

Appendices: Terms of Reference and changes to the bylaws of MyData Global

These appendices provide draft documents that will support the governance reforms to be presented for decision at the 2023 Spring General Meeting. They include the following:

Appendix 1: Background documents for decision in the AGM

- A. [Terms of Reference for the Transitional Board](#) (Jan-June 2023)
- B. [A Terms of Reference for an extended Steering Committee](#) (Jan-June 2023)
- C. [Overview of AGM changes to the MyData bylaws](#)

These documents directly inform actions to be taken in the Autumn General Meeting (AGM) 2023 on Nov 15, including the extension of the Steering Committee mandate and the election of the Transitional Board.

Appendix 2: Illustrative documents for context

- A. [Terms of Reference for a new Board](#) (from July 2024)
- B. [An overview of SGM changes to the MyData bylaws](#)

These documents are illustrative, for members' awareness, to provide context and background for the election of the Transitional Board in the Autumn General Meeting 2023. These documents will be refined before the Spring General Meeting 2024, in which a full set of detailed governance reforms will be proposed.

Appendix 1. Background documents for decision in the AGM

A. Terms of Reference for the Transitional Board (Jan–June 2023)

Purpose and scope

The Transitional Board (**TB**) is appointed for a limited period, from 1 January to 1 July 2024. The TB is mandated to recruit the new MyData Global board that will be installed on 1 July 2024 (the Board), but will also execute basic board functions required for the running operations of MyData Global and as described in MyData Global's bylaws.

Responsibilities

The TB's primary responsibility is the recruitment of a permanent Board. That includes:

- Scoping and identifying appropriate candidates for the new Board.
- Interviewing and otherwise vetting potential candidates to assess their suitability for the Board.
- Regularly discussing potential candidates in board meetings to agree on appropriate actions and priorities for recruitment.
- Negotiating terms and roles with individual candidates and facilitating the signature of MoUs for each candidate, describing their rights and responsibilities as Board members.
- Supporting the MyData Global staff to prepare materials for the Spring General Meeting in 2024 in which candidates will be approved by the MyData membership and appointed as Board members.

Additionally, the board will be required to carry out other fundamental activities to ensure the smooth operation of MyData Global, as described in the [MyData Global bylaws](#). This includes:

- Approve or deny membership in the association
- Calling general meetings of the association
- Assigning signatory rights or powers of attorney
- Establishing committees it deems necessary or appropriate to act towards the purpose of the Association (e.g., a finance committee to oversee financial processes).
- Approving financial statements and accounts as required by Finnish law on associations.

In all of its activities, the TB is responsible for engaging with the MyData Global Steering Committee (**SC**), which is mandated to ensure that the TB operates in accordance with the MyData mission, strategy, and values. The TB shall ensure that the SC is included in regular meetings, and that the SC's recommendations and concerns are duly incorporated into the TB's work.

Authority

The TB has the authority to

- appoint and remove the Executive Director (ED) of MyData Global.
- approve or deny membership in the association
- approve financial statements and accounts.

The chair and vice chair of the TB have signatory rights and power of attorney for the association.

Composition

- The TB is composed of 6-10 members, as dictated by MyData's bylaws and specified in their election during the Autumn General Meeting in 2023.
- Members of the TB shall be appointed on the basis of the following criteria:
 - Personal commitment to MyData's mission and values
 - Capacity to identify and recruit appropriate members of the board, including through the use of their personal and professional networks.

Meetings

- The TB will meet on a monthly basis during its six-month term, at the invitation of the chair or the vice chair, or when at least half of the principal members of the Board request a meeting.
- Board meetings will be organised and facilitated by MyData's ED.
- The Board is quorate when at least one-half of its members, including the chair or the vice chair, are present.
- Meetings will be conducted online and via remote participation.

Reporting and accountability

The TB is accountable to the MyData Global's SC, ED, and general membership. Any TB decision may be challenged by any MyData member, and voided by a supermajority vote of the membership.

B. Terms of Reference for an extended Steering Committee (January – June 2024)

Purpose and scope

The Steering Committee (**SC**) will ensure that the Transitional Board (**TB**) executes its duties in accordance with MyData Global's mission, strategy and values. It will assume this mandate with the appointment of the TB on 1 January 2024 and will be dissolved with the dissolution of the TB on 1 July 2024.

This Terms of Reference replaces and supersedes the SC's existing charter.

Responsibilities

- Participate in TB meetings on a regular basis, providing background and context on MyData's history, community, mission, and values as appropriate to support the TB's mandate to recruit the MyData Global Board, to be installed on 1 July 2024 ("the Board").
- Review and provide feedback on candidates that TB is considering for the Board. Suggest additional candidates as appropriate.
- Keep the MyData Global staff and membership aware of the work of the TB, including any concerns regarding the alignment of the TB's work with MyData's mission, strategy and values.

Authority

The SC has no voting or decision-making powers, and operates in an advisory capacity.

Composition

The membership and roles of the SC will be identical to the members and roles of the SC in 2023, with a temporarily extended mandate from January through June 2024.

Meetings

The SC will define its own meeting schedule based on the needs and demands of its mandate, according to the rules of quorum and procedure that were applicable in 2023. The SC will also actively participate in all meetings of the TB.

Reporting and accountability

The SC will report to the ED on a running basis, and at least monthly during its tenure.

C. Overview of AGM changes to the MyData bylaws

The Autumn General Meeting 2023 will consider proposals to remove board alternates and to extend the mandate of the Steering Committee (SC) for the period of January through June 2024. These proposals would require changes to the MyData Global bylaws, which have been elaborated as fork in the GitHub repository, and reflected in the below screenshots for reference.

4.1 Board of Directors

The affairs and the activities of the Association are managed by its board of directors (hereafter "the Board").

The Board is composed of a minimum of six (6) and a maximum of ten (10) principal members. For each of the principal board members, a personal alternate member shall be elected.

If a principal board member resigns or is removed during their term, their personal alternate will act as a board member for the rest of the term.

The Board is composed of a minimum of six (6) and a maximum of ten (10) members.

4.2 Board elections

The elections for members of the Board takes place in the autumn general meeting.

All members of the Board must be individual members of the Association. Any member may nominate any individual member as a candidate or their personal alternate for the Board.

4.3 Board Members' Term of Office

The term of office for the Board members is two (2) fiscal years and annually one half or approximately one half of the members of the Board are to retire.

A member can be a principal Board member for a maximum of two (2) consecutive terms.

4.4 Chair, Vice Chair and other officials

The Board will elect the chair and the vice chair from among the elected Board members and will assign a Treasurer, a Secretary and other necessary officials, from among or from outside of the elected Board members.

4.5 Board Meetings

The Board meets at the invitation of the chair or the vice chair or when at least half of the principal members of the Board request a meeting.

The Board is quorate when at least one half of its members, including the chair or the vice chair, are present.



The Steering Committee shall conduct the annual performance audit and report it in the spring general meeting.

The Steering Committee shall consist of six (6) principal members representing the association membership, half of them from each membership class. The representatives of each membership class shall be elected among the Association's members at the autumn general meeting. For each of the principal Steering Committee members, a personal alternate member shall be elected. Members of the Steering Committee that are candidates for election cannot review the other candidates for that election.

5.3 Steering Committee Members' Term of Office

The term of office for the Steering Committee members is two (2) fiscal years and annually one half or approximately one half of the members of the Steering Committee are to retire.

A fixed-term extension to the term of office of a sitting steering committee member may be granted by decision of the association's membership in a general meeting.

A member can be a ~~principal~~ Steering Committee member for a maximum of two (2) consecutive terms.

ARTICLE 6 – Committees

6.1 Appointment of Committees

The Board may establish committees it deems necessary or appropriate to act towards the purpose of the Association. The Board shall define the scope, purpose, and duties for these Committees at the time of their establishment.



Mandatory points to be addressed at the autumn general meeting:

- Deciding on the number of Board members for the next term
- ~~Elections for the half (1/2) of the Board (including their alternates) whose term has concluded~~
- Elections for the half (1/2) of the Board whose term has concluded
- Choosing one (1) auditor for the Association and, if the auditor is not a registered accountancy firm, one (1) deputy auditor for the next fiscal period
- Deciding on the compensation for Board members and auditor(s)
- ~~Elections for the half (1/2) of the Steering Committee (including their alternates) whose term has concluded~~
- Elections for the half (1/2) of the Steering Committee whose term has concluded
- Ratification of the business plan and budget of the Association for the next fiscal period.
- Setting the membership fees for the Association for the next fiscal period.

10.5 Voting in General Meetings

In the Association's meetings each individual member has one (1) vote, and each organisation member has four (4) votes. The Association's goal is equal voting power between the two membership classes (individual members and organisation members). If the ratio between individual members and organisation members changes, the Association shall update these bylaws to reflect the current ratio. The evaluation is conducted yearly and considered in each spring general meeting.



Appendix 2. Illustrative documents for context

A. Terms of Reference for a new Board (from July 2024)

Purpose and scope

The affairs and the activities of the Association are managed by its board of directors (hereafter “the Board”). The Board is mandated to support the MyData Global staff and Executive Director (ED) in fulfilling the MyData mission and implementing the MyData strategy.

The Board will be appointed in the Spring General Meeting 2024, and will be installed in July 2024.

Responsibilities

1. Support the MyData Global staff in implementing the strategy and realising MyData’s mission by:
 - a. providing guidance and practical support to the ED and staff through regular board and on-demand meetings
 - b. representing and promoting MyData Global among relevant stakeholders and decision-makers in order to strengthen MyData’s visibility and potential impact.
2. Hold the MyData Global staff accountable for their effective and impactful implementation of the strategy and realise MyData’s mission through
 - a. review of MyData Global’s strategy and work plans and their implementation,
 - b. review of MyData Global’s finances as reported by the Treasurer and
 - c. substantive engagement with issues raised in regular board meetings, including the perspectives and priorities of the membership.
3. Represent the interests and perspectives of MyData Global’s membership in fulfilling the first two aspects of its mandate.

Additionally, the Board will be required to carry out other fundamental activities to ensure the smooth operation of the association, and as described in the [MyData Global bylaws](#).

This includes:

- Approve or deny membership in the association
- Calling general meetings of the association and ensuring timely invitations and materials for those meetings.
- Assigning signatory rights or powers of attorney

- Establishing committees it deems necessary or appropriate to act towards the purpose of the Association (e.g., a finance committee to oversee financial processes).
- Approving financial statements and accounts as required by Finnish law on associations.

The Board's mandate will be codified in an internal regulation, and may be amended in a general meeting. The roles, responsibilities and expectations of individual Board members will be agreed in written Memoranda of Understanding for each Board member.

Authority

The Board has the authority to

- appoint and remove the Executive Director of MyData Global.
- approve or deny membership in the association
- approve financial statements and accounts.

The chair and vice chair of the Board have signatory rights and power of attorney for the association.

Composition and membership

Roles

The Board shall be composed of 6-10 individual members who are collectively diverse in regard to geography and gender.

The board shall have the following specific roles:

- Chair: responsible for chairing and ensuring the efficiency of board meetings, and for regular support to the ED
- Vice-chair: responsible for supporting the chair, leading internal accountability and review work, and for secretarial duties until this capacity is present in the staff.
- Treasurer: responsible for supporting the ED in financial management, monitoring finances, and preparing and presenting motions and reports to the board.
- Membership representative(s): responsible for keeping the membership informed of board work, and receiving and representing membership priorities and concerns

in board discussions, with the active support of the staff. This might require two separate roles to represent organisational and individual members.

The roles, responsibilities and expectations of board members will be agreed in written MoUs for each board member. The board mandate will be codified in an internal regulation, and may be amended by the general meeting.

Elections and Appointments

For the first appointment of the Board in the 2024 Spring General Meeting, candidates will be selected and recruited by the Transitional Board (TB) and appointed through a vote by the general membership for each individual candidate.

Subsequent changes to Board membership will be executed through recruitment and recommendation by the MyData Global Board and staff in collaboration, and approved by the general membership in general meetings.

Appointment criteria

Candidates for the Board will be selected and presented to the MyData membership on the basis of their qualifications to fulfil the Board mandate. Specifically, candidates will be prioritised on the basis of their expertise and their network profiles, according to two thresholds:

- The collective composition of the full board should include all the below network profiles and expertise profiles at any given time.
- Each individual board member must include at least one of the below network profiles and one of the below expertise profiles.

Network profiles

The board (member) should have strong networks among

1. international funders
2. international policymakers
3. thought leaders
4. big corporations
5. key MyData Global membership constituencies

Expertise profiles

The board (member) should have expertise in

1. finance and budget management
2. private sector business development
3. global regulations and policy
4. fundraising
5. growing and professionalising an organisation
6. Speaking to media and at events
7. Community engagement & energy

Compensation

The Board will be recruited on the basis of a clear compensation policy that includes the condition of financial sustainability. Board members will only be compensated when MyData Global is sustainable and free of core debt. The specific criteria for this will be elaborated in a separate internal regulation on compensation policy for the Board.

Meetings

The board will hold at least 5 regular board meetings each year (quarterly and one to prepare for the Spring General Meeting). One of these will be held in person when feasible. Responsibility to prepare for board meetings will vary according to board members' roles.

The Board meets at the invitation of the chair or the vice-chair or when at least half of the principal members of the Board request a meeting.

The Board is quorate when at least one-half of its members, including the chair or the vice chair, are present.

Reporting and accountability

The Board and MyData Global staff have a relationship of mutual accountability, and the Board is mandated to ensure that the MyData Global staff performs in accordance with MyData mission, strategy, and values.

The Board is ultimately accountable to and reports to the MyData Global membership. This takes place in every Spring General Meeting, when the MyData Global staff and Board present a review of the past year and a work plan for the upcoming year for membership approval, as well as extraordinary General Meetings which may be called by the board or staff as necessary.

The membership can in any general meeting veto a Board decision or cast a vote of no-confidence on individual Board members, removing them from office. Such decisions will be added to GM agendas at the request of any Board member or the ED, and will require a supermajority of the membership present in the meeting to vote (75%) to pass.

D. Overview of SGM changes to the MyData bylaws

The 2024 Spring General Meeting will consider a comprehensive set of governance reforms to professionalise the board and MyData Global's board and governance mechanisms. These proposals would require changes to the bylaws of MyData Global, which have been elaborated as fork in the GitHub repository ([proposals for SGM 2024](#)), and reflected in the below screenshots for reference.

These changes will be refined to reflect refinements to the governance proposals ahead of the 2024 Spring General Meeting.

4.1 Board of Directors

The affairs and the activities of the Association are managed by its board of directors (hereafter "the Board").

The Board is composed of a minimum of ~~six (6)~~ and a maximum of ~~ten (10)~~ **four (4)** members.

4.2 Board elections

The elections for members of the Board takes place in the autumn general meeting.

All members of the Board must be individual members of the Association. Any member may nominate any individual member as a candidate for the Board.

4.2 Board Members' Appointment and Removal from Office

New members of the board are proposed for appointment by the sitting Board and appointed by decision of the Association's membership in a general meeting.

A board member may be removed from office by decision of the Association's membership in a general meeting.

All members of the Board must be individual members of the Association.

4.3 Board Members' Term of Office

The term of office for the Board members is two (2) fiscal years and annually one half or approximately one half of the members of the Board are to retire.

A member can be a Board member for a maximum of two (2) consecutive terms.

The initial term of office for the Board members is two (2) fiscal years.

The Board may, at its sole discretion, grant an individual Board member's request for an extension of their term for up to one (1) fiscal year at a time and an indefinite number of consecutive times.

4.4 Chair, Vice Chair and ~~o~~Other ~~o~~Officials

The Board will elect the chair and the vice chair from among the elected Board members and will assign a Treasurer, a Secretary and other necessary officials, from among or from outside of the elected Board members.

The Board will elect a chair, a vice chair, a treasurer, and a membership representative from among its members.

5.2 Steering Committee

The Steering Committee is responsible for assisting the Board in its oversight of the Association's internal regulations and following the approved strategy.

The Steering Committee shall conduct the annual performance audit and report it in the spring general meeting.

The Steering Committee shall consist of six (6) members representing the association membership, half of them from each membership class. The representatives of each membership class shall be elected among the Association's members at the autumn general meeting. Members of the Steering Committee that are candidates for election cannot review the other candidates for that election.

5.3 Steering Committee Members' Term of Office

The term of office for the Steering Committee members is two (2) fiscal years and annually one half or approximately one half of the members of the Steering Committee are to retire.

A fixed-term extension to the term of office of a sitting steering committee member may be granted by decision of the association's membership in a general meeting.

A member can be a Steering Committee member for a maximum of two (2) consecutive terms.

ARTICLE 6 – Committees

6.1 Appointment of Committees

The Board may establish committees it deems necessary or appropriate to act towards the purpose of the Association. The Board shall define the scope, purpose, and duties for these Committees at the time of their establishment.



ARTICLE 10 – General Meetings of the Association

10.1 Regular General Meeting Times

10.1 Regular Annual General Meeting Times

Association's spring general meeting is to be held between March and June and the autumn general meeting between September and December. The Association's annual general meeting is to be held between March and June at a date and time specified by the Board.

10.2 Extraordinary General Meeting

An extraordinary general meeting is held if it is decided upon in a general meeting; in case the Board or Steering Committee deems it necessary; or if at least one-tenth (1/10) of the members, or 100 deems it necessary; or if at least one-tenth (1/10) of the Association's members, or 100 of the Association's members, whichever is smaller, request it in writing to discuss a named issue.

10.3 Notice of General Meetings

The Board must give notice of general meetings by email and ~~at~~ on the Association's website at least thirty (30) days before the meeting.

10.4 Agenda for General Meetings

The agenda followed at general meetings is compiled by the Board. If members of the ~~members~~ Association wish a particular matter to be decided or discussed at a general meeting, they must take the motion to the Board no later than fourteen (14) days before ~~the~~ that general meeting. The Board shall provide all the meeting materials to the membership no later than seven (7) days before the meeting.

Mandatory points to be addressed at the spring general meeting:

- The annual report by the Board, the financial audit, and the statement of the accountants shall be presented.
- The financial statement of the preceding year of activity is approved, and the Board and others accountable for that fiscal period are relieved of responsibility.
- The performance report prepared by the Steering Committee shall be presented.

Mandatory points to be addressed at the ~~autumn~~ annual general meeting are:

- Deciding on the number of Board members for the next term
- Elections for the half (1/2) of the Board whose term has concluded
- The annual report by the Board, the performance report, the financial audit, and the statement of the accountants for the previous fiscal year shall be presented.
- The financial statement of the preceding year of activity is approved, and the Board and others accountable for that fiscal year are relieved of responsibility.
- Choosing one (1) auditor for the Association and, if the auditor is not a registered accountancy firm, one (1) deputy auditor for the next fiscal ~~period~~ year
- Deciding on the compensation for Board members and auditor(s)
- Elections for the half (1/2) of the Steering Committee whose term has concluded
- Ratification of the business plan and budget of the Association for the next fiscal ~~period~~ year.
- Setting the membership fees for the Association for the next fiscal ~~period~~ year.

10.5 Voting in General Meetings

In the Association's ~~general~~ meetings, each individual member has one (1) vote, and each organisation member has four (4) votes. The Association's goal is equal voting power between the two membership classes (individual members and organisation members). If the ratio between individual members and organisation members changes, the Association shall update these bylaws to reflect the current ratio. The evaluation is conducted ~~yearly~~ annually and considered in each ~~spring~~ annual general meeting.

Members of the Association may delegate their vote(s) to another member. This and other election and voting procedures are defined in detail in the Association's Voting and Elections Regulations.