GLOBAL TAILINGS MANAGEMENT INSTITUTE (GTMI)

Background

On the 25 January 2019, a tailings dam disaster in Brazil's Brumadinho claimed 272 lives. This, and other tailings facility failures, led to decisive action by ICMM, the United Nations Environment Programme (UNEP) and the UN-backed Principles for Responsible Investment Corporation (PRI) to make mine tailings facilities safer.

Together, they co-convened the Global Tailings Review, and in 2020 developed and published the Global Industry Standard on Tailings Management (GISTM). Then in 2021, a multi-stakeholder, independent advisory panel was created to support and guide the foundation of the Global Tailings Management Institute (GTMI).

About the Global Tailings Management Institute

The Global Tailings Management Institute (GTMI) was launched on the 21st January 2025 to promote widespread adoption and implementation of the Global Industry Standard on Tailings Management (GISTM), requiring mine operators to take responsibility and prioritise the safety of tailings facilities. The founding partners of the GTMI are UNEP, PRI and ICMM.

The core priority of the GTMI is managing an assurance framework through which tailings facilities will be independently audited and certified against the Standard by qualified, independent third-party assessors. The supporting functions of the GTMI are to promote awareness, share knowledge, and facilitate updates to company disclosures and disclose summaries of auditing outcomes. Its goal is to achieve zero harm to people and the environment, with zero tolerance for human fatality. Any funds received by this not-for-profit organisation, will be used to meet the organisation's operating costs or in pursuing the objectives consistent with the organisation's Charter.

Call for Board Appointments

The founding members of the GTMI are looking to appoint a board of up to nine members (including chair and deputy chair), compromised of stakeholders from the following industries and communities with an interest in or potentially affected by tailings:

- Mining Industry (tailings management engineering expert)
- Potentially affected communities
- Indigenous Peoples
- Investment community
- Insurance and Banking Industry
- Technical and Academic community
- Environmental Experts
- Workforce
- Regulatory Bodies

Board Composition and Membership of the GTMI

The Board will be comprised of:

- Chair
- Deputy Chair
- Up to seven (7) other board members (exclusive of Chair and Deputy but selected by them and the founding partners)

The Chair may nominate board members to board-established committees to strengthen its skills and ensure appropriate representation of the range of stakeholders. In the case of the Technical Committee, representation will extend beyond the Board to ensure an appropriate balance of skills (see the Technical Committee Charter for further details).

The selection criteria for prospective board members are for those with:

- Working knowledge of mining and tailings facilities, which in practical terms means knowledge of, and support for, practices involved in responsible tailings management and implementation of the GISTM
- Deep interest in the GTMI mission, a desire to see it success and a willingness to set the direction to achieve the mission
- Willing to discharge basic fiduciary duties to act in good faith with integrity; in the best interests of the GTMI; and in pursuit of the GTMI's mission, core priority and supporting functions as well as in the interests of stakeholders.
- Time available to commit to the board and its activities, and the dedication and commitment to fulfilling its goals
- Ability to exercise discretion in maintaining the confidentiality of board discussions, speaking with one voice on all matters relating to the GTMI
- Willingness to be guided by the voluntary Code of Conduct for Directors, which is currently in the process of development by the UK Institute od Directors, seeking to promote high levels of integrity for board directors

In addition, the following criteria will be applied when selecting the Chair and Deputy Chair:

- Deep commitment to or passion for the work of the GTMI
- Ability to serve as a trusted advisor to the CEO as s/he develops and implements the GTMI strategic plan

- Ability to serve as an effective ambassador for the organisation and promote the work of the GTMI
- Extensive experience with significant leadership in business, government, multilateral organisations and the not-for-profit sector
- Diplomatic skills and ability to cultivate relationships and persuade, convene, facilitate and build consensus amongst diverse individuals

At least two of the members must have extensive mining industry experience, one of which must also be either the Chair or Deputy Chair. Please note that the Chair, Deputy Chair and Board Members of the Global Tailings Management Institute are not UN, ICMM or PRI positions, as the GTMI has been established as an independent institute.

Key Board Members Attributes

- ✓ **Knowledge**: Bring a working knowledge of tailings management as described
- ✓ **Passion**: Deep interest in the mission of GTMI and a desire to see it succeed.
- ✓ **Vision & Leadership**: Desire to build on the vision of the GTMI to set direction and achieve the GTMI's mission
- ✓ **Stewardship**: Integrity to serve the interests and pursue the goals of the GTMI, as well as stakeholder interests
- ✓ **Availability**: Time available to commit to the board and its activities
- ✓ **Diligence:** Dedication and commitment to fulfilling the GTMI's goals.
- ✓ **Collegiality**: Sincere and respectful attitude toward colleagues and their views
- ✓ **Discretion**: Able to maintain confidentiality of board discussions and speaks with one voice when representing the GTMI to the community
- ✓ **Professionalism**: Shows pride in work and achievements, is conscientious and efficient in meeting commitments, observing deadlines and achieving results, is motivated by professional rather than personal concerns, shows persistence when faced with difficult problems or challenges, and remains calm in stressful situations.
- ✓ **Communication**: Excellent communication skills, written and spoken as well as ability to draft or edit a variety of written reports including summaries and briefing notes. Ability to ask questions to clarify, exhibiting interest in having two-way communication; demonstrates openness in sharing information and keeping people informed.
- ✓ **Teamwork:** Works collaboratively with colleagues to achieve organizational goals; proactively develops partnerships with other institutions, public and private, securing effective cooperation; solicits input by genuinely valuing others' ideas and expertise; is willing to learn from others, and able to work in multi-cultural, multi-ethnic environment, working with transparency and building trust and confidence with colleagues and staff members.

Additional attributes sought in the Chair and Deputy Chair include:

- Strength and clarity of purpose
- Tact, diplomacy and sensitivity

- Ability to reconcile opposing views
- Ability to lead including by example
- Ability and willingness to constructively challenge and probe
- Ability to extract the best from team members
- Power to influence

Role of the Board Members

Board Members will have a fiduciary responsibility to ensure that the Institute acts in a manner consistent with its purpose, establishing policies and guiding the GTMI's activities related to promoting responsible tailings management. The Board will be responsible for directing the affairs of the organisation in accordance with its Charter.

The primary functions of the Board will include the following:

Strategic:

- Defining and re-evaluating the long-term strategy by which the GTMI fulfills its Charter at intervals set out in the bylaws of the Institute.
- Ensuring the GTMI is tracking and assessing its performance in implementing the strategy and achieving its stated goals

Financial:

- Approving budgets, financial plans, and financial statements; reviewing and approving material capital allocations and expenditures; monitoring and ensuring the integrity of the organisation's financial reporting processes, internal control systems and audit; hiring the independent financial auditor and assuring the auditor's independence.
- Supporting the Executive in obtaining resources through financial contributions, fundraising and/or grant-writing.

Executive:

- Selecting, monitoring, evaluating, compensating and succession planning of the Chief Executive Officer
- Balancing constituency interests in a manner that is consistent with the Charter.

Risk & Board Composition:

- Understanding the GTMI's risk profile and reviewing and overseeing the GTMI's management of risks.
- Ensuring compliance with all applicable laws, regulations, policies and ethical standards of the GTMI (including laws and regulations, as well as the organisation's conflict of interest and other policies).
- Affirming the composition of the board and its committees and determining governance practices.

Each Board member plays a part in ensuring good governance of the organisation, overseeing the policy direction and ensuring compliance with legal requirements.

Role of the Chair

In addition to that of board member, the role of the Chair will be to:

- Lead and facilitating proper information flow to the board
- Facilitate effective board functioning including conduct management and board meeting frequency and length
- Communicate board views, in conjunction with the Chief Executive Officer to the GTMI's broader stakeholders and to the public
- In consultation with the Chief Executive Officer:
  - Set the agenda for the matters to be considered by the board
  - Seek to ensure that financial and non-financial information provided is relevant, accurate, timely and sufficient to keep the board appropriately informed of the GTMI's performance and any developments that may have a material impact on the institute
  - Seek to ensure that stakeholder and public communication is accurate and effective
- Seek to ensure that the Board maintains an adequate understanding of the GTMI's financial position, strategic performance, operations and affairs generally and the opportunities and challenges which the institute faces
- Facilitate open and constructive communications amongst board members, encouraging their contribution to board deliberations
- Oversee and facilitate Board, Committee and Board Member evaluation reviews and succession planning
- Liaise and interface with the Chief Executive Officer as the primary contact between the Board and management
- Liaise with and counsel board members (where appropriate and required)

Role of the Deputy Chair

In addition to that of board member, the role of the Deputy Chair will be to:

- Perform the role and functions of the Chair in the absence of the Chair for any reason (for instance, when the Chair has a conflict of interest on matters being discussed at the Board meeting)
- Facilitate the following matters when and as appropriate and required:
  - Chair succession planning
  - Approvals and actions required to be performed by the Chair under the GTMI's charter, or its policies, where the Chair actually or potentially may be compromised due to personal or other conflict of interest
- Support the Chair (at the Chair's request) in performing the role and function of the Chair, such as Chairing the Committee or Board Meetings, sharing the burden of work and travel commitments.

Board Member Commitment and Compensation

Board members will:

- Be appointed for a three-year term, with the option for renewal for an additional two terms.
- Serve a maximum term of nine years (for an elected member) unless otherwise determined by board approval.

- Meet a minimum of four times a year and the Chair (or the Deputy Chair in the Chair's absence), may call further meetings at other times in the year as considered appropriate. Other members of the Executive Board, Members or staff and members of the Technical Committee can be invited to attend board meetings, as required by the Chair and one of these quarterly meetings will be held in person annually.
- Be required to commit up to 1 – 2 weeks per quarter to review information, prepare for and attend these meetings
- Be reimbursed for any reasonable direct expenses incurred in fulling board duties (e.g. travel and accommodation)