



**GLOBALLY RESPONSIBLE LEADERSHIP
INITIATIVE**

**The Guardian Group:
Purpose, Principles and Terms of Reference**

October 2025

DRAFT FOR REVIEW - DO NOT CIRCULATE EXTERNALLY

INTRODUCTION AND HISTORY	2
PURPOSE	2
PRINCIPLES	3
TERMS OF REFERENCE	3
1. Composition	3
2. Decision-making	4
3. Nomination Process	5
4. Meeting Attendance	5
5. Term and Renewal	6
6. Leadership Structure	6
7. Evaluation and Performance Review	7
8. Ethical Integrity and Global Positioning: Aligning Values and Actions	7

Final Draft Version for Guardians Review – October 8, 2025

This document contains the third iteration of the GRLI Guardian Group Terms of Reference that is being proposed to the GRLI Foundation for ratification.

INTRODUCTION AND HISTORY

Organizational Structure

The formation of the Guardian Group stems from a broader reflection on the GRLI's governance framework following the GRLI AGM held in Paris in June 2013. At that time, the GRLI committed to developing three separate, but intrinsically linked elements to model an emerging blueprint of governance that strives to embody global responsibility in its composition and interaction.

Full institutional partners are at the heart of the GRLI and constitute the Council of Partners (hereafter known as the Council)

The Board is legally and financially responsible for the GRLI Foundation.

The Office of the Executive Director, with the Support Centre, runs the operation of the GRLI Foundation and supports the coordination of the GRLI.

In addition to a revision of the existing Board providing regulatory oversight, the GRLI sought to create a Council – ‘the beating heart of the GRLI’ – and a Guardian Group – ‘the life blood’ of the Council. The Council is composed of representatives from the full Institutional Partners and the Guardian Group is the elected group from and representing this Council. The overall intention in setting up these two closely coupled groups was to provide an environment in which Partners can become more central to and have more influence on the activities, direction, and focus of the GRLI.

The Council, as full institutional partners, are represented by named individuals with voting rights in the overall direction of GRLI. These individuals also serve as the liaison person and promoter of GRLI activities, learnings, and opportunities for engagement and contribution, within and outside the respective institutional partner.

The Guardian Group, the focus of this document, is a smaller grouping of individuals willing to ensure the core values and ethics of the GRLI are implicitly or explicitly present in all activities. Their formation was first formalized in 2013, their Terms of Reference were expanded in 2016, and during a meeting of the current group, again revised extensively in 2025, resulting in this document.

GOVERNANCE

The Guardian Group works with the Office of the Executive Director and the Board on behalf of the Council, to uphold the vision, mission and operating ethos of the GRLI and to safeguard that all three elements are actively supported, acted upon and visible in the GRLI and in all related activity.

Final Draft Version for Guardians Review – October 8, 2025

The Guardian Group's purpose is to:

- Uphold and guard the [values](#) and [guiding principles](#) of GRLI on behalf of the Partnership
- Help steward the core inquiry of the GRLI within and beyond the GRLI Partnership not only in words but also through action
- Contribute to the overall good governance of the GRLI by co-designing and co-facilitating transparent and robust processes to ensure Partner representation in the Governance structures of the GRLI
- Support the design and facilitation of Council meetings (e.g. the AGM) or GRLI gatherings to encourage an involved, active and influential Partnership
- Identify and develop new Partnership and Associate Partnership candidates, which includes working with the Support Centre to review applications
- Identify, encourage and help monitor emerging impact initiatives within the GRLI

PRINCIPLES

The Guardian Group operates within and helps uphold the overarching [values](#), vision, mission and [guiding principles](#) that apply to all Partners.

As Guardians of the GRLI, representing the entire Council (not only their respective Institutions), the Group also agrees to work:

- Collaboratively and out of a peer-based approach
- With openness and transparency both within the Group and the GRLI Community
- With a willingness to challenge and be challenged
- To freely contribute to the development of the GRLI, the Council and the development of Global Responsibility within the GRLI context.

TERMS OF REFERENCE

1. Composition

- 1.1. **Membership:** Guardians must be affiliated with a full institutional partner of the GRLI (a member of the Council) and will be selected through nomination and election.
- 1.2. **Guardian Group Size:** The GRLI Guardian group will typically consist of seven (7) members and not fewer than five (5). However, to facilitate rolling handovers and ensure continuity of expertise, the Group may reach a maximum of nine (9) members.

Final Draft Version for Guardians Review – October 8, 2025

- 1.3. **Rolling Handovers:** The purpose of increasing the Guardian group size to nine (9) is to allow for a period of overlap between outgoing and incoming Guardians, enabling knowledge transfer and a smooth transition of responsibilities. The goal is to ensure a core membership of experienced Guardians at all times for continuity and succession planning.
- 1.4. **Geographical Diversity:** The composition of the GRLI Guardian group should reflect a broad and diverse range of geographical perspectives from within the Council. The Guardians will actively seek to ensure that the Guardian group includes representation from different regions of the world.
- 1.5. **Institutional Endorsement:** All nominees for the GRLI Guardian group must provide a letter of support or acknowledgement from their institution, demonstrating that the institution supports their participation in the GRLI and recognizes the value of their contribution. This letter should be submitted as part of the nomination process.
- 1.6. **One Seat Per Institution:** To ensure diversity of representation, there can only be one (1) seat on the GRLI Guardian group per institution.
- 1.7. **Named Individual:** Each seat must be held by a named individual. Institutional membership is not permitted; the position is assigned to a specific person, not an organization. If that individual leaves the institution, the seat is vacated, subject to the Partner Institution Change Review process outlined below.
- 1.8. **Partner Institution Leaving GRLI:**
 - 1.8.1. If a Partner institution leaves the GRLI and the Guardian member representing that institution stays with them then the seat is vacated within 12 months following the departure of the Partner Institution.
 - 1.8.2. If the Guardian changes organisation and joins an existing GRLI then their relationship to the Guardian group will be reevaluated as per the process outlined in 1.9.1 at the second meeting of the Guardians following their departure from the Partner institution they originally represented.
- 1.9. **Guardian Institution Change:**
 - 1.9.1. If a Guardian moves to another GRLI partner institution, the Guardian group will review and vote on whether to retain them, considering diversity and the "one seat per institution" rule.
 - 1.9.2. The Chair will notify the individual and the GRLI Board of the decision. If retained, a new letter of support is required.

2. Decision-making

- 2.1. **Consensus Decision-Making:** The Guardians largely operate through consensus. The Guardian group will strive to reach a consensus on all decisions through discussion, deliberation, and exploring different

perspectives. Only as a last resort, when a consensus cannot be reached after a reasonable period of discussion, will a vote be held.

- 2.1.1. **Open Voting:** If a vote is necessary, it will be conducted openly, with each member of the Guardian group stating their choice.
- 2.1.2. **Majority Required:** Unless otherwise specified in these Terms of Reference, decisions will be made by a simple majority of the Guardians.
- 2.1.3. **Tie-Breaking:** In the event of a tie, the Chair of the Guardians will have the casting vote

3. Nomination Process

- 3.1. **Open Call for Nominations:** An open call will be issued to the Council for nominations for a position on the Guardian Group.
- 3.2. **Nomination Requirements:** Nominees must submit:
 - 3.2.1. A statement outlining what they bring and how they will contribute to the work of the Guardian Group.
 - 3.2.2. A letter confirming institutional support.
- 3.3. **Guardian Candidate Review Period:** Following the receipt of nominations, a period of at least one (1) month will be provided for Guardians to express any objections or support for the nominees.
 - 3.3.1. Objections or support must be submitted in writing to the Chair and the Office of the Executive Director.
 - 3.3.2. Guardian Evaluation: After the review period, the Guardian Group will review the nominations and any objections or support received.
 - 3.3.3. In the event there are more nominees than open seats, an election will be required.
 - 3.3.4. Provided that no significant objections have been received from the Council, the Guardian Group will recommend the nominee's appointment to the Board for ratification.
- 3.4. **Board Ratification:** The Board will make the final appointment of GRLI Guardians.
- 3.5. **Term Commencement:** Newly appointed Guardians will commence their term as specified in the appointment notification.

4. Meetings and Attendance

- 4.1. **Expectations:**
 - 4.1.1. Guardians are expected to attend all scheduled governance meetings.
 - 4.1.2. The GRLI Guardians meeting schedule will consist of approximately four (4) meetings per calendar year, of which at least one is a face-to-face meeting. The dates and times of these meetings will be communicated to Guardians with reasonable advance.
- 4.2. **Guardian Resignation Due to Unattendance at Meetings**

Final Draft Version for Guardians Review – October 8, 2025

- 4.2.1. Any Guardian who misses three consecutive scheduled governance meetings will be deemed to have left their position as a GRLI Guardian.
- 4.2.2. Exceptions may be granted for extenuating circumstances (e.g., serious illness, family emergency) at the discretion of the Chair. Guardians must notify the Chair in writing as soon as reasonably practicable of any circumstances that may prevent their attendance.
- 4.2.3. The resignation will be effective immediately following the third missed meeting that triggers this clause.

4.3 Meetings

- 4.3.1 Meetings shall be conducted in a structured, transparent, and inclusive manner to ensure effective participation and decision-making.
- 4.3.2 The Chairperson (or the Vice Chair in the absence of the Chair) will be responsible for guiding discussions, maintaining order, and ensuring that all members have an opportunity to contribute.
- 4.3.3 Meetings may be held in person, virtually, or in hybrid format, and will follow a pre-circulated agenda.
- 4.4.4 Decisions shall, where possible, be made by consensus; where consensus cannot be reached, a majority vote of members present will prevail.

5. Term and Renewal

- 5.1. **Term Length:** The standard term for a GRLI Guardian is three (3) years.
- 5.2. **Automatic Renewal:** Upon completion of the initial three-year term, a Guardian's term will be automatically renewed at the option of the GRLI Guardian, for one (1) additional three-year term, for a total of six (6) years of service.
- 5.3. Guardians may choose not to renew their term by providing written notice to the Chair at least 90 days prior to the expiration of their initial term.
- 5.4. **Guardians' Approval for Extension:** After serving two consecutive terms (six years), a Guardian may be eligible for a one-time extension of their term for an additional three (3) years, for a maximum total of nine (9) years of service. This extension is contingent upon the acceptance and approval of the Guardians, acting on behalf of the council that the Guardian represents. This clause does not apply to individuals who have served as Chair, as their potential return to service is governed by clause 5.5.
- 5.5. **Impact of Chair Election:** If a Guardian is elected as Chair, they will serve in the role of Chair and as a Guardian for a three (3) year term, regardless of which year of Guardianship they are currently in. For example, if a Guardian

is elected as Chair in year four of being a Guardian, they will serve as Chair and Guardian until the end of year seven.

- 5.6. **Return to Guardian Service After Chair:** Following their three-year term as Chair, the individual may return to completing their term as a Guardian. The total Guardianship period will not exceed nine (9) years.
- 5.7. **Resignation:** A Guardian may resign from their position at any time by submitting a written notice to the Chair. Resignation shall take effect 90 days from receipt of such notice by the Chair, unless a later effective date is specified therein. The Chair will promptly inform the Guardian group of the resignation. Should the Chair resign, written notice must be submitted to the Vice-Chair (or, in their absence, to the Guardian group). In all cases, the Guardian group will initiate the process to identify or appoint a successor, in line with established procedures.

6. Leadership Structure

The GRLI Guardians will be led by a Chair and Vice-Chair, elected from amongst the members of the Guardian group.

Purpose of Chair and Vice-Chair Structure: This structure is designed to ensure strong leadership, continuity, and a smooth transition of responsibilities.

- 6.1. **Chair Eligibility:** Any member of the Guardian group is eligible to be nominated and elected as Chair, provided they have served at least one term as a Guardian.
- 6.2. **Responsibilities of the Chair:** The Chair, working with the support of the Vice-Chair will be responsible for:
 - 6.2.1. Setting the agenda for Guardian group meetings.
 - 6.2.2. Chairing and facilitating Guardian group meetings.
 - 6.2.3. Representing the Guardian group to the GRLI Board and other stakeholders.
 - 6.2.4. Attending meetings and events representing the Guardian group as required.
 - 6.2.5. Ensuring the Guardian group fulfills its purpose and activities as outlined in the Terms of Reference.
- 6.3. **Vice Chair Eligibility:** Any Guardian who has served at least one year on the Guardian group is eligible for nomination and election as Vice Chair.
- 6.4. **Vice Chair Election:** In addition to the Chair, the Guardian group shall elect a Vice Chair from among its members to support leadership functions and provide continuity in governance.
- 6.5. **Responsibilities of the Vice Chair:** The Vice Chair will be responsible for:

Final Draft Version for Guardians Review – October 8, 2025

- 6.5.1. Assisting the Chair in carrying out their responsibilities as required.
- 6.5.2. Acting as Chair in events and meetings if the Chair is unavailable.
- 6.5.3. Providing additional leadership capacity to ensure the Guardian group functions effectively.
- 6.5.4. Supporting succession planning by mentoring potential future leaders within the Guardian group.
- 6.6. **Term of Office:** The Vice Chair will serve a term of three (3) years, aligned with their Guardianship maximum term, and may be re-elected once, subject to the overall service limits outlined in Section 5.
- 6.7. **Vacancy in Vice Chair Role:** Should the Vice Chair resign or otherwise be unable to fulfill their term, the Guardian group shall elect a replacement to serve the remainder of the term.
- 6.8. **Succession Planning:** The Chair and Vice-Chair will work together to identify and mentor potential future Vice-Chairs.

7. Performance Review

- 7.1. To ensure the GRLI Guardian Group effectively fulfills its role in supporting the GRLI's mission and representing the Council, the Guardians will conduct an annual self- and peer-evaluation as well as an assessment of the functioning and culture of the Guardian Group.

8. Guardians and GRLI Governance

- 8.1. **Core Principles:** The Guardian Group is entrusted with upholding the GRLI's ethos and enhancing its global positioning that reflects a consistent alignment of values and actions, thereby fostering trust and credibility with the Council and the wider world.
- 8.2. **Key Interfaces:**
 - 8.2.1. **Guardians and Council:** The Guardian Group acts as the primary liaison, ensuring the Council's perspectives, values, and expectations are understood and integrated into the GRLI's strategic direction and activities.
 - 8.2.2. **Guardians and Executive Director:** The Executive Director provides regular updates to the Guardian Group on key activities, challenges, and opportunities, with a particular focus on demonstrating how these align with the GRLI's stated values and contribute to its global positioning.
 - 8.2.3. **Guardians and Board:** The Guardian Group Chair is an ex officio GRLI board member with full member rights and reports regularly to the Board, highlighting the GRLI's adherence to its vision, mission, and operating ethos, raising any concerns about potential misalignment of values and actions, and recommending strategies to strengthen the GRLI's ethical integrity and global positioning.

- 8.3. **Triggers for Involvement:** The Guardian Group will be informed and involved in addressing issues that could impact the GRLI's vision, mission, operating ethos, responsiveness to the Council, ethical standing, or global reputation. Examples include: financial crises, strategic impasses, reputational scandals, mission drift, Council dissatisfaction, and similar situations.
- 8.4. **Conflicts of Interest:** All members of the Guardian Group must disclose any potential conflicts of interest, ensuring that all decisions are made with ethical integrity and in the best interests of the GRLI's global mission.