge: Share knowledge, experience and good practices amongst the private sector;



4. Catalyse: Be a catalyst to generate strategy, innovation and collaboration;



5. Implement: Implement projects and activities to achieve the targets of the Sendai Framework.

B. ARISE - Philippines Activities:

Specifically, ARISE - Philippines will:

1. Engage with the public sector and other stakeholders in the Philippines regarding implementation of the Sendai Framework
2. Recruit private sector companies in the Philippines to join ARISE and/or support disaster risk reduction initiatives and best practices
3. Develop and implement projects and programs in the Philippines consistent with the Sendai Framework, such as studies, research, education, communications, conferences, symposia, which will lead to building resilience for the members of ARISE-Philippines
4. Represent ARISE at Country meetings and events
5. Engage industry associations in the Philippines to effect the goals of the Sendai Framework
6. Support annual celebrations of the International Day for Disaster Risk Reduction (13 October) and World Tsunami Awareness Day (05 November)
7. Promote the use of existing instruments and tools such as the UNDRR Disaster Resilience Scorecard for Cities and support the development of new tools, guidance and capacity building initiatives for risk-informed business development



C. In exercise of the activities, ARISE-Philippines will:

1. hold an Annual General Body Meeting and such other meetings, as necessary, invite UNDRR representation to these meetings; develop and submit meeting reports;
2. record keeping/reporting to UNDRR-ROAP, including 1) annual ARISE Philippines activity report, and 2) record all financial transactions;
3. connecting prospective new members to UNDRR-ROAP and guiding them through application process; and
4. maintaining membership records, including biannual provision of updated membership lists



V. STRUCTURE AND OFFICERS, PROCEDURES AND REPORTS

A. Structure and Officers

ARISE is a UNDRR-led network of private sector entities, whose members voluntarily commit to align with the Sendai Framework. ARISE members share information, experience, activities, and projects, while the level of involvement and resources is at the discretion of each member. Most activities and interactions are accomplished on a local and regional level, and ARISE is structured accordingly. ARISE - Philippines is the local network based in the Philippines under the monitoring and supervision of ARISE Asia Pacific.

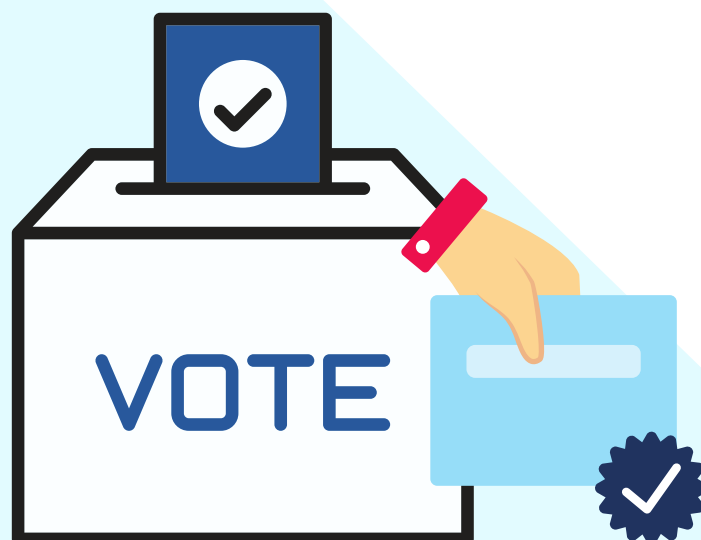


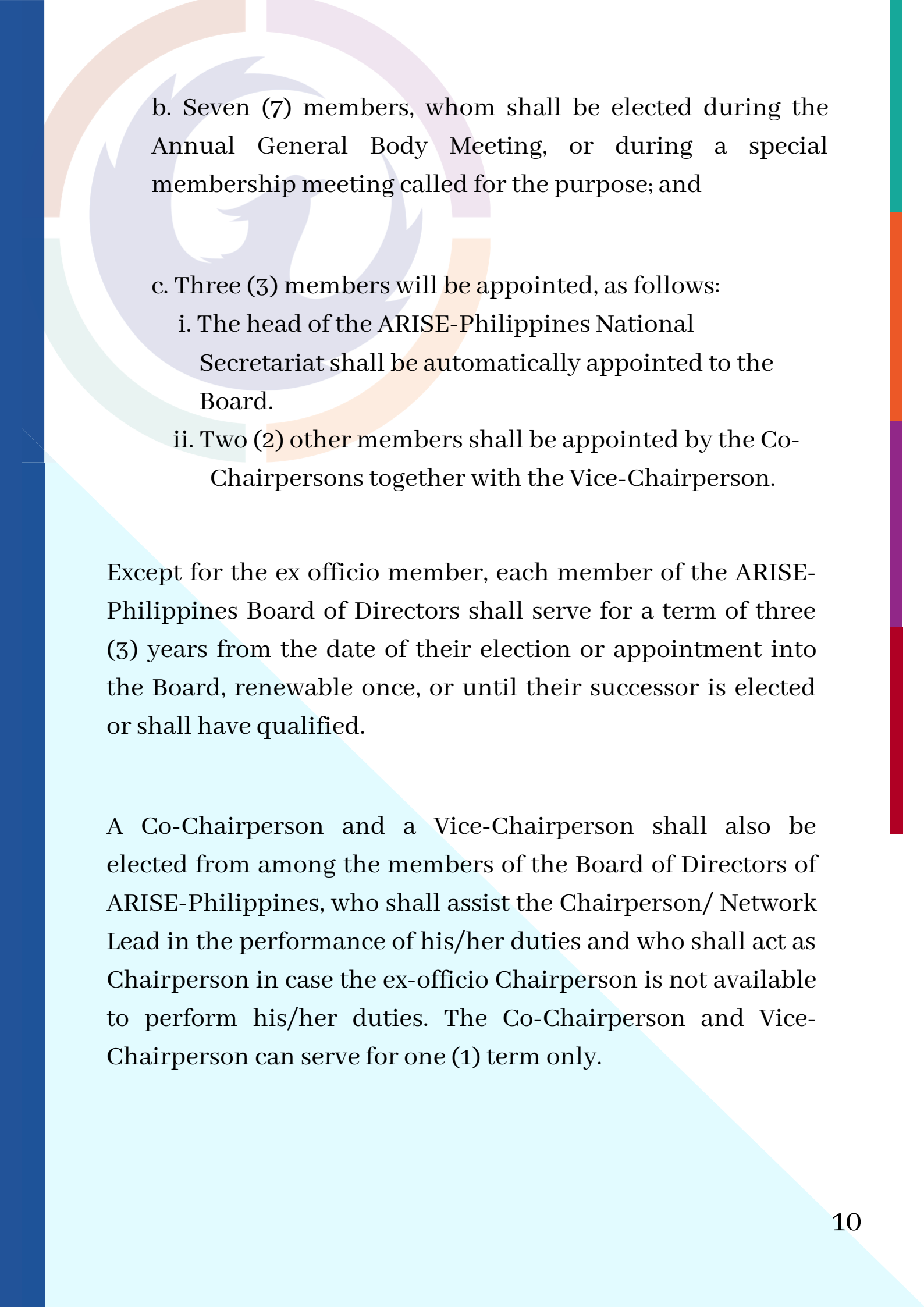
ARISE-Philippines shall have the following officers to be elected or appointed under such terms, have the following functions, and shall be subject to such qualifications provided below:

1. ARISE-Philippines Board of Directors

ARISE-Philippines shall have a Board of Directors composed of eleven (11) members, to wit:

- a. The former or current ARISE International Board Member from the Philippines, who shall serve as the permanent ex-officio member and Co- Chairperson of the ARISE-Philippines Board of Directors. He shall have voting rights. The ex-officio Chairperson shall also be the ARISE-Philippines Network Lead. In the event that there will be 2 or more current or former ARISE International Board Members from the Philippines, said members shall nominate their representative to the ARISE – Philippines Board.

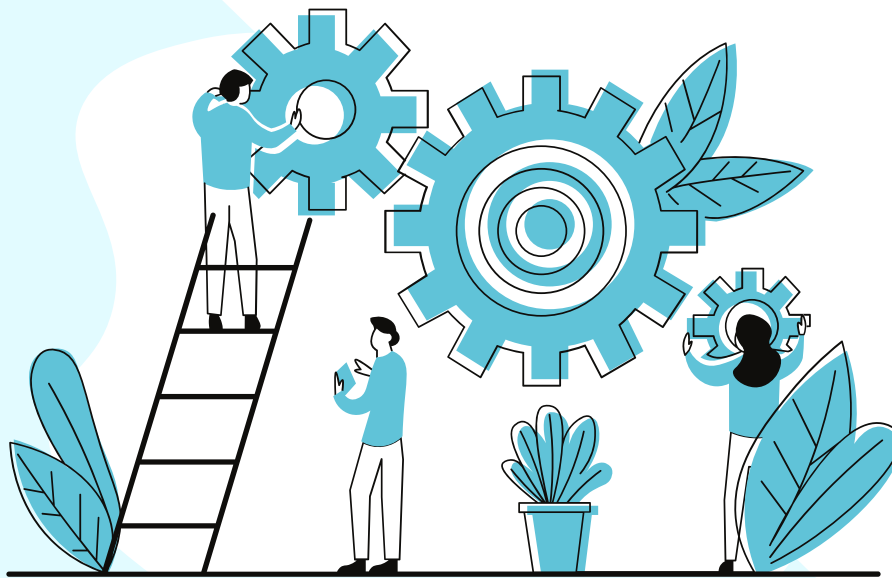


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- b. Seven (7) members, whom shall be elected during the Annual General Body Meeting, or during a special membership meeting called for the purpose; and
 - c. Three (3) members will be appointed, as follows:
 - i. The head of the ARISE-Philippines National Secretariat shall be automatically appointed to the Board.
 - ii. Two (2) other members shall be appointed by the Co-Chairpersons together with the Vice-Chairperson.

Except for the ex officio member, each member of the ARISE-Philippines Board of Directors shall serve for a term of three (3) years from the date of their election or appointment into the Board, renewable once, or until their successor is elected or shall have qualified.

A Co-Chairperson and a Vice-Chairperson shall also be elected from among the members of the Board of Directors of ARISE-Philippines, who shall assist the Chairperson/ Network Lead in the performance of his/her duties and who shall act as Chairperson in case the ex-officio Chairperson is not available to perform his/her duties. The Co-Chairperson and Vice-Chairperson can serve for one (1) term only.

The ARISE-Philippines Board of Directors shall hold at least two (2) meetings per year, one of which shall be for purposes of strategic planning to finalize its goals for the current or succeeding year and the other for the confirmation and finalization of reports on the achievement of such goals and for election or appointment of officers. One of these meetings can be convened concurrently with the Annual General Body Meeting.



2. ARISE-Philippines Network Lead

The ARISE-Philippines Network Lead is authorized to represent ARISE-Philippines before and sign the agreement with UNDRR. He or she is responsible for regular communication with the UNDRR-ROAP, including, among others, work plan, submission of membership lists, development and submission of annual reports, invitation of UNDRR to formal meetings of ARISE-Philippines.



3. ARISE-Philippines Treasurer

The ARISE-Philippines Treasurer shall be elected by majority of the Board of Directors from its members at the organization meeting of the Board to be conducted after the Annual General Membership Meeting.

The ARISE-Philippines Treasurer shall be responsible for accounting for and reporting of ARISE-Philippines' activities and contributions to its members and, as required, to the UNDRR-ROAP.



4. ARISE-Philippines Secretariat

The ARISE-Philippines Secretariat shall prepare reports, record minutes of meetings, conferences and events, and shall assist the ARISE-Philippines Network Lead in maintaining and updating the membership book and in any such manner as may be determined by the latter.

The head of the ARISE-Philippines Secretariat shall also serve as a member of the Board of Directors of the ARISE-Philippines, in accordance with the provisions of this TOR.

B. Procedures

ARISE-Philippines shall hold regular meetings with its members. The UNDRR-ROAP Chief shall be invited to all such meetings to be held by ARISE-Philippines. Written notice of regular meetings must be sent to all members of record at least four (4) weeks prior to the meeting and at least two (2) weeks' written [CB1] notice must be sent to all members prior to a special meeting.

Every 3rd Tuesday of February, the members must convene to conduct its Annual General Body Meeting wherein, among other activities as the ARISE-Philippines leadership may determine, the members must:



1. Elect the ARISE-Philippines Board of Directors every three (3) years starting from the date of the first Annual General Membership Meeting;



2. Prepare and circulate an AGM report to all members following the meeting;



3. Review and approve the annual report of activities and results prior to submission to the UNDRR Regional Office;



4. Discuss ideas on how to improve the organization and operation of ARISE-Philippines towards achieving its goals; and



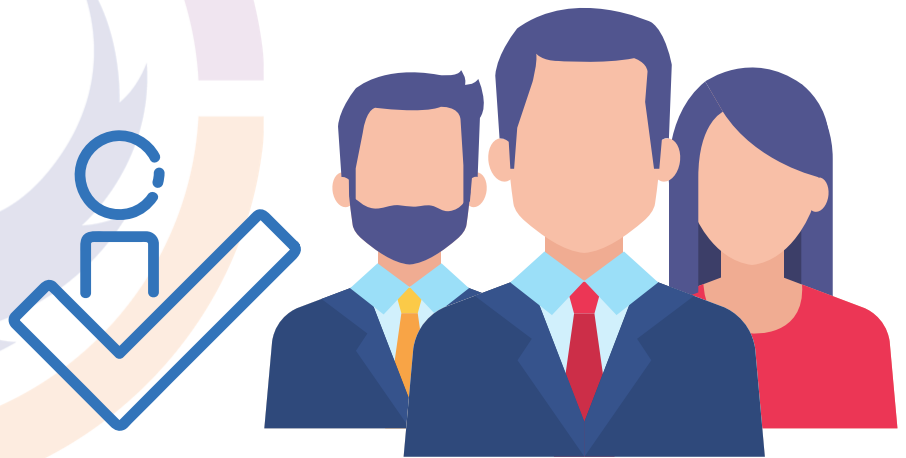
5. Introduce and swear in new members admitted in accordance with Section V hereof.

A majority of all the members of record shall constitute a quorum to make any decisions of ARISE-Philippines, including the approval of additional initiatives and any action plans, which decisions shall be made with a majority vote of all members constituting the quorum.

C. Required Reports

ARISE-Philippines must issue an annual report of activities and results to UNDRR-ROAP, which report shall have been presented and approved during the Annual General Body Meeting every 3rd Tuesday of February. Additionally, the Board will prepare and circulate an AGM report to all members following the meeting.

VI. MEMBERSHIP



All ARISE Members are subject to screening prior to joining ARISE through a due diligence process undertaken by UNDRR in accordance with the ARISE Terms of Reference 2019-21 upon submission of the Membership Application Form, commitment statement and proof of legal registration from each applicant company. Upon clearance by UNDRR, members will receive an official welcome letter.

ARISE-Philippines is open to all private sector entities, including large listed multinationals to SMEs, as well as business associations and networks and private sector foundations.

Aligned with 10 Principles of the UN Global Compact ¹ to ensure ARISE policies and practices safeguard the integrity and reputation of the United Nations and the values it upholds, private sector entities that meet the following exclusionary criteria cannot be recognized as members of ARISE:

- Subject to a UN sanction ²
- Listed on the UN Ineligible Vendors List for ethical reasons ³
- Derive revenue from controversial weapons, including the production, sale and/or transfer of antipersonnel landmines or cluster bombs
- Derive revenue from the production and/or manufacturing of tobacco

The foregoing prohibition shall also apply to a company, any subsidiary or affiliate of which also falls under the foregoing exclusionary criteria.



A company's commitment to join ARISE applies not only to its headquarters, but also to all subsidiaries and country offices. In addition to the parent company's commitment, subsidiaries can become ARISE signatories alongside their parent company. Subsidiaries of non-participating parent companies can also decide to participate individually. Parent companies and subsidiaries are strongly encouraged to actively participate in our activities at the global and local level, including through ARISE Networks.

Members are admitted based on a successful application. Application starts with the submission of a new member nomination to the relevant UNDRR-ROAP screening and clearance. Once agreed, a new member is admitted through signature of a statement of collaboration including adherence to the guiding principles. UNDRR-ROAP has to be informed about all changes in membership.

Members are encouraged to participate in all of ARISE Philippines activities. Attendance in Annual General Body Meeting is mandatory.



VII. PROPRIETY INFORMATION AND NON-DISCLOSURE

1. ARISE-Philippines is prohibited to engage with any external organization under the UNDRR name or use the UNDRR logo for any purpose unless specially authorized by written notice from the UNDRR-ROAP Chief.
2. ARISE-Philippines shall not make public statements on behalf of UNDRR, or represent UNDRR, unless authorized by UNDRR.
3. The use of UNDRR's name, structures or logo for fundraising activities is not permitted.
4. ARISE-Philippines can use the ARISE name and logo for its activities, except for fundraising activities, which shall also require UNDRR consent.

5. All publications generated by and in the name of ARISE subject to review and approval by the co-chairs of ARISE Board and UNDRR.

6. Information provided to or resulting from ARISE-Philippines' actions or activities may contain UNDRR confidential, proprietary, privileged and/or private information intended for ARISE use. If labeled as such, this information remains the propriety property of UNDRR. The dissemination, distribution, or otherwise conveyance to any non-ARISE third parties without the express written permission of UNDRR is prohibited.



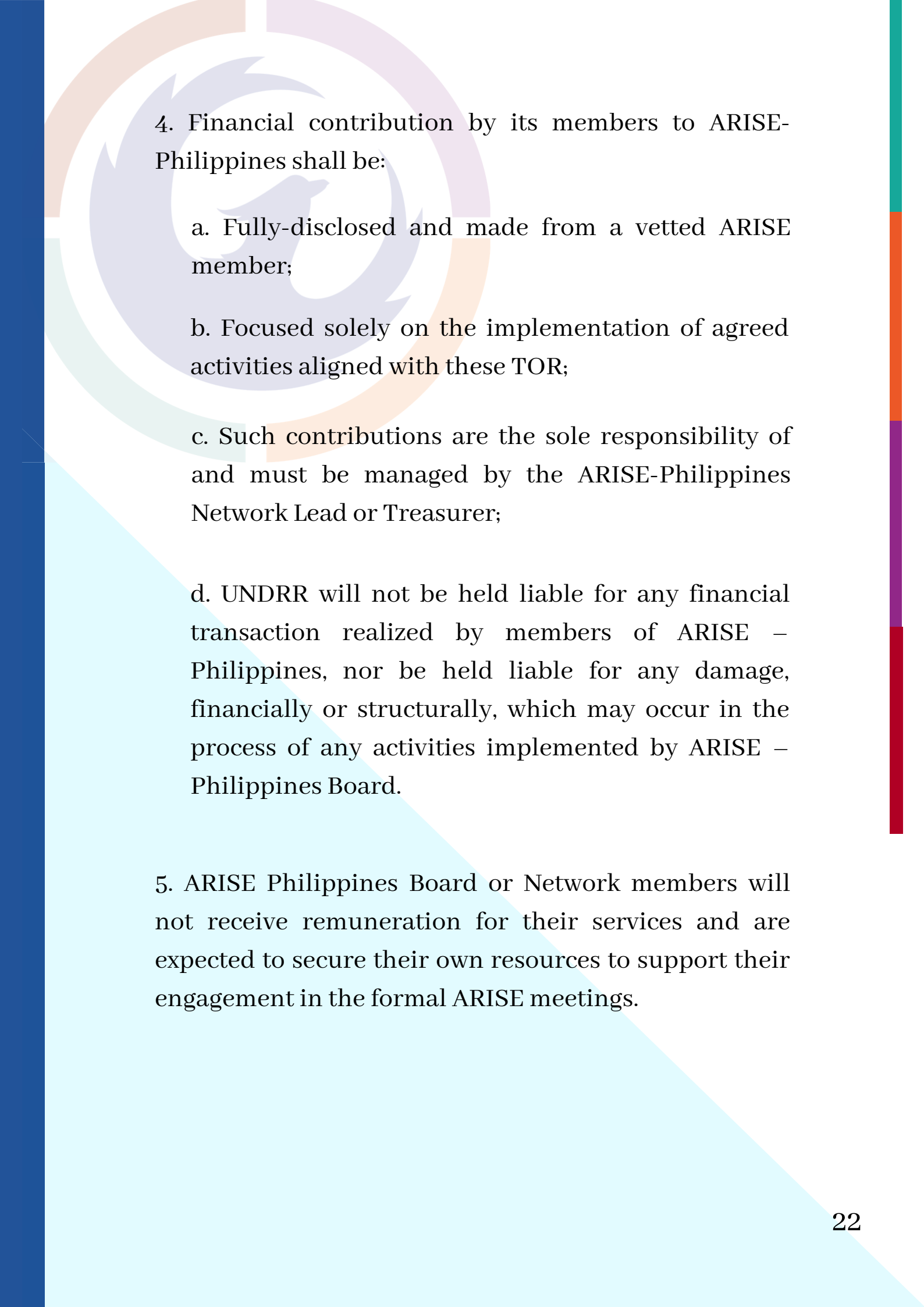
VI. FUNDING INCLUDING MEMBERSHIP FEES

1. Membership fees will not be charged. However, members are encouraged to provide in-kind or financial support to specific activities or events of ARISE-Philippines.

2. ARISE-Philippines is governed by and shall abide by the ARISE Global Policies on funding and membership fees.



3. Any financial support will be paid into the UNDRR Trust Fund and managed by UNDRR. With the exception of travel support to private sector partners from developing countries, Small Island Development States and Least Developed Countries for selected ad-hoc occasions on a case-to-case basis, UNDRR will not provide funding for activities of the ARISE Board or the ARISE National and Regional Networks.



4. Financial contribution by its members to ARISE-Philippines shall be:

a. Fully-disclosed and made from a vetted ARISE member;

b. Focused solely on the implementation of agreed activities aligned with these TOR;

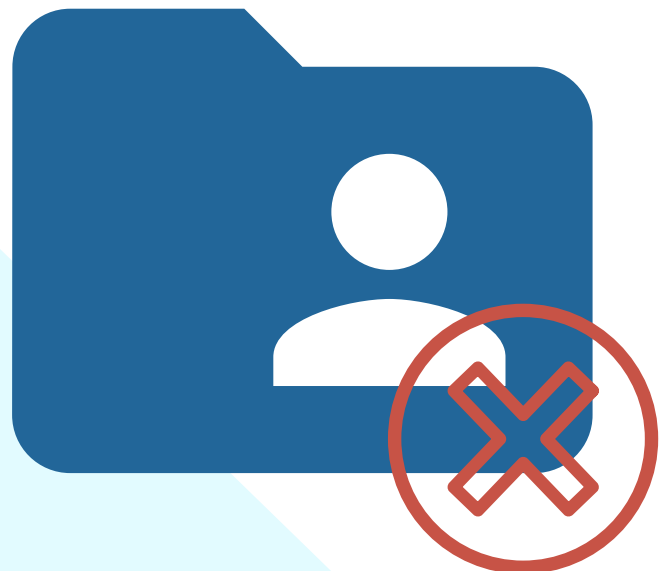
c. Such contributions are the sole responsibility of and must be managed by the ARISE-Philippines Network Lead or Treasurer;

d. UNDRR will not be held liable for any financial transaction realized by members of ARISE – Philippines, nor be held liable for any damage, financially or structurally, which may occur in the process of any activities implemented by ARISE – Philippines Board.

5. ARISE Philippines Board or Network members will not receive remuneration for their services and are expected to secure their own resources to support their engagement in the formal ARISE meetings.

VII. TERMINATION

ARISE-Philippines shall remain in existence until terminated by its Chairperson upon consultation with the Board of Directors and members. UNDRR can terminate ARISE-Philippines with immediate effect through written notice by the Special Representative of the Secretary-General for Disaster Risk Reduction.



NOTES



¹ <https://www.unglobalcompact.org/what-is-gc/mission/principles>

² <https://www.un.org/securitycouncil/content/un-sc-consolidated-list>

³ <https://www.unops.org/business-opportunities/vendor-sanctions>