

**Terms of Reference of the  
Committee on Governance and Executive Directors' Administrative Matters (COGAM)**

**1. PURPOSE**

1.1 The primary purpose of the Committee on Governance and Executive Directors' Administrative Matters (the Committee) is to assist the Boards in issues related to the governance of the institutions of the World Bank Group, the Boards' own effectiveness, and the administrative policy applicable to Executive Directors' offices.

**2. RESPONSIBILITIES AND DUTIES**

2.1 The Committee will consider issues related to the institutions' governance, the effectiveness of the Boards and the administrative policy applicable to Executive Directors and their Alternates and Senior Advisors.

2.2 The Committee will exercise its duties with respect to issues referred to it by the Boards or on the Committee's own initiative.

2.3 In fulfillment of its responsibilities, the Committee shall:

2.3.1 Consider questions of governance and make recommendations to the Boards on governance-related principles, practices and procedures to be followed in the organization.

2.3.2 Keep up to date on the trends and best practices in governance followed by multilateral institutions, not-for-profit organizations, and the private sector and evaluate their applicability to the organization.

2.3.3 Evaluate the effectiveness of the Boards and Board Standing Committees and make recommendations to the Boards when appropriate.

2.3.4 Consider questions of administrative policy relating to Executive Directors and their Alternates and Senior Advisors and make recommendations to the Boards.

2.3.5 Upon request of the President or any Executive Director or Alternate concerned, consider, and in the absence of a request for reference to the Boards, decide questions involving individual Executive Directors and Alternates, arising under established administrative policy.

2.3.6 Maintain close liaison with the IMF Executive Board on relevant matters relating to administrative policy bearing in mind the need for parallelism between the two institutions.

2.3.7 Consider governance aspects related to representation and shareholding in World Bank Group institutions.

2.4 The Committee may also consider issues that do not fall within the mandates of existing Committees that have become increasingly important in Board governance, as referred to in *'Proposal to Establish a Committee on Governance and Executive Director's Administrative Matters'* (OM2002-0110), Enhancing Corporate Governance.