



**Uganda Extractive Industries Transparency Initiative**

**TERMS OF REFERENCE  
FOR THE  
MULTI-STAKEHOLDER GROUP  
OF THE  
UGANDA EXTRACTIVE INDUSTRIES  
TRANSPARENCY INITIATIVE  
(2025)**

# **UGANDA EXTRACTIVE INDUSTRIES TRANSPARENCY INITIATIVE MULTI-STAKEHOLDER GROUP TERMS OF REFERENCE**

## **1. Introduction**

- a) The Extractive Industries Transparency Initiative (EITI) is a global tool which was established in 2003 to promote transparency and accountability in the extractive industries, primarily oil, gas and mining. On 28th January, 2019, Cabinet considered Cabinet Memorandum CT (2018) No. 179 and made a decision, through Cabinet Minute 27 (CT 2019) that Uganda should join the EITI.
- b) One of the requirements for joining the EITI is the establishment of the Multi-Stakeholder Group (MSG) to oversee the implementation of EITI. It is against this background that the MSG was established in Uganda to initiate the Uganda Extractive Industries Transparency Initiative (UGEITI) implementation process and hence the need for these Terms of Reference.

## **2. Purpose of Terms of Reference**

The purpose of the Terms of Reference is to define the scope, functions and responsibilities of the MSG in the implementation of the Uganda Extractives Industries Transparency Initiative (UGEITI).

## **3. Role of the MSG**

The role of the MSG is to promote and advocate for improvements in the governance of the extractives sector through timely and effective implementation of the EITI. In the performance of its role, the MSG shall, among others;

- i. ensure Uganda maintains her membership to the EITI and;
- ii. ensure that the views of key stakeholders are considered in the improvement of the governance of the sector.

## **4. Responsibilities of the MSG**

The responsibilities of the MSG are as follows;

- a) Defining and assessing the scope of EITI implementation in Uganda.
- b) Supporting the implementation and providing oversight to extractives sector disclosure practices in line with the EITI Standard.
- c) Contributing to the drafting of policies and recommendations that advance the EITI objectives for the extractives sector governance.
- d) Consulting, liaising, and soliciting input from constituency groups in relation to the governance of the extractives sector and the EITI processes.
- e) Approving the annual work plan including communications, outreach plans and budget for EITI implementation.





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- f) Assessing and evaluating the implementation of the EITI strategic objectives, and supporting the review of the expected outcomes especially on natural resource governance.
- g) Reviewing and approving the Terms of Reference of the Independent Administrator for the production of the EITI report.
- h) Approving the scope of the EITI report.
- i) Approving the EITI Report.
- j) Overseeing the EITI reporting process and engaging in subsequent Validations by the EITI International Secretariat.
- k) Engaging various stakeholders on EITI implementation through outreach activities and relevant communication channels.
- l) Widely disseminating information that results from the EITI process, notably primary disclosures at source and the EITI Report.
- m) Ensuring the appropriate involvement of relevant institutions in all matters related to the planning and implementation of EITI.
- n) Considering any other matters pursuant to requests from any MSG member. Such requests shall be submitted in writing to the UGEITI Secretariat in time to be included in the agenda for the MSG meeting.
- o) Supporting fundraising strategies to secure financial resources for EITI implementation.
- p) Adopting a Code of Conduct for the MSG.

**5. Governance of the MSG**

**5.1 Membership on the MSG**

- a) In line with Requirement 1.1 of the EITI Standard, Government is required to appoint a Senior Individual to lead the implementation of EITI. The Senior Individual referred to shall be a Senior Government Official and a permanent member of the MSG.
- b) Each Constituency shall, upon request from the Ministry of Finance, Planning and Economic Development, independently select, through a consultative process, the members that will represent it on the MSG taking into consideration gender parity.
- c) The period of tenure for members shall be three (3) years or as decided by the appointing authority upon recommendation of the Senior Government Official.
- d) Members may be renominated by their Constituency upon expiry of their tenure. Alternatively, the constituency may determine if membership should be availed to other suitable candidates.



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**5.2 Composition, attendance and accountability**

- a) The Senior Government Official shall be a permanent member of the MSG and shall report to the Minister of Finance Planning and Economic Development.
- b) The MSG shall consist of twenty five (25) members nominated by the three constituencies of Government, Industry and Civil Society. Membership shall consist of twelve (12) Government representatives, eight (8) Industry representatives and five (5) Civil Society representatives, all of whom shall be appointed by the Minister of Finance Planning and Economic Development.
- c) The Chairperson of the MSG shall be appointed by the Minister of Finance Planning and Economic Development on the advice of the Senior Government Official.
- d) In the event that the Chairperson is not able to chair an MSG Meeting, the members at the meeting shall choose from amongst themselves an alternative Chairperson for that Meeting.

**5.3 Code of Conduct**

Members must adhere to the Code of Conduct as stipulated under Schedule 1.

**5.4 Responsibilities of the Chairperson of the MSG**

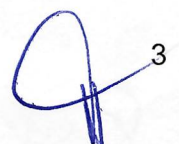
The Chairperson of the MSG shall have the following responsibilities;

- a) Chairing meetings of the MSG and ensuring effective and open dialogue amongst the members.
- b) Leading resource mobilization efforts in order to ensure sustainability.
- c) Representing the MSG in external matters.

**5.5 Responsibilities of the MSG members**

The MSG Members shall be required to;

- a) Regularly consult their wider constituencies to ensure they continue to reflect the views of their respective constituency as well as ensure the systematic disclosure of EITI data within their home consistency systems and processes.
- b) Carry out the tasks assigned to them in accordance with the approved work plan and Terms of Reference of the committees to which they belong with due diligence and efficiency.
- c) Ensure the implementation of decisions taken by the MSG.
- d) Prepare and publish timely EITI reports.
- e) Organize and build the capacities of their constituencies to engage on issues related to extractives governance and the EITI Process.

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- f) Develop frameworks for monitoring and evaluating the impact of EITI implementation.
- g) Attend all meetings of the MSG.
- h) Be conversant with the EITI Standard, laws, regulations and policies governing the extractive industry.
- i) Support the Validation process of EITI implementation.
- j) Dissemination of the EITI report.

**5.6 Observers**

- a) The MSG may invite participants to attend meetings as Observers. The Observers shall be in the following categories;
  - i. Permanent Observers who may be nominated and approved by the MSG.
  - ii. Standing Observers who may be invited by the MSG from time to time as the MSG deems fit.
- b) The MSG shall notify the UGEITI Secretariat of the invited Observers.
- c) Observers shall have no voting rights but may express their views on specific matters.
- d) The MSG may decide that certain items should be discussed in the absence of Observers.

**6. Operations and proceedings of the MSG**

- 6.1**
- a) MSG Meetings will occur as and when called by the Chairperson and shall be organized by the UGEITI Secretariat.
  - b) The MSG shall hold an annual retreat within the last quarter of each financial year. The agenda of the meeting shall include-
    - i. The progress of EITI implementation.
    - ii. Approval of annual work plan and budget for the year.
  - c) The MSG may conduct its business electronically.
  - d) Members may provide approval, rejection or comment electronically on matters circulated to them by the UGEITI Secretariat.
  - e) Matters requiring consent by members which are circulated electronically shall be deemed approved if two thirds of the members do not raise any objection within the agreed deadlines.
  - f) Any member of the MSG has the right to table an issue to the UGEITI Secretariat for discussion in the MSG meeting.
  - g) A member has the right to table an issue while on the floor of the MSG meeting and the matter shall either be considered for discussion or deferred to a committee or to the next meeting.
  - h) MSG Members are expected to participate in all meetings.

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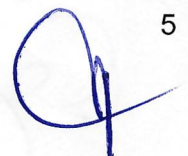
- i) Notice of an upcoming MSG Meeting, the agenda and accompanying reading materials shall be circulated by the UGEITI Secretariat at least five days in advance.
- j) The UGEITI Secretariat may on behalf of MSG call for ad hoc meetings of the MSG at shorter notice than required in 6 (h) where the matter is urgent.
- k) Minutes of the MSG meeting shall be circulated within 14 days from the date of the last held MSG meeting.

**6.2 Proxy Arrangements**

- a) Each MSG member shall have a proxy to represent them in the event that they are unable to attend an MSG activity.
- b) The MSG may agree to the attendance of the proxy notwithstanding that the MSG member is in attendance.
- c) Proxies shall be nominated by the constituency.
- d) A proxy shall abide by the MSG Code of Conduct.
- e) For avoidance of doubt, a proxy shall have all rights accorded to an MSG member.
- f) No proxy shall represent more than one MSG member.

**7. Decision-making**

- a) The MSG Meeting shall make every effort to adopt resolutions by consensus.
- b) If a vote is required, resolutions are adopted by a majority requiring the support of at least two thirds of the total votes cast. For the avoidance of doubt, each constituency shall have one vote.
- c) The quorum of an MSG Meeting shall be a minimum of half of the MSG Members, and must include at least one third of the MSG Members from each Constituency.
- d) No decision may be made in an MSG meeting unless there is quorum at the time of taking the decision.
- e) Notwithstanding the provision in (d) above, the MSG shall proceed with voting on an issue if such an issue has been presented twice without achieving the stipulated quorum. For avoidance of doubt, such an issue shall be voted upon on the third sitting irrespective of whether quorum has been achieved or not.
- f) An MSG Member may be represented in the MSG Meeting by written proxy.
- g) The MSG can be committed externally by the signature of the Chair, with prior consent of the MSG.





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**8. Committees**

- a) The MSG may establish committees to handle particular issues. A committee may consist of both MSG members and non-MSG members and should as far as possible reflect the multi-stakeholder nature of the MSG. The chairperson of the Committee shall be chosen from among its members who sit on the MSG.
- b) The non-members to be co-opted to the select committee shall also be agreed upon by the MSG.
- c) The committee shall provide its findings and recommendations to the MSG, who will consider those recommendations and make a decision.
- d) Where need arises, the Committee shall draft its terms of reference to handle its mandate. The MSG shall provide ToRs for the Committee to give them mandate to handle the tasks at hand.

**9. UGEITI Secretariat**

Composition and accountability

- a) A UGEITI Secretariat shall be established to support the work of the MSG and will be responsible for the day-to-day implementation of EITI activities.
- b) The UGEITI Secretariat will be headed by the National Coordinator and supported by qualified staff to perform the specified functions.
- c) The UGEITI Secretariat staff will be appointed by the Ministry of Finance, Planning and Economic Development.
- d) The UGEITI Secretariat is accountable to the MSG, through the National Coordinator. The National Coordinator shall be the Secretary to the MSG. The National Coordinator will submit to the MSG the UGEITI Annual Progress Report for approval.
- e) The activities of the UGEITI Secretariat will be funded from the national budget.

**10. Functions of the UGEITI Secretariat**

The functions of the UGEITI Secretariat include the following;

- a) Managing the EITI related meetings and engagements.
- b) Maintaining records including minutes and other relevant documents; as well as keeping a central record of events including public awareness activities on EITI in the country.
- c) Ensuring compliance with regulations, policies and other requirements related to EITI.
- d) Providing recommendations and advice to enable the MSG make informed decisions.
- e) Following up on EITI recommendations.
- f) Preparing progress reports on EITI.

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- g) Monitoring and evaluating the EITI implementation process.
- h) Facilitating communication and organizing public relation activities to promote EITI work.
- i) Administering and reporting on the EITI budget and work plan.
- j) Coordinating and facilitating capacity-building initiatives for stakeholders to enhance their understanding and effective participation in the EITI process.
- k) Supporting the MSG to ensure timely submission, publication and dissemination of EITI reports.
- l) Engaging with relevant government institutions, civil society, and extractive companies to promote transparency, accountability, and improved governance in the sector.
- m) Preparing the UGEITI work plans and budgets.
- n) Providing support to the MSG on any other technical and administrative matter.

**11. Cessation of membership**

- a) A member may withdraw from the MSG upon providing a written notification to the Chairperson of the MSG.
- b) A member of the MSG may be removed if-
  - i. the nominating agency or constituency withdraws the nomination of that member; or
  - ii. the appointing authority, on the recommendation of the MSG, terminates their membership on the grounds of breach of the Code of Conduct.

**12. Facilitation of MSG members**

MSG members shall be facilitated in accordance with the approved duty facilitating rates of Government indicated below:

No.	Details	Public Officers (Rates)	Non-Public Officers (Rates)
1	Sitting Allowance (UGX)	90,000	140,000
2	Transport Allowance (UGX)	45,000	45,000
3	Night/Accommodation Allowance (UGX)	110,000	110,000

Note: The above transport allowance applies to distances within a 40km radius from the city center. For distances above the 40 km radius, a fuel refund will be provided based on the distance in kilometers covered and shall be calculated based on the prevailing rate of fuel per kilometer.

**13. Amendment**

These Terms of Reference may be amended by the MSG and a proposal for an amendment shall be communicated in writing to all MSG members two weeks in advance.





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**SCHEDULE 1: CODE OF CONDUCT**

**1. Scope**

All members of the Multi-Stakeholder Group (below referred to as “MSG Members”) shall abide by this Code of Conduct.

**2. Personal behavior, integrity and values**

- a) MSG Members shall observe the highest standards of integrity and ethical conduct and shall act with honesty and propriety. Their personal and professional conduct should, at all times, command respect and confidence in their status as MSG Members of an association that promotes transparency, accountability and good governance.
- b) MSG Members should dedicate themselves to be leading by example and should represent the interests and mission of the EITI in good faith and with honesty and integrity, in a manner that preserves and enhances public confidence in the EITI.
- c) An MSG member shall ensure that his or her association with the EITI remains in good standing at all times.

**3. Compliance**

MSG Members shall discharge their duties to the EITI in compliance with applicable national laws and regulations and with the EITI Rules, interests and objectives.

**4. Respect for others**

MSG Members will respect the dignity, EITI-related needs and private lives of others and exercise proper authority and good judgment in their dealings with colleagues, members of other EITI bodies, staff members, the general public and anyone whom they come in contact with during the discharge of their duties.

**5. Professionalism**

- a) An MSG Member should perform his or her duties in a professional and timely manner and should use his or her best efforts to regularly participate in professional development initiatives.
- b) MSG Members should act in the best interest of the Republic of Uganda and in the spirit of UGEITI values at all times.

**6. Discrimination**

MSG Members shall not engage in or facilitate any discriminatory or harassing behavior directed toward anyone whom they come into contact with during the discharge of their duties.

**7. Confidentiality**

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MSG Members shall not use any information that is provided in his or her role as an MSG Member and which is not already in the public domain in any manner other than in furtherance of his or her duties.

MSG Members shall continue to be bound by this obligation for two years after termination of their mandate.

**8. Expenditure of EITI resources and use of EITI property**

- a) MSG Members shall respect the principle of value-for-money and be responsible in the use of funds dedicated to the Uganda EITI. No MSG Member shall misuse EITI property or resources and will at all times keep EITI property secure and not allow any person not appropriately authorized to have or use such property.
- b) MSG Members may receive an allowance in the course of fulfillment of their duties as prescribed by the appointing authority.
- c) MSG members shall provide goods or services to the EITI as a paid vendor to the EITI only after full disclosure to, and advance approval by the Uganda EITI Multi-Stakeholder Group.

**9. Conflict of interest and abuse of position**

- a) MSG Members shall at all-times act in the best interest of the Uganda EITI and not for personal and private benefit or financial enrichment.
- b) MSG Members shall avoid conflict of interest. For the purposes of this Code of Conduct, a conflict of interest is a situation or circumstance in which the interest of an MSG Member influences or may influence the objective and impartial performance of their official EITI duties. In this regard, private interests include any advantage to themselves, their families or personal acquaintances.
- c) MSG Members that find themselves in a situation leading to a conflict of interest must excuse themselves and inform the Multi-Stakeholder Group. Specifically, Office Holders shall follow these guidelines:
  - i. Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the EITI; while the receipt of incidental personal or third-party benefit may necessarily flow from certain EITI-related activities, such benefit must be merely incidental to the primary benefit of the EITI and its purposes. Any allowances set, paid or obtained should be based on reasonable actual costs and good practice.
  - ii. Refrain from overstepping the conferred powers. MSG Members shall not abuse the EITI office by improperly using EITI's staff, services, equipment, resources, or property for personal or third-party gain or pleasure. MSG Members shall not represent to third parties that their authority as an MSG Member extends any further than that which it actually extends.



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- iii. Do not engage in any personal activities that could directly or indirectly, adversely affect the EITI implementation process.

**10. Gifts, trips and entertainment**

MSG members shall not solicit or accept gifts, gratuities, honoraria, free trips, personal property, or any other item of value from any person or entity that are intended to be, or that can reasonably be perceived to be, a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the EITI.

**11. Implementation**

The UGEITI Secretariat is responsible for making MSG members familiar with this code of conduct and for providing advice and, if required, training on the interpretation and implementation thereof.

**12. Contravention of the code**

MSG members with a concern related to the potential violation of this code of conduct shall bring such issues to the attention of the MSG for consideration in accordance with the EITI Principles and the EITI Standard.

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**SCHEDULE 2: DEFINITIONS**

Constituency	Group of the MSG Members, which represents the Government, Companies or Civil society as spelt out in Schedule Three.
Committee	A group individuals tasked by the MSG to handle a specific assignment.
EITI report	Report that is submitted by the EITI implementing country, which shall meet the requirements, set in the EITI Standard.
EITI Standard	The Extractive Industries Transparency Initiative standard that is in force.
Expert	Specialist with expertise on the matters discussed by the MSG, who can be involved in the EITI implementation process on a paid or voluntary basis.
Independent Administrator	An entity, which, according to the Terms of Reference approved by the MSG, produces the EITI report of the Republic of Uganda.
Observer	A person, not being a member of the MSG, who is invited to participate in the MSG Meeting.
UGEITI	Uganda Extractive Industries Transparency Initiative.
Secretariat	Office within the Ministry of Finance Planning and Economic Development that is responsible for the EITI operational tasks as well as providing administrative and technical support to the MSG.
Validation	The process of assessing performance against the EITI Standard and promoting dialogue and learning at the country level. It also safeguards the integrity of the EITI by holding implementing countries to the same global standard.

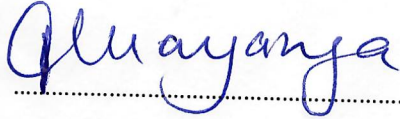


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**IN WITNESS WHEREOF**, the parties hereto have caused these Terms of Reference to be signed in their respective names as of 30<sup>th</sup> May 2025.

SIGNED FOR AND ON BEHALF OF THE MULTI-STAKEHOLDER GROUP:

Signed:



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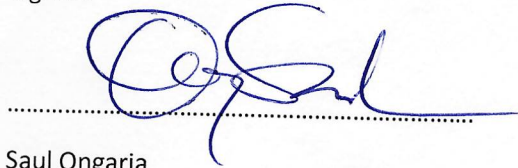
Moses Kaggwa

In the capacity of:

CHAIRPERSON

**UGANDA EXTRACTIVE INDUSTRIES TRANSPARENCY INITIATIVE**

Signed:



.....

Saul Ongaria

In the capacity of:

NATIONAL COORDINATOR/PROGRAM MANAGER

**UGANDA EXTRACTIVE INDUSTRIES TRANSPARENCY INITIATIVE**